



AHLUWALIA CONTRACTS (INDIA) LTD.

CIN: L45101DL1979PLC009654

Regd. Office: A-177, Okhla Industrial Area, Phase-I, New Delhi-110020

Phone: 011-49410502. 517 & 599 Fax: 011-49410553

Website: www.acilnet.com, Email ID: cs.corpoffice@acilnet.com

NOTICE

To the Members,

Notice is hereby given that the 39th Annual General Meeting (AGM) of the Members of Ahluwalia Contracts (India) Limited will be held on **Saturday, 22nd day of September 2018** at 2.00 p.m. at **Ahlcon Public School, Mayur Vihar, Phase-I, Delhi-110091** to transact the following businesses:

ORDINARY BUSINESS:-

Item No. 1 - ADOPTION OF FINANCIAL STATEMENT

To receive, consider and adopt the audited standalone financial statements for the financial year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 together with the Auditors Report thereon.

Item No. 2 – DECLARATION OF DIVIDEND

To declare a Dividend @ 15% of Re. 0.30 paisa per equity shares for the financial year 2017-18.

Item No. 3 - RE-APPOINTMENT OF A DIRECTOR

To appoint a Director in place of Mr. Shobhit Uppal (DIN: 00305264) who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS:-

ITEM NO. 4

APPOINTMENT OF MR. VIKAS AHLUWALIA (DIN: 00305175) AS A WHOLE TIME DIRECTOR OF THE COMPANY:

To consider and if thought, fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 152, 161(1) of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, Mr. Vikas Ahluwalia (DIN:00305175) who was appointed as an Additional & Whole Time Director by the Board of Directors in its meeting held on 28th March, 2018 on the recommendation of Nomination & remuneration Committee to hold office upto the date of this Annual General Meeting, be and is hereby appointed as a director and shall continue to act as a Whole Time Director for a period of 3 years in the capacity of Promoter & Executive Director w.e.f. 1st April, 2018 to 31st, March 2021.”

“**RESOLVED FURTHER THAT** pursuant to Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the Company, and as recommended by the Nomination & remuneration Committee and Board, consent of the members be and is hereby accorded to designate Mr. Vikas Ahluwalia (00305175) as Whole Time Director of the Company for a period Three Years with effect from 1st April, 2018, till 31st March, 2021 on terms and conditions including remuneration as given below.

1. Basic Salary @ Rs. 5,00,000/- (Rs. Five lakhs only) per month.
2. Leave Travel Allowance for self and family once in a year to and fro any place in India subject to a ceiling of one month's Basic Salary.

3. Free Supply of Gas, electricity, water, furniture and furnishing at the residence, subject to the ceiling that the expenditure incurred by the Company on the same valued as per Income Tax Rules 1962, shall not exceed 20% of the Basic Salary.
4. Reimbursement of Medical Expenses for self and family subject to a ceiling of one month's Basic Salary in a block of three years.
5. Premium for Mediciam Policy for self and family subject to a ceiling of Rs. 10000/- (Rupees Ten Thousand Only) per annum.
6. Fees of Maximum of two clubs, subject to the condition that life Membership fees shall not be allowed.
7. Personal Accident Insurance, the premium of which shall not exceed Rs. 1000/- (Rupees One thousand only) per annum.
8. Free Telephone facility at residence, subject to the condition that personal long distance calls shall be recovered.
9. Provision of car use for Company's Business, subject to the condition that use of car for private purpose shall be recovered or reimbursement of expenses incurred on conveyance in case of use of personal car for Company's Business.
10. Gratuity not exceeding one half month's Basic Salary for each completed year of Service.
11. Contribution to provident fund and pension fund subject to specified ceiling in applicable Acts.

“**RESOLVED FURTHER THAT** in case of loss or inadequacy of profit the aggregate of monthly remuneration payable to the said Whole Time Director, inclusive of the value of all perquisites (other than those specifically exempted under section IV of part II of the Schedule V of the Companies Act, 2013) shall not exceed the ceiling limits specified under Schedule V to the Act.”

“**RESOLVED FURTHER THAT** Mr. Vikas Ahluwalia (DIN: 00305175) in the capacity of Whole Time Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc., by Board of Directors of the Company, from time to time.”

“**RESOLVED FURTHER THAT** the Company shall reimburse Mr. Vikas Ahluwalia (DIN: 00305175), Whole Time Director all expenses incurred on entertainment, traveling and/or any other expenses incurred solely for the purpose of business on the Company and that the same shall not be considered a part of remuneration.”

“**RESOLVED FURTHER THAT** Mr. Arun Kumar Gupta (DIN: 00371289), Independent Director & Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to file the necessary forms with any other authority as may be required in this regard and to do all such acts, deeds & things as may be necessary to give effect to the aforesaid resolution.”

