



NOTICE

Notice is hereby given that the 43rd Annual General Meeting of the Members of the Ahluwalia Contracts (India) Ltd ('the Company') will be held on Wednesday, 28th September, 2022 at 3.00 p.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1

ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Auditors and the Board of Directors thereon.

ITEM NO. 2

DECLARATION OF DIVIDEND:

To declare a final dividend @ 15% of ₹ 0.30 Paise per equity share of face value of ₹ 2/- per share for the year 2021-22.

ITEM NO. 3

To consider appointment of a Director in place of Mr. Sanjiv Sharma (DIN 08478247), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

ITEM NO. 4

RE-APPOINTMENT OF MR. SANJIV SHARMA (DIN:08478247), 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 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 Regulation 17(1C) of SEBI (Listing Obligation and disclosure requirement) Regulation, 2015 and the provisions of Articles of Association of the Company, and as recommended by the Nomination & remuneration Committee (NRC) and Board, consent of the Members be and is hereby accorded to re-appoint **Mr. Sanjiv Sharma** (DIN: 08478247) as Whole Time Director of the Company for a period of Five Years with effect from 1st August, 2022 to 31st July, 2027 on such terms and conditions including remuneration as given below.

1. Basic Salary of ₹ 3,75,000/- (₹ Three Lakhs seventy-five thousand only) per month.

2. HRA of ₹ 1,25,000/- (₹ One Lakhs twenty-five thousand only) per month.
3. Gratuity as Per Gratuity Act.
4. 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 a part of remuneration."

"RESOLVED FURTHER THAT Mr. Bikramjit Ahluwalia (DIN:00304947), Chairman & Managing Director, Mr. Shobhit Uppal (DIN: 00305264), Dy. Managing Director and Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to file the necessary Forms with the Registrar of Companies, NCT Delhi & Haryana, New Delhi (MCA) and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

ITEM NO. 5

RE-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 a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 17(1C) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination & Remuneration Committee & Board, **Mr. Rajendra Prashad Gupta** (DIN: 02537985), Independent Director of the Company, be and is hereby re-appointed as the independent director of the Company for his second term for another period of five years to hold office from 24th July, 2022 to 23rd July, 2027"

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“RESOLVED FURTHER THAT Mr. Bikramjit Ahluwalia (DIN:00304947), Chairman & Managing Director, Mr. Shobhit Uppal (DIN:00305264), Dy. Managing Director and Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to file the necessary Forms with the Registrar of Companies, NCT Delhi & Haryana, New Delhi (MCA) 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 DR. SHEELA BHIDE (DIN: 01843547) AS 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 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 17(1C) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination & Remuneration Committee and Board, **Dr. Sheela Bhide** (DIN: 01843547), Independent Director of the Company, be and is hereby re-appointed as independent director of the Company for her second term for another period of five years to hold office from 17th September, 2022 to 16th September, 2027.”

REGISTERED OFFICE

A-177, Okhla Industrial Area,
Phase-I, New Delhi-110020
CIN : L45101DL1979PLC009654
Date: 12th August, 2022

“RESOLVED FURTHER THAT Mr. Bikramjit Ahluwalia (DIN:00304947), Chairman & Managing Director, Mr. Shobhit Uppal (DIN:00305264), Dy. Managing Director and Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to file the necessary Forms with the Registrar of Companies, NCT Delhi & Haryana, New Delhi (MCA) and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

ITEM NO. 7**TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2023.**

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 all other applicable provisions of the Companies Act, 2013, if any, 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 ₹ 2.00 lakhs to be paid to M/s N. M & Co., Cost Accountants (FRN: 000545), the Cost Auditors, for conducting the audit of the cost records of the Company for the financial year 2022-23, 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)
Company Secretary
ACS: 10837



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NOTES FORMING PART OF THE NOTICE

