



AHLUWALIA CONTRACTS (INDIA) LTD.

CIN: L45101DL1979PLC009654

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

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING (AGM) OF AHLUWALIA CONTRACTS (INDIA) LTD WILL BE HELD ON WEDNESDAY, THE 25TH DAY OF SEPTEMBER, 2019 AT 4 P.M. AT AHLCON PUBLIC SCHOOL, MAYUR VIHAR, PHASE-1, 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 31st March 2019 and the Audited Consolidated Financial Statements for the financial year ended 31st March 2019, together with the Reports of the Board of Directors and the Auditors thereon.

ITEM NO. 2

TO DECLARE A DIVIDEND

To declare a Dividend @ 15% of Re. 0.30 paise per equity shares for the financial year 2018-19.

ITEM NO. 3

RE-APPOINTMENT OF A DIRECTOR

To appoint a Director in place of Mr. Vikas Ahluwalia (DIN: 00305175), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

ITEM NO. 4

APPOINTMENT OF MR. RAJENDRA PRASHAD GUPTA (DIN: 02537985) AS INDEPENDENT DIRECTOR OF THE COMPANY:

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination & remuneration Committee, Mr. Rajendra Prashad Gupta (DIN: 02537985), who was appointed as an Additional Director of the Company in the capacity of Independent Director by the Board of Directors with effect from 24th July, 2019 and who holds the office till the date of Annual General Meeting (AGM), be and is here by appointed as an Independent Director of the Company to hold office for a period of 3(Three) years w.e.f. 24th July, 2019 till 23rd July, 2022 and he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** Mr. Bikramjit Ahluwalia, Chairman & Managing Director, Mr. Shobhit Uppal, Dy. Managing Director and Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to file the necessary Form DIR-12 or related Forms with the Registrar of Companies, NCT Delhi & Haryana, New Delhi and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

ITEM NO. 5

APPOINTMENT OF MR. SANJIV SHARMA (DIN: 08478247) AS A WHOLE TIME DIRECTOR OF THE COMPANY:

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 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 and as recommended by the Nomination & remuneration Committee & Board of Directors consent of the Members be and is hereby accorded to appoint Mr. Sanjiv Sharma (DIN: 0008478247), as a Director of the Company in the capacity of Executive Director w.e.f. 1st August, 2019.”

“**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 & the Board of Directors, consent of the Members be and is hereby accorded to designate Mr. Sanjiv Sharma (DIN: 0008478247) as Whole Time Director of the Company for a period Three Years with effect from 1st August, 2019 to 31st July, 2022 on terms and conditions including remuneration as given below.

1. Basic Salary @ Rs. 3,40,000/- (Three Lakhs Forty Thousand) per month with increment as per company policy- 10% – 15% every year.
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 V of the Companies Act, 2013.”

“**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 as a part of remuneration.”

“**RESOLVED FURTHER THAT** Mr. Bikramjit Ahluwalia, Chairman & Managing Director, Mr. Shobhit Uppal, Dy. Managing Director and Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to file the necessary Form DIR12 or related Forms with the Registrar of Companies, NCT Delhi & Haryana, New Delhi and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

ITEM NO: 6

RE-APPOINTMENT OF MR. ARUN KUMAR GUPTA (DIN: 00371289), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arun Kumar Gupta (DIN: 00371289), Independent Director of the Company, be and is hereby re-appointed as Independent Director of the Company for another period of 5(Five) years w.e.f. 01-04-2019 till 31-03-2024 and he shall not be liable to retire by rotation.”

ITEM No: 7

RE-APPOINTMENT OF DR. SUSHIL CHANDRA (DIN: 00502167), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Sushil Chandra (DIN: 00502167), Independent Director of the Company be and is hereby re-appointed as independent director of the Company for another period of 5(Five) years w.e.f. 01-04-2019 till 31-03-2024 and he shall not be liable to retire by rotation .”