ITEM NO. 5

RE-APPOINTMENT & REVISION OF REMUNERATION OF MR. SHOBHIT UPPAL (DIN: 00305264) WHOLE TIME DIRECTOR, DESIGNATED AS DY.MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought, fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the **Companies Act, 2013** and the provisions of Articles of Association of the Company, and as recommended by the Nomination & remuneration Committee and Board, consent of the Members be and is hereby accorded to re-appoint Mr. Shobhit Uppal (DIN: 00305264) as Whole Time Director, designated as Dy.Managing Director of the Company with effect from 1st April, 2018, till 31st March, 2021 on the terms and conditions as set out below:

1. Basic Salary @ Rs. 14,00,000/- (Rs. Fourteen Lakhs only/-) per month.
2. Leave Travel Allowance for self and family once in a year to and for any place in India subject to a ceiling of one month’s Basic Salary.
3. Free Supply of Gas, electricity, water, furniture and furnishing at the residence, subject to the ceiling that the expenditure incurred by the Company on the same valued as per Income Tax Rules 1962, shall not exceed 20% of the Basic Salary.
4. Reimbursement of Medical Expenses for self and family subject to a ceiling of one month’s Basic Salary in a block of three years.
5. Premium for Mediclaim Policy for self and family subject to a ceiling of Rs. 10000/- (Rupees Ten Thousand Only) per annum.
6. Fees of Maximum of two clubs, subject to the condition that life Membership fees shall not be allowed.
7. Personal Accident Insurance, the premium of which shall not exceed Rs. 1000/- (Rupees One thousand only) per annum.
8. Free Telephone facility at residence, subject to the condition that personal long distance calls shall be recovered.
9. Provision of car use for Company’s Business, subject to the condition that use of car for private purpose shall be recovered or reimbursement of expenses incurred on conveyance in case of use of personal car for Company’s Business.
10. Gratuity not exceeding one half month’s Basic Salary for each completed year of Service.
11. Contribution to provident fund and pension fund subject to specified ceiling in applicable Acts.

“**RESOLVED FURTHER THAT** in case of loss or inadequacy of profit the aggregate of monthly remuneration payable to the said Whole Time Director, inclusive of the value of all perquisites (other than those specifically exempted under section IV of part II of the Schedule V of the Companies Act, 2013) shall not exceed the ceiling limits specified under Schedule V to the Act.”

“**RESOLVED FURTHER THAT** Mr. Shobhit Uppal (DIN: 00305264), in the capacity of Whole Time Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc., by Board of Directors of the Company, from time to time.”

“**RESOLVED FURTHER THAT** the Company shall reimburse Shobhit Uppal (DIN: 00305264), Whole Time Director all expenses incurred on entertainment, traveling and/or any other expenses incurred solely for the purpose of business on the Company and that the same shall not be considered a part of remuneration.”

“**RESOLVED FURTHER THAT** Mr. Arun Kumar Gupta (DIN: 00371289), Independent Director & Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to file the necessary forms with any other authority as may be required in this regard and to do all such acts, deeds & things as may be necessary to give effect to the aforesaid resolution.”

ITEM NO. 6

RE-APPOINTMENT & REVISION OF REMUNERATION OF MR. VINAY PAL (DIN: 02220101) AS WHOLE TIME DIRECTOR OF THE COMPANY:

To consider and if thought, fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 & in pursuance of Article 169 to 172 of the Article of Association of the Company, consent of the members of the Company be and is hereby accorded to the re-appointment of Sh. Vinay Pal (DIN: 02220101), Whole Time Director of the Company for a

period of 3 (Three) Years with effect from 14.08.2018 to 13.08.2021 with the revised remuneration as mentioned in the Board resolution as set out below:

1. Basic Salary @ Rs. 5,45,000/- (Rs. Five lakhs forty five thousand only) per month.
2. Gratuity not exceeding one half month’s Basic Salary for each completed year of Service, if any.
3. Contribution to provident fund and pension fund subject to specified ceiling in applicable Acts, if any.

“**RESOLVED FURTHER THAT** in case of loss or inadequacy of profit the aggregate of monthly remuneration payable to the said Whole Time Director, inclusive of the value of all perquisites (other than those specifically exempted under section II of part II of the Schedule) shall not exceed the ceiling limits specified under Schedule XIII to the Act.”

“**RESOLVED FURTHER THAT** the Company shall reimburse the Whole Time Director all expenses incurred on entertainment, traveling and/or any other expenses incurred solely for the purpose of business on the Company and that the same shall not be considered a part of remuneration.”

“**RESOLVED FURTHER THAT** Mr. Vinay Pal (DIN: 02220101), in the capacity of Whole Time Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc., by Board of Directors of the Company, from time to time.”

“**RESOLVED FURTHER THAT** Mr. Bikramjit Ahluwalia (DIN 00304947), Chairman and Managing Director, Mr. Arun Kumar Gupta (DIN: 00371289), Independent Director & Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to file the necessary forms with any other authority as may be required in this regard and to do all such acts, deeds & things as may be necessary to give effect to the aforesaid resolution.”

ITEM NO. 7

RATIFICATION OF APPOINTMENT & PAYMENT OF REMUNERATION TO COST AUDITOR

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of the Cost Auditors as may be mutually decided by the Board with the Cost Auditors viz. M/s Jitender Navneet & Company, Cost Accountants (FRN: 000119) to conduct the audit of the cost records of the Company for the financial year 2018-19, be and is hereby ratified.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board
For Ahluwalia Contracts (India) Ltd.