1. **IN VIEW OF THE COVID-19 PANDEMIC AND THE NEED FOR ENSURING SOCIAL DISTANCING, THE GOVERNMENT OF INDIA, MINISTRY OF CORPORATE AFFAIRS (“MCA”) ALLOWED CONDUCTING ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO-VISUAL MEANS (OAVM) WITHOUT THE PHYSICAL PRESENCE OF MEMBERS AT A COMMON VENUE. ACCORDINGLY, MCA ISSUED CIRCULAR NO. 14/2020 DATED APRIL 08, 2020, CIRCULAR NO. 17/2020 DATED APRIL 13, 2020, CIRCULAR NO. 20/2020 DATED MAY 05, 2020, CIRCULAR NO. 02/2021 DATED JANUARY 13, 2021, CIRCULAR NO. 20/2021 DATED DECEMBER 8, 2021 AND CIRCULAR NO. 2/2022 DATED MAY 5, 2022 (“MCA CIRCULARS”), PRESCRIBING THE PROCEDURES AND MANNER OF CONDUCTING THE ANNUAL GENERAL MEETING THROUGH VC/OAVM. MCA CIRCULAR NO. 2/2022 DATED MAY 5, 2022 EXTENDED THE TIME LINE FOR HOLDING OF ANNUAL GENERAL MEETINGS THROUGH VC/OAVM TILL DECEMBER 31, 2022. IN COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND MCA CIRCULARS, THE 43RD ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS WILL BE HELD THROUGH VC/OAVM. HENCE, THE MEMBERS CAN ATTEND AND PARTICIPATE IN THE AGM THROUGH VC/OAVM ONLY. THE DEEMED VENUE FOR THE 43RD ANNUAL GENERAL MEETING OF THE COMPANY SHALL BE THE REGISTERED OFFICE OF THE COMPANY.**
2. The Company has enabled the Members to participate at the 43rd AGM through the VC / OAVM facility provided by Link Intime India Private Limited (Linkintime), Registrar and Share Transfer Agent. The instructions for participation by Members are given in the subsequent paragraphs. Members may note that the VC facility provided by Linkintime (<https://instameet.linkintime.co.in>) allows participation of at least 1000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first come- first-served principle.
3. In addition to the above, the proceedings of the 43rd AGM will be tele cast live for all the shareholders holding the shares as on the cut-off date i.e. Wednesday, 21st September, 2022. The shareholders can visit <https://instavote.linkintime.co.in> and login through existing user id and password to watch the live proceedings of the 43rd AGM to be held on Wednesday, 28th September, 2022 from IST 3.00 p.m. onwards.
4. As per the provisions under the MCA Circulars, Members attending the 43rd AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Register of Members & Share Transfer Book of the Company shall remain closed during the Book closure period i.e. 22-09-2022 to 28-09-2022 and also remote e-voting period start from 25-09-2022 at 10.00 a.m. to 27-09-2022 at 5.00 p.m. for 43rd AGM. The Company has provided the facility to members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary instructions are given in the subsequent paragraphs.
6. Members joining the meeting through VC / OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC / OAVM but shall not be entitled to cast their vote again.
7. The Company has appointed Mr. Santosh Kumar Pradhan, Practising Company Secretary (Membership No. FCS 6973) (PCS No.7647), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
8. As per the Companies Act, 2013 and the rules framed thereunder, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 43rd AGM is being held through VC / OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 43rd AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said

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Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to Mr. Santosh Kumar Pradhan, Company Secretary (scrutinizer email) with a copy marked to santosh@kritiadvisory.com

10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. In line with the MCA Circulars, the notice of the 43rd AGM along with the Annual Report 2021-22 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2021-22 will also be available on the Company's website at http://www.acilnet.com/wp-content/uploads/2022/06/ACIL_AR_2021_22.pdf websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime at : <https://instameet.linkintime.co.in>
12. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd.
13. Members may note that pursuant to the Circulars from MCA and SEBI, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by accessing the <https://instavote.linkintime.co.in>.
14. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the 43rd AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically.

Members seeking to inspect such documents can send an email to cs.corpoffice@acilnet.com
15. Brief profile of the Directors proposed to be appointed / re-appointed is given towards the end of this Notice pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India. The Company has received

the requisite consents/ declarations for the appointment/ re-appointment of the Directors mentioned in the Notice of the AGM as stipulated under the Companies Act, 2013 and the rules made thereunder.

16. 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)
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.

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 (IEPF) 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
2	2018-19	25/09/2019	30/11/2026

In view of the above, the shareholders are advised to send their requests for payment of unpaid dividend pertaining to the years 2017-18 and 2018-19 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 24-09-2021 on the Company website (www.acilnet.com) as well as the Ministry of Corporate



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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 member.

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 five 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. The electronic copy of the Notice of the 43rd 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. 1/2011 and 17/2011 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 43rd Annual General Meeting and the Annual report for financial year 2021-22 will also be available on the Company's website http://www.acilnet.com/wp-content/uploads/2022/06/ACIL_AR_2021_22.pdf for their download.
24. **SHARE TRANSFER AGENT**
LINK INTIME INDIA PVT LTD
Noble Heights, 1st Floor Plot NH-2, C-1, Block LSC,
Near Savitri Market, Janakpuri, New Delhi - 110058
Tel. No.- 011-49411000
Fax No. - 011-41410591; email: delhi@linkintime.co.in
25. The Board has recommended a Final Dividend @ ₹ 0.30 per share in its meeting held on 30th May, 2022. The dividend, if declared, at
the Annual General Meeting will be paid to those Members, whose names appear on the Register of Members of the Company at the closure of business hours of 22nd September, 2022 subject to tax at source (TDS).
26. **MEMBERS ARE REQUESTED TO:**
Send their queries, if any, to reach the Company's Register and Corporate office at New Delhi at least 5 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. 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. Noble Heights, 1st Floor Plot NH-2, C-1, Block LSC, Near Savitri Market, Janakpuri, New Delhi – 110058. Those who are holding their Shares in dematerialized form may notify to their Depository participants, change

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/ correction in their address / Bank Account particulars etc.

