



NOTICE

Notice is hereby given that the 44th Annual General Meeting of the members of Ahluwalia Contracts (India) Ltd will be held on Friday, 29th September, 2023 at 12:30 P.M (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) facility for transacting the following businesses:

ORDINARY BUSINESS:

ITEM NO.1

ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt the audited Standalone & Consolidated Financial Statements containing the Balance Sheet as at 31st March 2023 and the Profit and Loss Account for the financial year ended on that date along with the Cash Flow Statements, Notes & Schedules appended thereto together with the Auditors' Report and Directors' Report thereon and in this regard, 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 134 of the Companies Act, 2013, the audited standalone & consolidated financial statement of the Company for the financial year ended 31st March, 2023 containing the Balance Sheet as at 31st March 2023 and the Profit and Loss Account for the financial year ended on that date along with the Cash Flow Statements, Notes & Schedules appended thereto together with the Auditors' Report and Directors' Report thereon, as circulated to the members, be and are hereby adopted"

ITEM NO.2

DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2022-23:

To declare a dividend of Rs.0.40 per share @ (20%) on the equity shares of the Company for the financial year 2022-23 and in this regard to pass the following resolution as an Ordinary Resolution.

"Resolved that a dividend of Rs.0.40 per share @ (20%) on the 66987560 equity shares of Rs.2/- each of the company be and is hereby declared for the Financial Year ended 31st March, 2023 and the same be paid out of the profits of the Company."

ITEM NO.3

REAPPOINTMENT OF RETIRING DIRECTOR:

To consider and if thought fit, to pass with or without

modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Shobhit Uppal (DIN 00305264), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

ITEM NO.4

TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2024:

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

"RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Act"), remuneration of ₹ 2.00 Lakhs Per Annum (Rupees Two Lakhs only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses on actual basis, to M/s. N M & Co., Cost Accountants (Firm Registration Number - 000545) who have been appointed by the Board as Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year ended March 31, 2024 be and is hereby confirmed, ratified and approved."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect the above resolution."

ITEM NO.5

TO INCREASE THE BORROWING LIMITS OF THE COMPANY FROM RS 2500 CRORES TO ₹ 5000 CRORES:

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 provision of Section 180(1)(c) of the Companies Act, 2013 and in suppression of the earlier Resolution passed through Postal Ballot of the Company on 08-08-2014, the approval of the shareholders of the company be and is hereby accorded to the Board of

NOTICE (Contd...)

Directors of the Company (including any statutory modification or re-enactment thereof) and pursuant to Article 87 of Articles of Association of the Company, to borrow from time to time all such sum of money as they may deem requisite for the purposes of the business of the company notwithstanding that moneys already borrowed/ to be borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of the business) may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but so that total amount up to which moneys to be so borrowed under the said clause (c) of Sub Section (1) of Section 180 shall not at any time exceed ₹ 5000.00 Crores (Rupees Five Thousand Crores only)"

"RESOLVED FURTHER THAT Mr. Bikramjit Ahluwalia (DIN:00304947), Managing Director and Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds & things as may be necessary in this regard to give effect to the aforesaid resolution."

ITEM NO.6

PROVIDING SECURITY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 IN CONNECTION WITH THE EXISTING BORROWING LIMIT 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 Section 180(1) (a) of the Companies Act, 2013 and in supersession of all earlier resolutions passed or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to (hereinafter referred to as "the Board" to create such charges, mortgages and hypothecations in addition to existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such form and manner as the Board may deem fit in favour of Banks/ Financial Institutions (hereinafter referred to as "Lenders") for securing the borrowings availed/to be availed by way of rupee on such terms and conditions as may be mutually agreed with the lenders of the Company towards security for borrowing of funds for

the purposes of business of the Company."

"RESOLVED FURTHER THAT Mr. Bikramjit Ahluwalia (DIN:00304947), Managing Director and Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds & things as may be necessary in this regard to give effect to the aforesaid resolution."