ITEM NO: 8

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(3) 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 M/s Jitender Navneet & Company, Cost Accountants (FRN: 000119), the Cost Auditors as decided by the Board for an amount of Rs. 2.00 Lakhs per annum (Two lakhs Only) plus out of pocket expenses incurred to conduct the audit of the cost records of the Company for the financial year 2019-20, 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 : 14.08.2019

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 **Thursday, September 19, 2019 to Wednesday, September 25, 2019**, both days inclusive for the purpose of 40th Annual General Meeting of the Company and the dividend shall be distributed to those shareholders holding shares as on closing of September 18, 2019.
11. The Annual Report and the Notice of this Annual General Meeting shall be sent to all shareholders holding shares as on 23.08.2019.
12. 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.
13. 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.
14. 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.
15. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH.13).
16. 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.

17. All unclaimed/unpaid dividend up to the financial year ended on 31st, March 2011 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).
18. 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.

19. 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	2017-18	22/09/2018	26/11/2025

In view of the above, the shareholders are advised to send their requests for payment of unpaid dividend pertaining to the years 2017-18 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 22-09-2018 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.

20. 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.
21. 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.
22. Electronic copy of the Notice of the 40th 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.

23. 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.
24. Members may also note that the Notice of the 40th Annual General Meeting and the Annual report for financial year 2018-19 will also be available on the Company's website www.acilnet.com for their download.

At the ensuing Annual General Meeting, Mr. Vikas Ahluwalia (DIN: 00305175), 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:

MR. RAJENDRA PRASHAD GUPTA (Professional - Independent-Director) S/o Shri Hazari Lal aged 70 years. He is B.SC. (Civil Engineer) from Delhi College of Engineering and has been to his credit more than 46 years of Experience in multifarious activities relating to Indian Railway, infrastructure. He has been involved with Indian Railway Service of Engineers, 1973 with Experience on Railways and others sectors.

Mr. Rajendra Prashad Gupta was posted as Dy. CE incharge of project at the start remained there for five years. Mr. Gupta carried out complete final location survey, coordinated with state government and got set up special land acquisition cell for the project, facilitating acquisition in record time. Set up the project organization, complete planning and design of important structures including tunnel design in boulder studded rock formation being done for the first time on Indian Railways, finalized the tenders for first block section and supervised the construction. Mr. Rajendra Prashad Gupta, Independent Director of the Company, is not related to any of the Directors of the Company.

He has Directorship in following Companies:

- Rising Japan Infra Private Limited
- Rising Japan Energy Private Limited
- R.P. Gupta Engineers Private Limited
- Righttime buildtech Private Limited

MR. SANJIV SHARMA (Whole Time Director) S/o late Shri Satyadeo Sharma aged 50 years having Masters in Civil Engineering with Honors from IIT Roorkee and has been experience more than 27 years in multifarious activities relating to Construction Industry. He has been involved with Central Public Works Department from the year 1993 to 2007 and executed various prominent projects as an Engineer In-charge in CPWD.

Mr. Sanjiv Sharma, During the construction of SEBI building, had visited Dubai & Abu Dhabi for inspection of Curtain Glazing and Aluminum Composite Panel cladding works. He had also inspected the plant of Emirates glass in Dubai to understand the various processes involved during glass processing (tempering) and high performance coatings (Soft Coating). He had witnessed mock up test for curtain glazing in Al-futtaim, cladding technology division, Dubai. Mr. Sanjiv Sharma, Whole Time Director of the Company, is not related to any of the Directors of the Company and he is not holding directorship in any other Company.

Name	Mr. Rajendra Prashad Gupta	Mr. Sanjiv Sharma
DIN	02537985	08478247
Date of Birth	14-09-1949	09-02-1969
Age	70 years	50 Years
Date of Re-Appointment	24-07-2019	01-08-2019
Qualifications	B.SC. (Civil Engineer)	M. Tech (Civil Engineer)
Expertise in specific functional area	More than 46 years experience in Railway Board and Construction Industries in India and overseas	More than 27 years' experience in Building Construction activities in India with CPWD and ACIL
Terms & conditions of appointment	Appointed as an Independent Director of the Company	Appointed as Whole Time Director of the Company
Remuneration	He shall be entitled to sitting fees only	As detailed in the resolution
Directorship held in other public limited companies (excluding Foreign Companies)	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	NIL
Number of Equity Shares held in the Company	NIL	NIL
Relationship with other Directors	None	None
Relationship with the manager of the Company	None	None
Number of meetings attended during the year ended 31.03.2019	Not Applicable	Not Applicable
Membership and Chairmanship of the Committees of the Board	Audit Committee	None