Sd/-
(Vipin Kumar Tiwari)
GM (Corporate) & Company Secretary
ACS: 10837

Date : 14.08.2018

REGISTERED OFFICE

A-177, Okhla Industrial Area
Phase-I, New Delhi-110020
CIN : L45101DL1979PLC009654

NOTES FORMING PART OF THE NOTICE

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING**

MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.

IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN FORTY-EIGHT HOURS (48) BEFORE THE COMMENCEMENT OF THE MEETING.

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. Members who hold shares in dematerialized Form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
5. In case of joint holders attending the Meeting, only such a joint holder who is higher in the order of names will be entitled to vote.
6. With effect from April 01, 2014, inter-alia, provisions of section 149 of Companies Act, 2013, has been brought into force. In terms of the said section read with section 152(6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors. Therefore, the directors to retire by rotation have been re-ascertained on the date of this notice.
7. For the convenience of the Members, attendance slip is enclosed elsewhere in the Annual Report. Members/Proxy Holders/Authorized Representatives are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue of the AGM. Proxy/Authorized Representatives of a member should state on the attendance slip as 'Proxy or Authorized Representative' as the case may be.
8. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
9. All the documents referred in the Notice, Annual Report as well as Annual Accounts of the subsidiary companies and Register of Directors' Shareholding are open for inspection during the business hours at the Registered Office of the Company up to and including the date of Annual General Meeting.
10. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e. from Sunday, **September 16, 2018 to Saturday, September 22, 2018**, both days inclusive.
11. While Members holding shares in physical form may write to the Company for any change in their address and bank mandates Members having shares in electronic form may inform any change in address and bank details to their depository participant(s) immediately so as to enable the Company for further correspondence with the members.
12. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
13. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
14. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH.13).
15. In order to provide protection against fraudulent encashment of dividend warrants, Members holding shares in physical form are requested to provide their bank account number, name and address

of the bank/branch to enable the Company to incorporate the same in the dividend warrant.

16. All unclaimed/unpaid dividend up to the financial year ended on 31st, March 2010 have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to Section 205A of the Companies Act, 1956 (corresponding Section 124 &125 of the Companies Act, 2013)
17. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 205A of the Companies Act, 1956 (corresponding Section 124 &125 of the Companies Act, 2013) , to the Investor Education & Protection Fund (IEPF), established by the Central Government under Section 205C of the Companies Act, 1956 and/or corresponding provisions of Section 125 of the Companies Act, 2013. No claim in respect to the dividend shall lie against the Company or IEPF after transfer of the dividend amount to IEPF.

Accordingly, the unpaid / unclaimed dividend for the financial year ended March 31, 2011 is due for transfer to IEPF during November 2018. Members are requested to contact the Company Secretary of the Company or RTA to en-cash the unclaimed dividend. Members may note that the details of unclaimed / unpaid dividend lying with the Company has been uploaded on its website www.acilnet.com

18 PAYMENT OF UN-PAID/ UNCLAIMED DIVIDEND

The members are hereby informed that the Company would transfer the unpaid / unclaimed dividends, which remain unclaimed for a period of 7 years, to the Investor Education and Protection Fund (IEP FUND) constituted by the Central Government under section 125 of The Companies Act, 2013.

The following are the details of dividends declared by the Company and Last date for claiming unpaid Dividend.

Sl.	Financial Year	Date of Declaration of dividend	Last date for claiming unpaid Dividend
1	2010-11	30/09/2011	05/11/2018

In view of the above, the shareholders are advised to send their requests for payment of unpaid dividend pertaining to the years 2010-11 to the Share Transfer Agent at New Delhi for Revalidation of Dividend Warrants/Demand Drafts before the last date for claiming un-paid dividend.

The Company has uploaded the details of unpaid and unclaimed amount lying with the Company as on the date of last AGM on 28-09-2017 on the company website (www.acilnet.com) as well as the Ministry of Corporate Affairs website.

Once the unpaid/ unclaimed dividend is transferred to IEPF, no claim shall lie against the Company / Registrar & Transfer Agent (RTA) in respect of such amount by the members.

Investors holding shares in physical form are advised to forward the particulars of their bank account, name, branch and address of the bank to the Share Transfer Agent immediately, if not sent earlier, so as to enable them to update the records.

19. The Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
20. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed there under, the Company may send notice of Annual General Meeting, Directors' Report, Auditors' Report / Annual Audited Financial Statements in electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rule, 2014, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If

holding shares in physical form, Members are requested to inform their e-mail IDs to the Company.

- 21 Electronic copy of the Notice of the 39th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode.
- 22 As a part of "Green initiative in the Corporate Governance", The Ministry of Corporate Affairs vide its circular nos. 17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011, respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditor's report, Director's report etc., to the members through email. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar and Share transfer agents by sending duly signed request letter quoting their folio no., name and address. In case shares held in demat form, the shareholders may register their e-mail addresses with their DP'S (Depository Participants). In case any member desires to get hard copy of Annual Report, they can write to Company at registered office address or email at cs.corpoffice@acilnet.com.
- 23 Members may also note that the Notice of the 39th Annual General Meeting and the Annual report for financial year 2017-18 will also be available on the Company's website www.acilnet.com for their download.