ITEM NO.7

TO REVISE THE REMUNERATION OF MR. BIKRAMJIT AHLUWALIA (DIN:00304947), MANAGING 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 (Remuneration of Managerial Personnel) Rules, 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and as per the Articles of Association of the Company and as recommended by the Nomination & remuneration Committee (NRC), consent of the members be and is hereby accorded for revision in remuneration of Mr. Bikramjit Ahluwalia (DIN: 00304947), Managing Director of the Company with effect from 1st April 2023 for his remaining tenure upto 31st March, 2024 on the following terms and conditions including remuneration as given below.

1. Basic Salary of Rs. 12,50,000/- (Rs. Twelve Lakhs fifty thousand only) per month.
2. Gratuity as Per Gratuity Act. (Not Applicable)
3. Contribution to provident fund and pension fund subject to specified ceiling in applicable Acts, if any.

"RESOLVED FURTHER THAT where in any financial year, during the tenure of Mr. Bikramjit Ahluwalia (DIN: 00304947) as Managing Director, the Company has no profits 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 II of part II of the Schedule) shall not exceed the ceiling limits specified under Schedule V of the Companies Act, 2013, as may be amended from time to time."

"RESOLVED FURTHER THAT the Company shall reimburse the Managing Director all expenses incurred on



NOTICE (Contd...)

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. 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, if any 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.8

TO REVISE THE REMUNERATION OF MR. SHOBHIT UPPAL (DIN:00305264), 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 (Remuneration of Managerial Personnel) Rules, 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and as per the Articles of Association of the Company and as recommended by the Nomination & remuneration Committee (NRC), consent of the members be and is hereby accorded for revision in remuneration of Mr. Shobhit Uppal (DIN: 00305264), Whole Time Director of the Company with effect from 1st April 2023 for his remaining tenure upto 31st March, 2026 on the following terms and conditions including remuneration as given below.

1. Basic Salary of Rs. 16,00,000/- (Rs. Sixteen Lakhs only) per month.
2. Gratuity as Per Gratuity Act. if applicable
3. Contribution to provident fund and pension fund subject to specified ceiling in applicable Acts, if any.

"RESOLVED FURTHER THAT where in any financial year, during the tenure of Mr. Shobhit Uppal (DIN: 00305264) as Whole Time Director, the Company has no profits 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, as may be amended from time to time."

"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 and Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to file the necessary forms, if any 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. 9

TO REVISE THE REMUNERATION OF MR. VIKAS AHLUWALIA (DIN:00305175), 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 (Remuneration of Managerial Personnel) Rules, 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and as per the Articles of Association of the Company and as recommended by the Nomination & remuneration Committee (NRC), consent of the members be and is hereby accorded for revision in remuneration of Mr. Vikas Ahluwalia (DIN: 00305175), Whole Time Director of the Company with effect from 1st April,2023 for his remaining tenure upto 31st March, 2026 on the following terms and conditions including remuneration as given below.

1. Basic Salary of Rs. 10,00,000/- (Rs. Ten Lakhs only) per month.
2. Gratuity as Per Gratuity Act., if applicable
3. Contribution to provident fund and pension fund subject to specified ceiling in applicable Acts, if any.

"RESOLVED FURTHER THAT where in any financial year,

NOTICE (Contd...)

during the tenure of Mr. Vikas Ahluwalia (DIN: 00305175) as Whole Time Director, the Company has no profits 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, as may be amended from time to time."

"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/or Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to file the necessary forms, if any 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.10

TO REVISE THE REMUNERATION 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 (Remuneration of Managerial Personnel) Rules, 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and as per the Articles of Association of the Company and as recommended by the Nomination

& remuneration Committee (NRC), consent of the members be and is hereby accorded for revision in remuneration of Mr. Sanjiv Sharma (DIN: 08478247) as Whole Time Director of the Company with effect from 1st April, 2023 for his remaining tenure upto 31st July, 2027 on the following terms and conditions including remuneration as given below.