PURSUANT TO CLAUSE 36 (3) OF THE SEBI (LODR) REGULATIONS, 2015, READ WITH SS-2 THE PARTICULARS OF THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED ARE GIVEN BELOW:

1. **Mr. Sanjiv Sharma (DIN 08478247)**, as Whole Time Director S/o late Shri Satyadeo Sharma aged 53 years, is holding degree in Masters in Civil Engineering with Honors from IIT Roorkee and has been experience more than 30 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.

He has Directorship in following Companies:

- Premsagar Merchants Pvt. Ltd.
- Splendor Distributors Pvt. Ltd.,
- Paramount Dealcomm Pvt. Ltd.,
- Jiwanyoti Traders Pvt. Ltd.,
- Dipesh Mining Pvt. Ltd.

2. **Mr. Rajendra Prashad Gupta (DIN: 02537985)** as an Independent-Director S/o Shri Hazari Lal, aged 73 years, is holding degree in B.Sc. (Civil Engineer) from Delhi College of Engineering and has more than 49 years of Experience in multifarious activities relating to Indian Railway, infrastructure. He has been involved with Indian Railway Service of Engineers with Experience on Railways and others sectors.

Mr. Rajendra Prashad Gupta was posted as Chief/Dy. Chief Engineer incharge of various projects and Addl. member (Works) of Railway Board. He was also Executive Director/ Director In Railways. 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:

R.P. Gupta Engineers Private Limited and Nighttime Buildtech Private Limited

3. **Dr. Sheela Bhide (DIN: 01843547)** as an Independent Director D/o Sh. Damodar Narhar Thakar, aged 74 years, is a retired Civil Servant belonging to the Indian Administrative Service (IAS), Andhra Pradesh Cadre of 1973 Batch. She has served Government of Andhra Pradesh and Government of India in various assignments over a period of 37 years. She has held the posts of Chairperson of the India Trade Promotion Organization (ITPO) under the Ministry of Commerce and Industry, Special Secretary and Financial Advisor in the Ministry of External Affairs, Additional Secretary and Financial Adviser in the Ministry of Defence and Joint Secretary in the Ministry of Corporate Affairs In the Government of Andhra Pradesh. She was Principal Secretary in the Department of Industries and Commerce and Principal Secretary in the Department of Finance, besides several other posts held by her both in the field and in the Secretariat.

In 2008 she was awarded the Prime Minister's Award for Excellence in Public Administration. Dr. Sheela Bhide has a Doctorate in International Trade from the Graduate Institute for International Studies and Development, Geneva, Switzerland. She holds a Master's degree in Economics from the George Mason University, Virginia, USA and a Master's Degree in Public Administration from the John F. Kennedy School of Government, Harvard University, Cambridge, Massachusetts, USA. At Harvard University, she was awarded the Josephine and Raymond Vernon Awards for Academic Excellence and Leadership. At present, she is the Chairperson of the Women Entrepreneurs International Trade and Technology Centre, Senior Advisor to the Indian Institute of Foundrymen, Senior Advisor to the Association of Lady Entrepreneurs of India.



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The details as required under Regulation 36(3) of SEBI LODR Regulations & SS-2 is as detailed below:

Name	Mr. Sanjiv Sharma	Mr. Rajendra Prashad Gupta	Dr. Sheela Bhide
DIN	8478247	2537985	1843547
Date of Birth	09-02-1969	14-09-1949	12-06-1948
Age	53 Years	73 years	74 years
Date of Re-Appointment	01-08-2022	24-07-2022	17-09-2022
Qualifications	M. Tech (Civil Engineer)	B.SC. (Civil Engineer)	MA, (Economics & Political Science) MBA (IGNU), Retired IAS (1973 Batch), PHD in International Trade
Expertise in specific functional area	More than 30 years' experience in Building Construction activities in India with CPWD and ACIL	More than 49 years' experience in Railway Board and Construction Industries in India and overseas	More than 37 years' experience in Govt. of India as Civil Services (IAS) and Andhra Pradesh Government.
Terms & conditions of appointment	Appointed as Whole Time Director of the Company	Appointed as an Independent Director of the Company	Appointed as an Independent Director of the Company
Remuneration	Remuneration as per approval by the Board of Directors of the Company and also recommended by the Nomination & Remuneration Committee	He shall be entitled to sitting fees only	She shall be entitled to sitting fees only
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	NIL	Audit Committee, Nomination & Remuneration, Stakeholders Relationship Committee	Audit Committee, Nomination & Remuneration, Stakeholders Relationship Committee
Number of Equity Shares held in the Company	NIL	NIL	NIL
Relationship with other Directors	None	None	None
Relationship with the manager of the Company	None	None	None
Number of meetings attended during the year (Including Committee)	3	10	3
Membership and Chairmanship of the Committees of the Board	None	Audit Committee	None