The instructions for remote e-Voting are as under:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 19.09.2018 at 9:00 A.M. (IST) Wednesday and ends on 21.09.2018 at 5:00 P.M (IST) Friday. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz.15.09.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/members.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
 - (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- The website of your company is www.acilnet.com where you can find more information about the Company, its subsidiaries. The details of various services being provided to the investors, guidance and procedure to be followed by the investors in

respect of Transfer, Transmission and Transposition of shares, dematerialization and re-materialization of shares, quarterly, half yearly and Annual Results etc. are available at the page of Financial Results and News Alert for Investors Service Centre. (investor_relations@acilnet.com)

24 SHARE TRANSFER AGENT

LINK INTIME INDIA PVT. LTD. (RTA)
44, Community Centre,
Naraina Industrial Area, Phase- I
New Delhi - 110 028
Tel. No.-011-41410592 & 94 Fax No. - 011-41410591
email: delhi@linkintime.co.in

25 MEMBERS ARE REQUESTED TO:

Send their queries, if any, to reach the Company's Register & Corporate Office at New Delhi at least 10 days before the date of the Meeting so that information can be made available at the meeting.

- i. All documents referred in the notice are open for inspection at the Registered Office of the company between 11.00 a.m. to 1.00 p.m. on any working day prior to the date of the Annual General Meeting.
- ii. Members/ Proxies should bring the attendance slips duly filled in for attending the meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
- iii. Shareholders are requested to bring their copy of Annual Report to the meeting.
- iv. Shareholders are requested to intimate immediately the change in address, if any, to the Company's Registrar and Share Transfer Agent (RTA) M/s Link Intime India Pvt. Ltd. 44, Community Centre, Naraina Industrial Area Phase- I, New Delhi - 110028. Those who are holding their Shares in dematerialized form may notify to their Depository participants, change / correction in their address / Bank Account particulars etc.

At the ensuing Annual General Meeting, Mr. Shobhit Uppal, Whole Time Director of the Company, shall retire by rotation and being eligible, offers him-self for re-appointment. Pursuant to Clause 36 (3) of the SEBI (LODR) Regulations, 2015, the particulars of the Directors proposed to be appointed/ re-appointed are given below:

VIKAS AHLUWALIA is aged 44 years s/o Sh. Bikramjit Ahluwalia, Managing Director of the Company R/o B-10, Saket, New Delhi-110017. He is B.Tech Civil Engineer. He has been involved in Construction Business since 1996. He has been very instrumental for successful implementation of many big projects of the Company. He is currently overseeing the Chairman (Project Monitoring Committee) of Ahluwalia Contracts (India) Ltd and real estate business of the Company.

He has Directorship in following Companies:

- Ahlcon Ready Mix Concrete Pvt. Ltd.
- Ahluwalia Builders & Development Group Pvt. Ltd.
- Capricon Industrials Ltd.
- Tidal Securities Pvt. Ltd
- Premsagar Merchants Pvt. Ltd.
- Splendor Distributors Pvt. Ltd.
- Paramount Dealcomm Pvt. Ltd.
- Jiwanyoti Traders Pvt. Ltd.
- Dipesh Mining Pvt. Ltd.

Relationship with Directors of the Company is as under:

Mr. Vikas Ahluwalia, Whole Time Director of the Company, is Son of Mr. Bikramjit Ahluwalia, Managing Director of the Company and Brother in law of Mr. Shobhit Uppal, Dy.Managing Director of the Company.

MR.SHOBHIT UPPAL (Deputy Managing Director) aged 51 years has graduated in Electrical Engineering and has been to his credit more than 26 years of Experience in multifarious activities relating to infrastructure. He has been instrumental in award and execution of many mega projects by the Company. He has been involved with the execution of India Exposition Mart Complex (PH-I & II) at Greater

Noida, Singapore High Commission Building at Chanakyapuri, New Delhi, Fortis Multi-Specialty Hospital at Sector-62, Noida (UP) and many others. At present, he is actively involved with Kolkata, Patna, and Delhi NCR projects.

Mr. Shobhit Uppal is one of the leading young entrepreneurs in the country and a name to reckon with in the construction industry. He has been instrumental in the meteoric rise of Ahluwalia Contracts (India) Limited (ACIL), a leading and progressive construction company of the country over the past two decades. Under his leadership the company has been able to bag some of the most prestigious assignments in the public and private sector and has established a presence in all the major cities of the country. As the Deputy Managing Director of the Company, it is his vision and endeavor to ensure that ACIL is firmly established as a construction company adhering to highest standards of quality and deliverance. Mr.Uppal is enthusiastic about the concept of Corporate Social Responsibility and keenly participates in programs for the upliftment of the status of construction workers who, according to him form the backbone of the construction industry.