1. Basic Salary of Rs. 4,00,000/- (Rs. Four Lakhs only) per month.
2. HRA of Rs. 3,00,000/- (Rs. Three Lakhs only) per month.
3. Gratuity as Per Gratuity Act., if applicable
4. Contribution to provident fund and pension fund subject to specified ceiling in applicable Acts, if any.

"RESOLVED FURTHER THAT where in any financial year, during the tenure of Mr. Sanjiv Sharma (DIN: 08478247) as Whole Time Director, the Company has no profits 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, as may be amended from time to time."

"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, if any 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."

REGISTERED OFFICE

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

Date: 14-08-2023

Place : New Delhi

By order of the Board
For **Ahluwalia Contracts (India) Ltd**
Sd/-

(Vipin Kumar Tiwari)

Company Secretary

ACS: 10837



NOTICE (Contd...)

NOTES FORMING PART OF THE NOTICE

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and 28th December, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HODDHS/P/CIR/2022/0063 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the 44th AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for this AGM and, hence, the Proxy Form, Attendance Slip and route map are not annexed to this Notice
3. The Company has enabled the Members to participate at the 44th AGM through the VC / OAVM facility. The AGM Notice will also have disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evoting.nsdl.com/>. Shareholders are advised to contact RTA, at the address mentioned in Para 12 below, with details like name, folio no. and self-attested copy of PAN & AADHAAR in order to update their email ID Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM. Hence, Proxy Form and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting
4. In addition to the above, the proceedings of the 44th AGM will be tele cast live for all the shareholders holding the shares as on the cut-off date i.e. Friday, 22nd September, 2023. The shareholders can visit <https://www.evoting.nsdl.com> and login through existing user id and password to watch the live proceedings of the 44th AGM to be held on Friday, 29th September, 2023 from IST 12.30 p.m. onwards.
5. As per the provisions under the MCA Circulars, Members attending the 44th AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Register of Members & Share Transfer Book of the Company shall remain closed during the Book closure period i.e. 23-09-2023 to 29-09-2023 for the purpose of 44th Annual General Meeting and for payment of dividend and also remote e-voting period start from 26-09-2023 at 10.00 a.m. to 28-09-2023 at 5.00 p.m. for 44th 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.
7. 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.
8. The Company has appointed Mr. Santosh Kumar Pradhan, Practising Company Secretary (Membership No. FCS 6973) (CP No.7647), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

NOTICE (Contd...)

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 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.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

11. In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f. April 01, 2019

Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

Issue of duplicate share certificate, Claim from unclaimed suspense account, Renewal/Exchange of securities certificate, Endorsement, Sub-division / splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the Link Intime India Pvt. Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

12. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 and Circular dated March 16, 2023 has made it mandatory for the Members holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022, Registrar will not process, any service requests or complaints received from the member until unless above KYC and nomination will not be completed by Member and such Members holding will be frozen by RTA on or after **October 01, 2023**.

The Members holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such Members shall be frozen on or after 1st October, 2023 by the RTA. In view of the above, Members of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i) PAN; (using ISR-1)
- ii) Confirmation of signature of Securities holder by the Banker.(using ISR-2)
- iii) Nomination in Form No.SH-13 or submit declaration to 'Opt-out of Nomination' in Form ISR-3;
- iv) Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- v) Bank Account details including Bank name and branch, Bank account number, IFS code;

Cancelled cheque Any cancellation or variation in nomination shall be provided in Form No.SH-14

All of the above required documents/details to be sent at the address of registered office of the RTA at

Noble Heights, First Floor, NH2, C-1, Block-LSC, Near Savitri Market, Janakpuri, New Delhi-110058.



NOTICE (Contd...)

A separate communication has already been sent to the respective Members.