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EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS

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

ITEM NO. 4

Mr. Sanjiv Sharma (DIN- 08478247) was re-appointed as Whole Time Director of the Company w.e.f 01-08-2022 by the Board of Directors of the Company in its meeting held on 20-07-2022. 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, 2027.

Further Nomination and remuneration committee and the Board in their meetings held on 20-07-2022 has approved his re-appointment as Whole Time Director of the Company for a period of Five Years with remuneration of ₹ 5.00 Lakhs per month effective from 1st August, 2022 to 31st July, 2027 subject to the approval of the Shareholder.

The Board considers that his association would be of immense benefit to the Company 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 re-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. 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. Rajendra Prashad Gupta (DIN: 02537985) was re-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 five 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 re-appointment in the Board Report. The Board of Directors at its meeting held on July 20, 2022 on the recommendation of the Nomination and Remuneration Committee (NRC) have approved the re-appointment of Mr. Rajendra Prashad Gupta as Independent Director of the Company for his second term for a period of five years to hold office from July 24, 2022 till July 23, 2027 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 a Special Resolution.

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 valuable contribution 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 Special Resolution.

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. Rajendra Prasad Gupta will be attaining the age of 75 years during his current tenure and for continuing his office, and appointment in second term it is required to obtain the approval of Shareholder's by passing a special resolution. The Board considers that his association would be of valuable contribution 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, aged 73 years as an Independent Director, for the approval by the shareholders of the Company by way of a special 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. 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

Dr. Sheela Bhide (DIN: 01843547) was re-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") to hold office from September 17, 2022 to September 16, 2027. 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



NOTICE (Contd.)

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 July 20, 2022 on the recommendation of the Nomination and Remuneration Committee approved the re-appointment of Dr. Bhide as an Independent Director of the Company for the second term of five years to hold office from September 17, 2022 to September 16, 2027. Her re-appointment is subject to the approval of the shareholders at this Annual General Meeting by way of a Special Resolution.

A copy of the letter for appointment of Dr. Bhide 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 September, 17 2022 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. Dr. Bhide will be Attaining the age of seventy-five years during her current tenure and for continuing her office, it is required to obtain and appointment in second term the approval of Shareholder's by passing a special resolution. The Board considers that her association would be of valuable contribution to the Company as it has been beneficial in the past and it is desirable to avail services of Dr. Bhide as an Independent Director. Accordingly, the Board recommends the resolution in relation to the re-appointment of Dr. Bhide, aged 74 years as an Independent Director, for the approval by the shareholders of the Company by way of a special resolution.

REGISTERED OFFICE

A-177, Okhla Industrial Area,
Phase-I, New Delhi-110020
CIN : L45101DL1979PLC009654
Date: 12-08-2022

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 -49411000, 414 10592, 93, 94; Fax : 011 - 414 10591 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.

Except Dr. Sheela Bhide, 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. 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

The Board, on the recommendation of the Audit Committee, has approved the appointment and payment of remuneration for an amount of ₹2.00 Lakhs per annum for conducting the Cost Audit for the financial year 2022-23 of the Cost Auditors-M/s N. M & Co., Cost Accountants (FRN: 000545).

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 approved by the members 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. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2022-23.

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

By order of the Board
For **Ahluwalia Contracts (India) Ltd**
Sd/-
(Vipin Kumar Tiwari)
Company Secretary
ACS: 10837

NOTICE (Contd.)

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDEAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDEAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

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



NOTICE (Contd.)

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

A. User ID:

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

B. PAN:

Enter your 10-digit Permanent Account Number (PAN) Shareholders 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 holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘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).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders:

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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

NOTICE (Contd.)

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “**Forgot Password**” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “**SUBMIT**”.

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

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

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- 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 this 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”.

InstaVote Support Desk**Link Intime India Private Limited**



NOTICE (Contd.)

PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

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

Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- 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 Folio Number registered with the Company

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. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the Company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. 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’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

NOTICE (Contd.)

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk

Link Intime India Private Limited