When Mr. Shobhit Uppal joined the Company in 1990, ACIL was a Delhi centric Company executing civil works in the building industry and having a topline of Rs. 10 crores. Under his leadership, today the Company has a pan India presence with operations in 14 states and a turnover of more than Rs. 1500 crores. To create a USP and stand out amongst the leaders in this industry, Shri Uppal developed various verticals such as Electro-Mechanical, Plumbing, Fire Fighting, Interiors and Building Façade works to transform ACIL from a plain civil construction Company to an EPC Company and this has helped it in carving a niche and unique identity for itself. Today ACIL has executed numerous outstanding buildings for various blue chip clients in various parts of the country. The detailed client list is attached herewith and comprises of names such as Reliance Industries Limited, Tata Consultancy Services, Tata Housing, Birla Group, Apollo, Fortis, Ranbaxy, HCL, Mahindra & Mahindra, DLF, ITC Delhi Metro, Bangalore Metro, Mumbai Metro and Jaypee Group etc. Amongst the construction Companies, it has executed the maximum number of 5 Star Hotels in the Country. Some of the prominent ones being Leela New Delhi, ITC Hotels in Mumbai, Delhi, Kolkata and Bangalore, JW Marriott, Four Seasons, Grand Hyatt, Pullman & Novotel etc. To mitigate the sectoral risks, the ACIL has developed skills for construction in different segments of building industry namely residential, industrial, hotels, hospitals, commercial, as well as projects associated with urban infrastructure such as Metro Rail projects in large cities. Also the Company has maintained a judicious mix of Government and Private Sector projects. As a part of Mr. Shobhit Uppal's vision of sustainable construction, ACIL has executed numerous platinum and gold rated green buildings.

It has been Mr. Shobhit Uppal's desire to ensure that the development of systems and processes keep pace with growth of the Company and ACIL maintains its high standards of efficiency. There has been particular emphasis on delivery with high standards of quality and safety, which is indicated by ACIL's certifications of ISO 9001:2008, ISO 14001:2004 & BS OHSAS 18001:2007. The Company has embraced new technologies and machineries to alleviate the effects of the grave skills shortage which the industry is facing. Today, ACIL is amongst the most mechanized Companies in the building industry. Under Mr. Uppal's guidance, the Company continues to innovate by procuring and adapting new shuttering systems from the developed countries. ACIL has recently had a tie-up with a Russian Company KUB-STROY LTD., to execute large projects using Precast Technology which will not only help overcome the problems on account of labour shortage, but also improve the delivery of projects radically.

The accolades which have been awarded to ACIL recently are:

1. Best Professionally Managed Company (>Rs. 1000 crores) by Construction Industry Development Council (CIDC) in 2011.
2. Awarded the Status of "Second Fastest Growing Construction Company" by Minister of Commerce & Industry in 2010.

Mr.Shobhit Uppal is a pillar of the building construction industry and was President of the Indian Buildings Congress (IBC), an organization created on the lines of Indian Roads Congress, which facilitates the interaction between the Government and the building industry. The

Minister for Urban Development is the Chief Patron of IBC. Using the platform, Shri Uppal is propagating the concept of workmen training across the country and working to improve the skills of the construction workers.

Relationship with Directors of the Company are as under:

Mr. Shobhit Uppal, Dy. Managing Director of the Company, is Brother in law of Mr. Vikas Ahluwalia, Whole Time Director of the Company and son in law of Mr. Bikramjit Ahluwalia, Managing Director of the Company.

MR. VINAY PAL, aged 59 years is a Graduate -1982 Associate in specialized Technology of Civil Engineering Training in use of project Management Software such as MICRO soft projects from IIT, presently he is working as Whole Time Director, since 14-08-2010. Professional standing his total experience of nearly 35 years in the construction industry and has got some very prestigious project executed.

Professional standing

Has Total experience of nearly 35 years in the construction industry and has got some very prestigious projects executed. These are:-

- Singapore High Commission Building at Chanakyapuri, New Delhi
- Escorts Hospital, Jaipur
- Hotel Aman Resort (Lodhi Hotel) Five Star Hotel, New Delhi
- India Exposition Mart Complex (PH-I & II) at Greater Noida (UP)
- Apex Trauma Care Centre for AIIMS, New Delhi
- Chancery Building for Bangladesh High Commission at Chanakyapuri, New Delhi.
- Office Building for Asian Development Bank at Chanakyapuri, New Delhi (Design Build Project)
- Research & Development Centre (TIFAC) Building for Indian Institute of Technology at Hauz Khas, New Delhi.
- Pearls Gateway Tower Housing complex, Noida
- Corporate Office Complex for Reliance Group at Connaught Place, New Delhi
- Ansal Plaza at Khel Gaon Marg, New Delhi