13. In line with the MCA Circulars, the notice of the 44th AGM along with the Annual Report 2022-23 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories and holding shares as at 25th August, 2023. Members may please note that this Notice and Annual Report 2022-23 will also be available on the Company's website at www.acilnet.com.pdf and on the 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 NSDL <https://www.evoting.nsdl.com>.
14. 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
15. 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 NSDL <https://www.evoting.nsdl.com>.
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. PAYMENT OF UN-PAID/ UNCLAIMED DIVIDEND

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 124 of the Companies Act, 2013, to the Investor Education and Protection Fund ("IEPF"), established under Section 125 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members / claimants whose shares, unclaimed dividend etc. have been transferred to IEPF may claim the shares and dividend or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on <https://www.iepf.gov.in/IEPF/corporates.html> along with requisite fee as decided by it from time to time. The Member / claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

Members who have not yet encashed the dividend warrants in respect of the dividend declared for subsequent years as detailed below are requested to make their claims to the Company or Company's Registrar and Share Transfer Agent (RTA) i.e. Link Intime India Pvt. Ltd.

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

Sl.	Year	Date of Declaration of dividend	Nature of Dividend	Rate of Dividend per share of face value of ₹ 2/- each	Last date for claiming unpaid Dividend
1	2017-18	22/09/2018	Final	15% (0.30 Paisa per shares)	27/10/2025
2	2018-19	25/09/2019	Final	15% (0.30 Paisa per shares)	30/10/2026
3	2021-22	28/09/2022	Final	15% (0.30 Paisa per shares)	02/11/2029

It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amounts which were lying with the Company up to the Interim Dividend

issued for the financial year 2010-11, have already been transferred to IEPF.

The dividend(s), if any, approved by the Members or declared by the Board of Directors of the Company from time to time, will be paid to the eligible members as

NOTICE (Contd...)

per the mandate registered with the Company or with their respective Depository Participants.

In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft as the case may be to such Member.

If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made within 30 days from the date of AGM, subject to deduction of tax at source, as under.

To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on 22nd Sept, 2023

To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on 22nd Sept, 2023.

18. UPDATION OF MEMBERS' DETAILS:

Pursuant to the SEBI Circular No(s). SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021, SEBI/ HO/M I R S D/M I R S D _ RTAMB/P/CI R / 2021/6 87 dated December 14, 2021 and SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, KYC details, Nomination details, bank mandate details for payment of dividend etc. Members holding shares in physical form are requested to furnish the above details to the Company or Link Intime India Pvt. Ltd, its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime

India Pvt. Ltd.

Members are requested to note that, in order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS), they should update their NECS / ECS details with the Company's Registrar and Share Transfer Agents i.e., or Link Intime India Pvt. Ltd (for the shares held in physical form) and their respective Depository Participants (for the shares held in electronic form).

In view of the above, the shareholders are advised to send their requests for payment of unpaid dividend pertaining to the years 2017-18, 2018-19 and 2021-22 to the Share Transfer Agent at New Delhi for Revalidation of Dividend Warrants/Demand Drafts before the last date for claiming un-paid dividend.

Investors holding shares in physical form are advised to forward the particulars of their (KYC) 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 44th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with



NOTICE (Contd...)

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. Members may also note that the Notice of the 44th Annual General Meeting and the Annual report for financial year 2022-23 will also be available on the Company's website at www.acilnet.com.pdf for their download.

**23. 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

24. The Board has recommended a Dividend @ 20% of Rs. 0.40 paise per share in its meeting held on 27th May, 2023. 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, 2023 subject to tax at source (TDS).

25. MEMBERS ARE REQUESTED TO:

Send their queries, if any, to reach the company's

Registered 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 12.00 noon 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 / correction in their address / Bank Account particulars etc.

26. 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:

At the ensuing Annual General Meeting, Mr. Shobhit Uppal (DIN: 00305264), Whole Time Director of the Company, shall retire by rotation and being eligible, offers himself for re-appointment. Pursuant to Clause 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India (ICSI), the particulars of the Directors proposed to be appointed/ re-appointed in the Annual General Meeting are given below:

Particulars

Name	Mr. Shobhit Uppal
DIN	00305264
Date of Birth	25-03-1967
Age	56 years
Date of Re-Appointment	1st April, 2021
Expertise in Specific Functional Areas	More than 29 years' experience to manages Building Construction activities in India and overseas
Qualification	BE Electrical
Directorship held in other public limited companies (excluding Foreign Companies)	NIL

NOTICE (Contd...)