MR. ARUN KUMAR GUPTA (Professional – Independent Director), aged 71 years is a Chartered Accountant by profession. He joined the Board of ACIL on 28.08.2000. He is the chairman of Audit Committee, Member of Nomination & Remuneration Committee (NRC) and Corporate Social Responsibility Committee (CSR), of the Company. He is a fellow member of ICAI and ICWA and was also nominated as member of central council of the ICAI from 1992-1995. He has been involved in providing management consultancy services to many companies for the past few years. He is having a long standing experience of more than four decades in various fields relating to tax planning, corporate re-structuring, and management information system and company law matters. Due to his vast experience in the field of tax planning, corporate re-structuring and management information system and company law matters, it is proposed to re-appoint him as Independent Director for another period of 5 years. Mr. Arun Kumar Gupta, Independent Director of the Company, is not related to any of the Directors of the Company and he does not hold any share in the Company.

He has Directorship in following Companies:

- Satia Industries Limited;
- Ahlcon Parenterals (India) Ltd
- Enmas Andtriz Pvt. Ltd
- Reotech pulp paper projects Pvt. Ltd.

DR. SUSHIL CHANDRA (Professional - Independent Director), aged 81 years, is M.A -PHD. He is a Member of Nomination & Remuneration Committee (NRC), Member of Audit Committee & CSR Committee and Risk Management Committee of the Company.

He has been Corporate Advisor of SBI, ERA Group, DS Group, ITC-Bhadrachalam petro products Ltd and Council member of NABARD and has done international consulting Assignments like:

- International Labour Organization, Bangkok
- The United Nations Asian and Pacific Development Administration Centre, Kuala Lumpur

- Asian Regional Project for Labor and Manpower Administration
- Iraq National Oil Company, Baghdad.

Due to his vast experience, it is proposed to re-appoint him as Independent Director for another period of 5 years. Dr. Sushil Chandra, Independent Director of the Company, is not related to any of the Directors of the Company and he does not hold any share in the Company and he is not holding directorship in any other Company.

MR. VIKAS AHLUWALIA (Promoter) is aged 45 years s/o Sh. Bikramjit Ahluwalia (Managing Director of the Company) R/o B-10, Saket, New Delhi-110017. He is Civil Engineer by qualification. 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 Industries Ltd.
- Tidal Securities Pvt. Ltd
- Premasagar Merchants Pvt. Ltd.
- Splendor Distributors Pvt. Ltd.
- Paramount Dealcomm Pvt. Ltd.
- Jiwanjyoti Traders Pvt. Ltd.
- Dipesh Mining Pvt. Ltd.

Relationship with Directors of the Company 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.

Name	Mr. Arun Kumar Gupta	Dr. Sushil Chandra	Mr. Vikas Ahluwalia
DIN	00371289	00502167	00305175
Date of Birth	27-12-1948	29-04-1938	12-07-1974
Age	71 years	81 Years	45 Years
Date of Re-Appointment	01-04-2019	01-04-2019	01-04-2018
Qualifications	CA, ICWA	MA. PHD.	Civil Engineer
Expertise in specific functional area	More than 40 years' experience to manages Financial Sector with Various Company law and Taxation in India and oversees	More than 50 years' experience to manages Co-ordination & Management Skill and consultancy to Central Govt. and State Govt. agencies and PSU etc. in India and oversees	More than 19 years' experience to manages Building Construction activities in India and Project Management and Internal Audit
Remuneration	Entitled to sitting fees	Entitled to sitting fees	Rs. 5,00,000/- per month with other benefits as shown in the Notice of AGM for FY 2018
Terms & conditions	Independent Director	Independent Director	Whole Time Director
Directorship held in other public limited companies (excluding Foreign Companies)	Two	NIL	One
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	Audit Committee	-
Number of Equity Shares held in the Company	NIL	NIL	33500
Relationship with other Directors	None	None	Son of Mr. Bikramjit Ahluwalia, Managing Director and Brother in law of Mr. Shobhit Uppal, (Dy. Managing Director)
Relationship with the manager of the Company	None	None	None
Number of meetings attended during the year	5	5	5
Membership and Chairmanship of the Committees of the Board	Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee	Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee	None

THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

Instructions for shareholders to vote electronically:

The voting period begins on 22.09.2019 at 9:00 A.M. (IST) Sunday and ends on 24.09.2019 at 5:00 P.M (IST) Tuesday. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz. 18.09.2019 may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.

- Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)
 1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Click on "Login" tab, available under 'Shareholders' section.
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID

c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	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 depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form/Attendance Slip indicated in the PAN Field.

DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number.
	<ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/ or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- Cast your vote electronically
 - After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
 - On the voting page, you will see "Resolution Description" and against the same the option "Favour/ against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/against'.
 - If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
 - After selecting the appropriate option i.e. Favour/against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
 - Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
 - You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.
- General Guidelines for shareholders:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of

LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>,
- Under Help section or write an email to enotices@linkintime.co.in or Call us: - Tel: 022 - 49186000.

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 Noble Heights, 1st Floor, Plot NH 2, C-1, Block LSC, Near Savitri Market, Janakpuri, New Delhi – 110058, Phone: 011 - 414 10592, 93, 94; Fax : 011 - 414 10591 Email: delhi@linkintime.co.in** 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.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under Items Nos. 4 to 8 of the accompanying Notice dated 14-08-2019.

ITEM NO. 4

MR. RAJENDRA PRASHAD GUPTA (DIN: 02537985) was appointed as an Independent Director of the Company pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") and shall hold office for a term upto three consecutive years as decided by the Board of the Company subject to the approval of members by passing of a Resolution by the Company and disclosure of such appointment in the Board Report. The Board of Directors at its meeting held on July 24, 2019 on the recommendation of the Nomination and Remuneration Committee (NRC) have approved the appointment of Mr. Rajendra Prashad Gupta as Independent Director of the Company for a period of three years with effect from July 24, 2019 till July 23, 2022 based on his skills, experience, knowledge and report of his performance evaluation. His appointment is subject to the approval of the shareholders at this Annual General Meeting by way of an Ordinary Resolution.

The Company has received a notice in writing from the Director, himself, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company In the opinion of the Board, Mr. R P Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and LODR Regulations for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the letter for appointment of Mr. Gupta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Gupta as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Gupta as an Independent Director, for the approval by the shareholders of the Company by way of an ordinary resolution.

Except Mr. Rajendra Prashad Gupta, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 4

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.

ITEM NO. 5

MR. SANJIV SHARMA (DIN- 08478247) appointed as an Additional Director and designated as Whole Time Directors of the Company w.e.f 01-08-2019 by the Board of Directors of the Company in its meeting held on 24-07-2019. In accordance with the provisions of Section 196 & 197 of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Sanjiv Sharma (DIN- 08478247) shall hold office up to 31st July, 2022.

Further Nomination and remuneration committee and the Board in their meetings held on 24-07-2019 has approved his appointment as Whole Time Director of the Company for a period of Three Years with remuneration of Rs. 3.40 Lakh per month effective from 1st August, 2019 to 31st July, 2022 subject to the approval of the Shareholders.

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 July, 2022.

The Company has received a notice in writing from the Director himself under Section 160 of the Companies Act, 2013 alongwith a deposit of Rs. 1,00,000/-, proposing his candidature for the office of Whole Time Director of the Company.

The Board considers that his association would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to avail services of Mr. Sanjiv Sharma as a Whole Time Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Sanjiv Sharma as Whole Time Director, for the approval by the shareholders of the Company by way of an ordinary resolution.

Except Mr. Sanjiv Sharma, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 5.

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.