- Interior work for Max Healthcare at Panchsheel Park, New Delhi.
- Grand Hyatt Super Deluxe 5 Star Hotel at Vasant Kunj, New Delhi
- Interior works of corporate office of Coca Cola India at Gurgaon.
- Hudco Place project for Housing & Urban Development Corporation at Khelgaon Marg, New Delhi.
- NCERT building designed by Sh. Raj Rewal where the structure comprised of exposed pre-cast coffers & extensive Dholpur & Red sand stone cladding was done on all the elevations
- National Institute of Immunology Building designed by Shri Raj Rewal having grit finish on elevations & exposed concrete finish.
- Khelgaon (Housing) Project for Commonwealth Games 2010, New Delhi
- Depot project for Delhi Airport Metro Express
- Hotel IBIS at DIAL, Delhi
- Ansal Corporate Park at sector 142, Noida
- Noida Projects i.e. Logix, Lotus, Erore Sampoonam and Jaypee
- Civil & Interior works for ASCOT Savoy's outlet mall & service Apartment at Manesar, Haryana
- Civil Works for Pullmann & Novotel Hotels, DIAL at Delhi International Airport, Delhiv Civil & Structural Works for Segrow Bio-Technics (India) Pvt. Ltd. at Plot No. 445, Phase-V, Udyog Vihar, Gurgaon.
- Civil work for construction of Lab and Residential Campus for SRTL at Beas (Amritsar) Punjab.
- Civil & Structural Works for Wave Hospitality Pvt. Ltd. at Delhi Airport, Delhi
- DDA Narela Housing Project

26 Pursuant to Regulation 26 & Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Clause 49(VIII)(E) of the Listing Agreement readwith Secretarial Standards issued by ICSI, the details of Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on Saturday, **September 22nd, 2018 are as below:**

Name	Mr. Shobhit Uppal	Mr. Vikas Ahluwalia	Mr. Vinay Pal
DIN	00305264	00305175	02220101
Date of Birth	25-03-1967	12-07-1974	18-10-1959
Age	51 years	44 Years	59 Years
Date of Re-Appointment	25-03-1994	01-04-2018	13-08-2015
Qualifications	B.Tech Electrical Engineer	B.Tech Civil Engineer	Graduate
Expertise in specific functional area	More than 25 years experience to manage Building Construction activities in India and Overseas	More than 18 years experience to manage Building Construction activities in India and Overseas	More than 35 years experience to manage Building Construction activities in India and Overseas
Directorship held in other public limited companies (excluding Foreign Companies)	NIL	NIL	NIL
Membership (M)/ Chairmanship (C) of Committees of other public companies (includes only Audit Committee (AC) of the company) and Stakeholders/ Investor' Grievance Committee (SIGC) CSR Committee, Nomination & Remuneration Committee	Audit Committee	None	Audit Committee
Number of Equity Shares held in the Company	4308000	33500	None
Relationship with other Directors	Son in law of Mr. Bikramjit Ahluwalia, Managing Director	Son of Mr. Bikramjit Ahluwalia, Managing Director	None
Relationship with the manager of the Company	None	None	None
Number of meetings attended during the year	5	N.A	5
Membership and Chairmanship of the Committees of the Board	Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Whistle Blower (WB) Committee,	None	Audit Committee (Member)

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS

(Pursuant to section 102 of the Companies Act, 2013)

Item No. 4

The Board of Directors of the Company appointed Mr. Vikas Ahluwalia (DIN- 00305175) as an Additional Director and designated as Whole Time Directors of the Company w.e.f 01-04-2018. In accordance with the provisions of Section 197 of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Vikas Ahluwalia (DIN- 00305175) holds office up to 31st March, 2021.

Further Nomination and remuneration committee and the Board in their meetings held on 28-03-2018 has approved his appointment as Whole Time Director of the Company for a period of Three Years with remuneration of Rs. 5.00 Lakh per month effective from 1st April, 2018 to 31st March, 2021 subject to the approval of the Shareholders. Thus, the said resolution is proposed to be passed by the members of the Company

Your Board considers that his continued association with the Company would be of immense benefit to the Company. In view thereof, your Board has recommended him to be appointed as a Director of the Company to hold office as Whole Time Director for a period 3 years up to 31st March, 2021.

The proposed resolution does not relate to or affect the business interest of any other Company in which the Promoter, Director, Manager or Key Managerial Personnel have substantial interest.

None of the Directors & their Relatives is interested in the proposed resolution except Sh. Bikramjit Ahluwalia & Sh. Shobhit Uppal.

The directors recommend the said resolution for the approval of the members of the Company by way of an Ordinary Resolution.

Item No. 5

The tenure of Mr. Shobhit Uppal, Whole time director of the Company expired on 31st March, 2018. He was also re-appointed for another period of 3 years w.e.f 1st April, 2018 after the recommendation from the Nomination & remuneration Committee and Board in their meeting held on 28th March, 2018 respectively subject to the approval of the shareholders of the Company. Thus, the said resolution is proposed to be passed by the members of the Company.

Further, the Nomination and Remuneration committee & the Board in their meetings held on 28-03-2018 has approved the revision in remuneration of Mr. Shobhit Uppal upto Rs. 14 lakhs per month effective from 1st April, 2018 to 31st March, 2021 subject to the approval of the Shareholders. Thus, the said resolution is proposed to be passed by the members of the Company.

The proposed resolution does not relate to or affect the business interest of any other Company in which the Promoter, Director, Manager or Key Managerial Personnel have substantial interest.

None of the Directors & their Relatives are interested in the proposed resolution except Mr. Bikramjit Ahluwalia & Mr. Vikas Ahluwalia.

The directors recommend the said resolution for the approval of the members of the Company by way of an Ordinary Resolution.

