

Ahluwalia Contracts (India) Ltd

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

Ph.: 011-49410522, 659 - Email ID: cs.corpoffice@acilnet.com

CIN: L45101DL1979PLC009654

Postal Ballot Notice

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the “**Companies Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), including any statutory modification or re-enactment thereof for the time being in force, read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) that the Resolution appended below for seeking approval for re-appointment of Mr. Bikramjit Ahluwalia (DIN: 00304947) as Managing Director of the Company, is proposed to be passed as a Special Resolution by the Members of Ahluwalia Contracts (India) Limited (“**Company**”) through Postal Ballot only by voting through electronic means (“**remote e-voting**”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent/voting of the Members on the resolution would only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions of the Companies Act, pertaining to the said Resolution setting out the material facts and the reasons thereof, is also appended. Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Shri Santosh Kumar Pradhan, Practicing Company Secretary (C.P. No. 7647) as the scrutinizer (the “**Scrutinizer**”) to conduct the Postal Ballot voting through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Sunday, 21st February, 2021 and ends at 5.00 p.m. (IST) on Monday, 22nd March, 2021. The Scrutinizer shall after conclusion of the voting through remote e-voting unblock the votes cast through remote e-voting. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on Tuesday, 23rd March, 2021.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited, National Stock Exchange of India Limited & Calcutta Stock Exchange where the equity shares of the Company are listed and would be available on their website at www.bseindia.com and www.nseindia.com respectively. Additionally, the results will also be uploaded on the Company’s website www.acilnet.com and on the website of Intime (Agency for providing e-voting platform) i.e. <https://instavote.linkintime.co.in>

SPECIAL BUSINESS:

ITEM NO. 1:

RE-APPOINTMENT OF SH. BIKRAMJIT AHLUWALIA, (DIN: 00304947) AS MANAGING DIRECTOR OF THE COMPANY FOR ANOTHER PERIOD OF THREE YEARS.

The present tenure of Sh. Bikramjit Ahluwalia, Managing Director of the Company is expiring on 31st March, 2021. He has attained 81 years of age. Therefore, it is proposed to take the Member’s approval by way of a special resolution as required under Schedule V, Part-I under clause (c) of the Companies Act, 2013. The Company proposes to re-appoint him as Managing Director of the Company for further period of 3 years. In this regard, to consider and if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V, Part-I under clause © & in pursuance of Article 169 to 172 of the Article of Association of the Company, and as recommended by the Nomination & Remuneration Committee & Board, consent of the shareholders be and is hereby accorded to the re-appointment of Sh. Bikramjit Ahluwalia (DIN: 00304947), Managing Director of the Company for another period of 3 (Three) Years w.e.f. 1st April, 2021 to 31st March, 2024 with the existing remuneration as set out below:

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1. Basic Salary @ Rs. 10,50,000/- (Rs. Ten Lakhs fifty thousand 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 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 Managing 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 the Company shall reimburse the Managing 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, Independent Director & Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to file the necessary forms, applications with the central Government or 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."

By Order of the Board

Sd/

(Vipin Kumar Tiwari)

Company Secretary

ACS No. 10837

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

Date: 13/02/2021

Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ("**Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
3. Members may note that this Postal Ballot Notice will also be available on the Company's website, www.acilnet.com, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of RTA i.e. www.linkintime.co.in ("**Intime**").

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4. The documents referred to in the Notice and the Explanatory Statement are available on the website of the Company www.acilnet.com to facilitate online inspection until last date of remote e-voting.
5. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Tuesday, 23rd March, 2021.
6. **The details of the process and manner for remote e-voting are explained herein below:**
 - i. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and MCA Circulars, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of Linkintime India Pvt. Ltd (<https://instavote.linkintime.co.in>) to provide remote e-voting facility to its Members.
 - ii. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, 12th February, 2021 (“**Cut-off date**”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
 - iii. The Board of Directors of the Company has appointed Shri Santosh Kumar Pradhan, Practicing Company Secretary (C.P. No. 7647), as the Scrutinizer to conduct the Postal Ballot voting through remote e-voting process in a fair and transparent manner.

THE INTRUCTIONS FOR SHAREHOLDRES FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins from 9.00 a.m. (IST) on Sunday, 21st February, 2021 and ends at 5.00 p.m. (IST) on Monday, 22nd March, 2021. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 12th February, 2021 may cast their vote electronically. The e-voting module shall be disabled by **Linkintime India Pvt. Ltd** for voting thereafter.