ITEM NO. 6

MR. ARUN KUMAR GUPTA (DIN: 00371289) was appointed as an Independent Director of the Company with effect from April 1, 2014 to March 31, 2019. Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report. The Board of Directors at its meeting held on March 29, 2019 on the recommendation of the Nomination and Remuneration Committee approved the re-appointment of Mr. Gupta as Independent Director of the Company for a second and final term of five years with effect from April 1, 2019 to March 31, 2024 based on his skills, experience, knowledge and report of his performance evaluation. His re-appointment is subject to the approval of the shareholders at this Annual General Meeting by way of a Special Resolution.

The Company has received a notice in writing from the Director, himself, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company In the opinion of the Board, Mr. Gupta fulfils the conditions specified in the Companies Act,

2013 and rules made thereunder and LODR Regulations for his re-appointment as an Independent Director of the Company and is independent of the management.

A copy of the letter for appointment of Mr. Gupta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company.

Additionally, Regulation 17(1A) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 effective April 1, 2019, requires companies to obtain approval of shareholders by passing a Special Resolution for appointment or continuation of any Non-Executive Director who has attained the age of seventy five years. Mr. Gupta, aged 71 years, will complete 75 years during his current proposed term. The Board considers that his association would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to avail services of Mr. Gupta as an Independent Director. Accordingly, the Board recommends the resolution in relation to the re-appointment of Mr. Gupta as an Independent Director, for the approval by the shareholders of the Company by a special resolution.

Except Mr. Arun Kumar Gupta, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 6.

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.

ITEM NO. 7

DR. SUSHIL CHANDRA (DIN: 00502167) was appointed as an Independent Director of the Company with effect from April 1, 2014 to March 31, 2019. Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report. The Board of Directors at its meeting held on March 29, 2019 on the recommendation of the Nomination and Remuneration Committee approved the re-appointment of Dr. Sushil Chandra as Independent Director of the Company for a second and final term of five years with effect from April 1, 2019 to March 31, 2024 based on his skills, experience, knowledge and report of his performance evaluation. His re-appointment is subject to the approval of the shareholders at this Annual General Meeting by way of a Special Resolution.

The Company has received a notice in writing from the Director, himself, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company In the opinion of the Board, Mr. Chandra fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and LODR Regulations for his re-appointment as an Independent Director of the Company and is independent of the management.

A copy of the letter for appointment of Mr. Chandra as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company.

Additionally, Regulation 17(1A) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 effective April 1, 2019, requires companies to obtain approval of shareholders by passing a Special Resolution for appointment or continuation of any Non-Executive Director who has attained the age of seventy five years. The Board considers that his association would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to avail services of Mr. Chandra as an Independent Director. Accordingly, the Board recommends the resolution in relation to the re-appointment of Mr. Chandra, aged 81 years as an Independent Director, for the approval by the shareholders of the Company by way of a special resolution.

Except Dr. Sushil Chandra, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 7.

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.

ITEM NO. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration for an amount of Rs. 2 Lakhs per annum for conducting the cost audit for the financial year ending 31.03.2020 of the Cost Auditors- M/s. Jitender, Navneet & Co., Cost Accountants (FRN: 000119).

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2019-20.

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.

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

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

Date : 14.08.2019

REGISTERED OFFICE

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



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 40th Annual General Meeting of the Company to be held on Wednesday the 25th September, 2019 at 4:00 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.	Resolutions	For	Against
	ORDINARY BUSINESS		
1.	Adoption of Audited Standalone and Consolidated Financial Statement of the Company for the financial year ended March 31, 2019 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 2018-19		
3.	Re-appoint a Director in place of Mr. Vikas Ahluwalia (DIN: 0305175) who retires by rotation and being eligible, offers himself for re-appointment		
	SPECIAL BUSINESS		
4.	Appointment of Mr. Rajendra Prashad Gupta, (DIN 02537985) as Independent Director of the Company		
5.	Appointment of Mr. Sanjiv Sharma, (DIN 08478247) as Whole Time Director of the Company		
6.	Re-appointment of Mr. Arun Kumar Gupta, (DIN: 00371289) as an Independent Director of the Company		
7.	Re-appointment of Dr. Sushil Chandra, (DIN: 00502167) as an Independent Director of the Company		
8.	Ratification of Appointment and payment of Remuneration to the Cost Auditors of the Company		