Particulars	
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
Number of Equity Shares held in the Company	4308000
Relationship with other Directors	Son in law of Mr. Bikramjit Ahluwalia, Managing Director and brother in law of Mr. Vikas Ahluwalia
Relationship with the manager of the Company	None
Number of meetings attended during the year	6
Membership and Chairmanship of the Committees of the Board	Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES

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

ITEM NO. 4

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 2023-24 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24.

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

ITEM NO.5

As per Sec 180(1) (c) of the Companies Act, 2013, the Board of Directors of a public company, shall not, except with the consent of the shareholders by a special resolution, borrow money, where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of paid-up share capital, free reserves and securities premium of the Company.

The existing borrowing limits of the Company is ₹ 2,500 Crores, which was approved by the shareholders of the Company through postal ballot vide their resolution dated 08-08-2014. Due to increase in the business operations and order book of the Company, it is felt necessary to increase the borrowing limit of the Company upto ₹ 5,000 Crores.

The Board of Directors of your Company has approved this item in the Board Meeting held on 14th August, 2023 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company by way of a special resolution.

Pursuant to section 180(1)(c) of the Companies Act 2013, the above said proposal requires the consent of the members of the Company by way of special resolution.



NOTICE (Contd...)

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. The directors recommend the said resolution for the approval of the members of the Company.

ITEM NO.6

Further, in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, a Company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the Shareholders of the Company by way of a Special Resolution.

In order to accommodate the increasing in borrowing limits of the Company upto ₹ 5,000 Crores and to secure the borrowings, if necessary, by way of charge/ mortgage/ pledge/ hypothecation on the Company's assets comprising of the movable and/or immovable, tangible/ intangible properties of the Company, present or future, in favour of the lender(s) /agent(s) /trustee(s) from time to time, the Board of Directors of your Company has approved this item in the Board Meeting held on 14th August, 2023 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company by way of special resolution.

Pursuant to section 180(1)(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. The directors recommend the said resolution for the approval of the members of the Company.

ITEM NO.7

Mr. Bikramjit Ahluwalia, is the promoter and Managing Director of the company. He has been appointed as the Director in the Company since 1979 and designated as the Chairman and Managing Director of the Company.

Mr. Bikramjit Ahluwalia, Founder Promoter and Presently Chairman & Managing Director of Ahluwalia Contracts (India) Limited (ACIL), aged 84 years, has been involved in the Construction activity for 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 in the field. He was actively involved & Executed in construction management for various prestigious projects such as Goa State Legislative Assembly, Goa, 22 storied, IFCI Tower, New Delhi, NDMC City Centre, New Delhi, AIIMS, Nagpur, AIIMS, Delhi, AIIMS, Jhajjar, Mumbai Metro Project, IIITD, New Delhi, Construction of Housing Complex at Khelgaon (near Akshardham Mandir), New Delhi for Commonwealth Games 2010 Project, upgradation & renovation of Dr. S.P.M. Swimming Pool Complex, New Delhi and many others.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Bikramjit Ahluwalia, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on 14th August, 2023, has approved the proposal to increase the salary of Mr. Bikramjit Ahluwalia, Managing Director, to such amount as mentioned in the Resolution under Item No. 7 of the accompanying Notice subject to the approval of shareholders, w.e.f. 1st April, 2023 for his remaining tenure i.e. upto 31st March, 2024.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company as approved by the members of the Company through Postal Ballot on 23rd March, 2021 shall remain unchanged.

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 and their relatives, except Mr. Bikramjit Ahluwalia, Mr. Shobhit Uppal and Mr. Vikas Ahluwalia, are in any way, concerned or interested in the said resolution.

The Board recommend the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for the approval by the Members.

NOTICE (Contd...)