Remote e-Voting Instructions for shareholders:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

User ID: Enter your User ID

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company

A. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in CDSL demat account shall provide either ‘C’ or ‘D’, above
- Shareholders/ members holding shares in NSDL demat account shall provide ‘D’, above

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• Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

▶ Set the password of your choice (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).

▶ Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under 'SHARE HOLDER' tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.

5. E-voting page will appear.

6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

7. After selecting the desired option i.e. Favour / Against, 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.

8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

If you have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

• In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.

• Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

• 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.

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

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

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

InstaVote Support Desk

Link Intime India Private Limited

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

ITEM NO. 1

MR. BIKRAMJIT AHLUWALIA (Founder Promoter and Presently Managing Director) aged 81 years, has been involved in the Construction activities more than 50 years. Under Guidance of Mr. Bikramjit Ahluwalia, the company's turnover rose manifold in the face of stiff competition from various players. He was actively involved in construction management for various prestigious projects such as Moser Baer Plant, Noida, Malibu Town, Gurgaon, CIELO Car Plant, Surajpur, Goa State Legislative Assembly, Goa, 22 storied IFCI Tower, New Delhi, NDMC City Centre, New Delhi and many others, Construction of Housing Complex at Khelgaon (near Akshardham Mandir), New Delhi for Commonwealth Games 2010 Project, Up gradation & renovation of Dr. S.P.M. Swimming Pool Complex, New Delhi.

Construction of Hospital Building, Medical College at BPS Mahila Vishwavidyalaya, Khanpur Kalan, Sonipat for NBCC Ltd., Construction of Institutional Campus at Rohtak, Haryana, for Rites Ltd, Construction of Institutional Buildings, Hostels and Residential Accommodation etc. for Indian Institute of Corporate Affairs, MCA, Govt. of India at Manesar (Haryana) for NBCC Ltd. Construction of District Court Complex at Saket, New Delhi for P.W.D., Govt. of NCT Delhi (Main Court Building i/c Admin Block, Civil work for VAG Corridor MRTS Project-D. N. Nagar Depot for Mumbai Metro One Pvt. Ltd., Civil construction of Shopping Mall "VIVA CITY" at Thane., Construction of Hotel "Renaissance" Phase-III for K Raheja Group at Powai, Mumbai- Civil & Structural work, Construction of SEBI Building, Mumbai, Construction of IDBI Building, Mumbai, Construction of RTI Building, BOI Building and SBI Building, Mumbai, Construction Hotel ITC and Leela, Construction of AIIMS Delhi, AIIMS Jhajhar, **Running Projects:** AIIMS Jammu, Construction of Sion Hospital Mumbai, Construction of Mumbai Metro Rail Depot, Mumbai, Construction of Central Vista Project, New Delhi. He has also following group Companies on his hold:

- Capricon Industrials Ltd.
- Ahluwalia Builders & Development Group (Pvt.) Ltd.
- Tidal Securities Pvt. Ltd.

He is the guiding figure who directs, manages and oversees all activities of our Company.

The present tenure of Bikramjit Ahluwalia, the Managing Director of the Company is expiring on 31st March, 2021. Therefore the Board of the Directors of the Company proposed to re-appoint him as Managing Director of the Company subject to the Member's approval by way of a **special resolution** through postal ballot notice as required Schedule V, Part-I under clause (c) of the Companies Act, 2013. The Company proposes to re-appoint him as the Managing Director of the Company for further period of 3 years w.e.f. 1st April, 2021.

The Nomination & Remuneration Committee and the Board of Directors of your Company has approved this item in the Board Meeting held on Saturday, 13th February, 2021 and recommends the Resolutions as set out in the accompanying Notice for the approval of members of the Company.

Pursuant to proviso to section 196(3)(a) of the Companies Act 2013, the above said proposal requires the consent of the members of the Company by way of special resolution.

The proposed resolution does not relate to or effect 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 & Relatives of these persons are interested in the proposed resolution except Mr. Bikramjit Ahluwalia, Mr. Shobhit Uppal and Mr. Vikas Ahluwalia. The Directors recommend the said resolution for the approval of the members of the Company.

By Order of the Board

Sd/-

(Vipin Kumar Tiwari)

Company Secretary

ACS No. 10837

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

Date: 13/02/2021

Place: New Delhi