Signed this.....day of.....2019

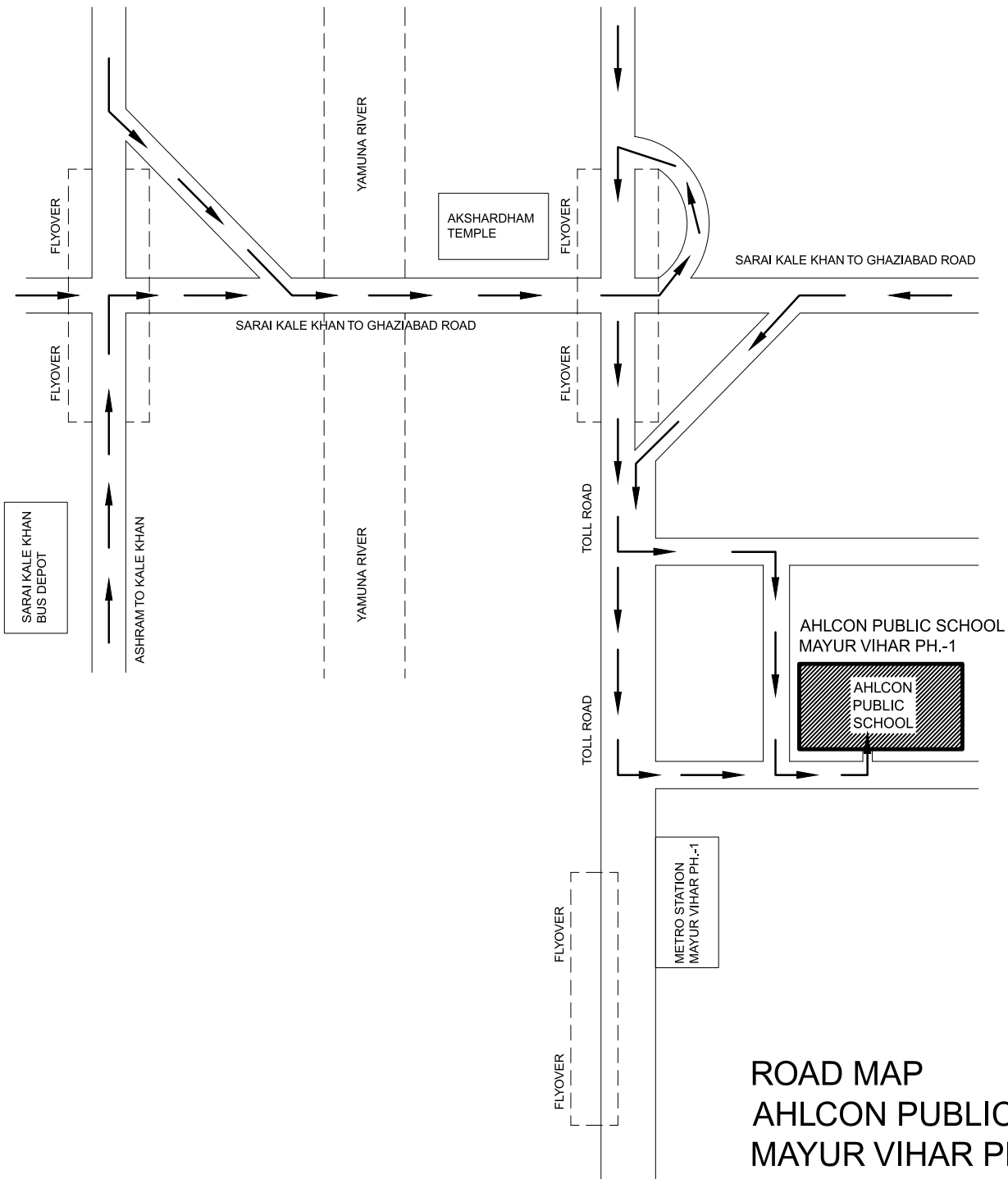
Signature of Shareholder

Affix
Rs.1
Revenue
Stamp

Signature of Proxy Holder(s)

Notes:

1. This Proxy form in 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 entitled to vote in the manner as he/ she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so 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**