ITEM NO. 6

Mr. Vinay Pal, Whole Time Director of the Company. He was also re-appointed for another period of 3 years w.e.f 14th August, 2018 after the confirmation from the Nomination & remuneration Committee and Board in their meeting held on 13th August, 2018 respectively. Further his Remuneration was changed w.e.f. 14th August 2018 subject to approval by the Shareholders of the Company. Thus, the said resolution is proposed to be passed by the members of the Company.

Further, the Nomination and Remuneration committee & the Board in their meetings held on 14-08-2018 has approved the revision in remuneration of Mr. Vinay Pal upto Rs. 5.45 lakhs per month effective from 15th August, 2018 to 14th August, 2021 subject to the approval of the Shareholders. Thus, the said resolution is proposed to be passed by the members of the Company.

According to Section 196(4) of the Companies Act, 2013 and subject to provisions of Section 197 and Schedule V, a Whole time director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Nomination and Remuneration committee and Board at a meeting shall be subject to approval by the members. Thus, the said resolution is proposed to be passed by the members of the Company.

The proposed resolution does not relate to or affect the business interest of any other Company in which the Promoter, Director, Manager or Key Managerial Personnel have substantial interest.

None of the Directors & their Relatives is interested in the proposed resolution except Mr. Vinay Pal.

The Board recommends the said ordinary resolution for the approval of the members of the Company.

ITEM NO. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Rs. 2 Lakhs per Annum of the Cost Auditors- M/s. Jitender, Navneet & Co., Cost Accountants (FRN: 000119) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 at an Annual Fee Mutually Decided by the Board.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Appointment & remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the Appointment & remuneration payable to the Cost Auditors for the financial year 2018-19.

The proposed resolution does not relate to or affect the business interest of any other Company in which the Promoter, Director, Manager or Key Managerial Personnel have substantial interest.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the said ordinary resolution for the approval of the members of the Company.

IMPORTANT COMMUNICATION

SEBI AND THE MINISTRY OF CORPORATE AFFAIRS ENCOURAGES PAPERLESS COMMUNICATION AS A CONTRIBUTION TO GREENER ENVIRONMENT. MEMBERS HOLDING SHARES IN PHYSICAL MODE ARE REQUESTED TO REGISTER THEIR E-MAIL ID'S WITH – COMPANY'S REGISTRAR AND SHARE TRANSFER AGENTS (RTA) M/S LINK INTIME INDIA PVT. LTD. 44, COMMUNITY CENTRE, NARAINA INDUSTRIAL AREA PHASE- I, NEW DELHI – 110028 AND MEMBERS HOLDING SHARES IN DEMAT MODE ARE REQUESTED TO REGISTER THEIR E-MAIL ID'S WITH THEIR RESPECTIVE DEPOSITORY PARTICIPANTS (DPS) IN CASE THE SAME IS STILL NOT REGISTERED.

IF THERE IS ANY CHANGE IN THE E-MAIL ID ALREADY REGISTERED WITH THE COMPANY, MEMBERS ARE REQUESTED TO IMMEDIATELY NOTIFY SUCH CHANGE TO THE REGISTRARS & SHARE TRANSFER AGENTS OF THE COMPANY IN RESPECT OF SHARES HELD IN PHYSICAL FORM AND TO THEIR RESPECTIVE DPS IN RESPECT OF SHARES HELD IN ELECTRONIC FORM.



AHLUWALIA CONTRACTS (INDIA) LTD.

CIN: L45101DL1979PLC009654

Regd. Office: A-177, Okhla Industrial Area, Phase-I, New Delhi-110020

Phone: 011-49410502. 517 & 599 Fax: 011-49410553

Website: www.acilnet.com, Email ID: cs.corpoffice@acilnet.com

PROXY FORM Form No. MGT-11

Name of Member		E-mail Id.	
Registered Address		FolioNo./DPID/ClientID	

I/We being Member(s) of Ahluwalia Contracts (India) Ltd shares of above named Company hereby appoint

Name of Member		E-mail Id.	
Address		Signature	
Name of Member		E-mail Id.	
Address		Signature	
Name of Member		E-mail Id.	
Address		Signature	

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 39th Annual General Meeting of the Company to be held on Saturday the 22th September, 2018 at 2:00 p.m. at Ahlcon Public School, Mayur Vihar, Phase-I, Delhi-110091 and at any adjournment there of in respect of such resolution as are indicated below:

Sl.	Resolution	For	Against
	ORDINARY BUSINESS		
1	Adoption of Audited Standalone and Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 and the Reports of Board of Directors and Auditors thereon		
2	To declare a dividend 15% of Re. 0.30 paise per equity shares to approve for the financial year 2017-18		
3	Re-appoint a Director in place of Mr. Shobhit Uppal (DIN: 00305264) who retires by rotation and being eligible, offers himself for re-appointment		
	SPECIAL BUSINESS		
4	Appointment of Mr. Vikas Ahluwalia, (DIN 00305175) Whole Time Director of the Company		
5	Re-appointment & revision of Remuneration of Mr. Shobhit Uppal, (DIN: 00305264) Dy.Managing Director of the Company		
6	Re-appointment & revision Remuneration of Mr. Vinay Pal, (DIN: 02220101) Whole Time Director of the Company		
7	Ratification of Appointment and payment of Remuneration to the Cost Auditors of the Company		