ITEM NO. 8

Mr. Shobhit Uppal aged 56 years is an Electrical Engineering graduate from National Institute of Technology, Kurukshetra, India. He has to his credit, well over three (03) decades of experience in wide-ranging activities relating to construction and infrastructure industry including super structures, integrated townships, hospitals, hotels, commercial complexes, manufacturing facilities, and pipelines. He is involved / executed in various prestigious projects such as Central Vista Projects, New Delhi, AIIMS, Kalyani, IIM, Nagpur, IIM, Rohtak, Samrat Ashok Convention Centre (ICC) Patna, Police Head Quarters, Patna, CNCI, Rajarhat, Kolkata, ESIC Hospital, Kolkata, Bangalore Metro Project, New Danish Embassy, New Delhi, Tata Medical Centre, Kolkata, other various projects in PAN India.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Shobhit Uppal, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on 14th August, 2023, has approved the proposal to increase the salary of Mr. Shobhit Uppal, Whole Time Director to such amount as set out in the resolution being item no. 8 of the accompanying notice, subject to the approval of shareholders, w.e.f. 1stApril,2023 for his remaining tenure upto 31st March, 2026.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company as approved by the members of the Company in the Annual General Meeting held on 24th September, 2021 shall remain unchanged.

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 and their relatives, except Mr. Bikramjit Ahluwalia, Mr. Shobhit Uppal and Mr. Vikas Ahluwalia, are in any way, concerned or interested in the said resolution.

The Board recommend the Ordinary Resolution set out at Item No. 8 of the accompanying Notice for the approval by the Members.

ITEM NO. 9

Mr. Vikas Ahluwalia, aged 49 years s/o Sh. Bikramjit Ahluwalia, Managing Director of the Company. He is BE (Civil) and has been to his credit more than 20 years of Experience in multifarious activities relating to infrastructure. He has been instrumental in award and execution of many mega projects by the Company. He has been involved 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. He has been involved with the execution of Jolly Grant Airport, Dehradun, Mumbai Metro Depot, Mumbai, Sion Hospital, Mumbai Project Chandigarh Railway Station, Chhatrapati Shivaji Maharaj Terminal (CSMT), Mumbai and All Projects of Assam.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Vikas Ahluwalia, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on 14th August, 2023, has approved the proposal to increase the salary of Mr. Vikas Ahluwalia, Whole Time Director, to such amount as set out in the resolution being item no. 9 of the accompanying notice, subject to the approval of shareholders, w.e.f. 1stApril,2023 for his remaining tenure upto 31st March, 2026.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company as approved by the members of the Company in the Annual General Meeting held on 24th September, 2021, shall remain unchanged.

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 and their relatives, except Mr. Bikramjit Ahluwalia, Mr. Shobhit Uppal and Mr. Vikas Ahluwalia, are in any way, concerned or interested in the said resolution.

The Board recommend the Ordinary Resolution set out at Item No. 9 of the accompanying Notice for the approval by the Members.



NOTICE (Contd...)

ITEM NO.10

Mr. Sanjiv Sharma, aged 54 years having Masters in Civil Engineering with Honors from IIT Roorkee and has been to the credit of more than 29 years of Experience in multifarious activities relating to Construction Industry. He has been involved with Central Public Works Department from the year 1993 to 2007 and executed following major projects as an Engineer In-charge in CPWD.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Sanjiv Sharma, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on 14th August, 2023, has approved the proposal to increase the salary of Mr. Sanjiv Sharma, Whole Time Director, to such amount as set out in the resolution being item no. 10 of the accompanying notice subject to the approval of shareholders, w.e.f. 1stApril,2023 for his remaining tenure upto 31st July, 2027.

REGISTERED OFFICE

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

Date: 14-08-2023

Place : New Delhi

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company as approved by the members of the Company in the Annual General Meeting held on 28th September, 2022 shall remain unchanged.

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 and their relatives, except Mr. Sanjiv Sharma, are in any way, concerned or interested in the said resolution.

The Board recommend the Ordinary Resolution set out at Item No. 10 of the accompanying Notice for the approval by the Members.

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

NOTICE (Contd...)

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and the latest being Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the

Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.acilnet.com. The Notice can also be accessed from the 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 the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and the latest being MCA Circular No. 10/2022 dated Dec 28, 2022 (collectively referred to as 'MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 26th, September, 2023 at 10:00 A.M. and ends on Thursday, 28th, September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd, September 2023.



NOTICE (Contd...)

How do I vote electronically using NSDL e-Voting system?


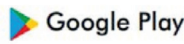


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

NOTICE (Contd...)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33



NOTICE (Contd...)

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

NOTICE (Contd...)

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN-125749" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN-125749" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to santosh@kritiadvorsy.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.



NOTICE (Contd...)

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING ANNUAL GENERAL MEETING:

1. Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id and mobile number at cs.corpoffice@acilnet.com upto 5.00 pm on 28th September, 2023.
2. Shareholders will get confirmation on first cum first basis.
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.

NOTICE (Contd...)

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. In the interest of efficiency of the meeting, only the first 10 (ten) Speakers on a first-come-firstserved basis will be allowed to express their views during the meeting. Shareholders/ Members, who would like to ask questions, are urged to send in their questions in writing in advance, mentioning their name, demat account number/folio number, email id and mobile number at cs.corpoffice@acilnet.com.

The same will be replied by the Company suitably.

Note: Only those shareholders/members who have registered themselves as a speaker will be allowed to express their views during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting. Shareholders/ Members should allow use of the camera on their device and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs.corpoffice@acilnet.com. The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

Dear (Name of Shareholders),

Ref: Folio No. / DP-Client ID: _____

We are pleased to inform you that the 44th **Annual General Meeting** ('AGM') of the Members of Ahluwalia Contracts (India) Ltd is scheduled to be held on **29-09-2023 at 12.30 p.m. (IST)** through two-way Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'). The Notice of the 44th AGM is enclosed herewith. To access the Annual Report for Financial Year 2022-23, can be downloaded from the following link www.acilnet.com. The same is also available on the websites of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com and the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.

In view of the outbreak of COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circulars dated 8th April 2020, 13th April 2020, 5th May 2020, 28th September 2020, 31st December 2020 and 13th January 2021 and the latest being Circular No. 10/



NOTICE (Contd...)

2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as 'MCA Circulars') and SEBI Circular dated 12th May 2020 and 15th January 2021 ('SEBI Circulars') permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the above and the relevant provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company is being held through VC / OAVM only on 29-09-2023 at 12.30 p.m. (IST).

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India and Regulation 44 of the Listing Regulations, as amended and the MCA Circulars, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM and for this purpose, it has appointed NSDL to facilitate voting through electronic means. Accordingly, the facility of casting votes by a Member using remote e-Voting system before the AGM as well as remote e-Voting during the AGM will be provided by NSDL. The remote e-Voting facility would be available during the following period:

Commencement of e-Voting	From 10.00 a.m. (IST) on 26-09-2023 (Tuesday)
End of e-Voting	Upto 5.00 p.m. (IST) on 28-09-2023 (Thursday)

During this period, Members holding shares either in physical form or in dematerialized form as on 22-09-2023 ('**Cut-Off date**') may cast their vote by remote e-Voting before the AGM. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e., 22-09-2023.

Members will be provided with the facility for remote voting through electronic voting system during the VC/OAVM proceedings at the AGM and those Members participating at the AGM, who have not already cast their vote by remote e-Voting before the Meeting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.

Detailed procedure for remote e-Voting before the AGM / remote e-Voting during the AGM is provided in the Notes to the Notice of the AGM.

Instructions for Members for Attending the AGM Through VC / OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for AGM and will be available for Members on first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

NOTICE (Contd...)

5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members facing any technical issue in login before / during the AGM 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
7. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number between 26-09-2023 at 10.00 a.m. to 28-09-2023 at 5.00 p.m. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

For **Ahluwalia Contracts (India) Limited**

Sd/-
(Vipin Kumar Tiwari)
Company Secretary