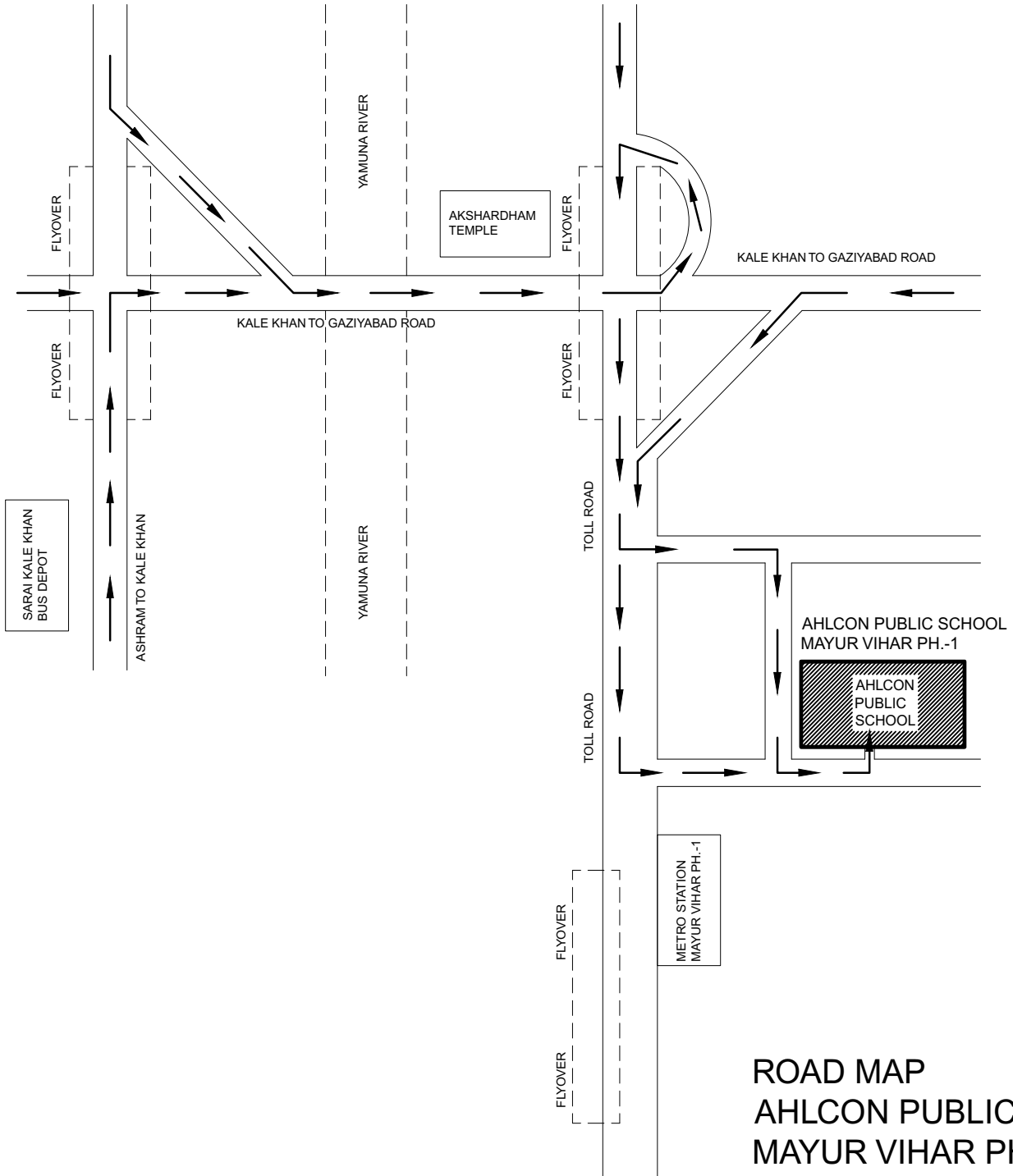
Signed this.....day of.....2018

Signature of Shareholder

Affix
Rs.1
Revenue
Stamp

Signature of Proxy Holder(s)

- Notes:**
1. This Proxy for order to be valid, should be duly stamped, complete and signed must be deposited at Registered & Corporate Office of the Company, not less than 48 hours before the time fixed for the meeting.
 2. The Proxy duly signed across Rs.1 revenue stamp should reach the Company.
 3. The Proxy need not be a member of the company.
 4. This is only optional, please put a "X" in the appropriate column against the resolutions indicated in the Box, if you leave the "for" or "Against" column blank against any or the resolutions, your proxy will be titled to vote in the manner as he/ she thinks appropriate.
 5. Appointing a proxy dose not prevent a member from attending the meeting in person if he/she wishes.
 6. In the case of joint holders the signature of any one holder will be sufficient, but names of all joint holders should be stated.



**ROAD MAP
 AHLCON PUBLIC SCHOOL
 MAYUR VIHAR PH.-1**