



**Ahluwalia Contracts
(India) Limited**
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NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 of the Companies Act, 2013 (the “**Companies Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force (the “**Rule**”), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules and regulations, including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below are proposed to be passed as Special Resolutions by the Members of Ahluwalia Contracts (India) Limited (the “**Company**”) through Postal Ballot only by voting through electronic means (“**remote e-voting**”) process.

Explanatory statements pursuant to Section 102 of the Companies Act and other applicable legal provisions of the Companies Act, the Rule, pertaining to the said Resolution, setting out the material facts and the reasons thereof, is also appended.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as the “**NSDL**”) for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching postal ballot forms. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent/voting of the Members on the resolution would only take place through the remote e-voting system.

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Provisions of Section 108 & 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted to only e-voting viz. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice. Pursuant to Rule 22(5) of the Companies (Management and Administration Rules) 2014, the Company has appointed Mr. Santosh Kumar Pradhan, Practicing Company Secretary (FCS-6973 and C.P. No.-7647) as the scrutinizer (the “**Scrutinizer**”) to conduct the Postal Ballot voting through remote e-voting process in a fair and transparent manner.

The remote e-voting period will commence from 9:00 a.m. (IST) on Wednesday, 21st February, 2024 and will end at 5:00 p.m. (IST) on Thursday, 21st March, 2024. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Thursday, 21st March, 2024. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

Registered. Office: A-177, Okhla Industrial Area, Phase-I, New Delhi-110020
Phone: 011-49410502, 517 & 1599 Fax: 011-49410553
Email ID: cs.corpoffice@acilnet.com; Website: www.acilnet.com
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The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed and would be available on their website at www.bseindia.com and www.nseindia.com respectively. Additionally, the results will also be uploaded on the Company's website www.acilnet.com and on the website of NSDL (Agency for providing e-voting platform) i.e. www.evoting.nsdl.com.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot i.e. 21st March, 2024.

SPECIAL BUSINESSES:

ITEM NO. 1:

RE-APPOINTMENT OF SH. BIKRAMJIT AHLUWALIA, (DIN: 00304947) AS MANAGING DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 178, 196, 197 and 203 of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the Company, Regulation 17 & 19 of SEBI (LODR), 2015 and any other applicable provisions and as recommended by the Nomination & Remuneration Committee and the Board, approval of the Members of the Company be and is hereby given for the re-appointment of Mr. Bikramjit Ahluwalia (DIN: 00304947) as Managing Director of the Company for another period of 3 years with effect from 1st April, 2024, till 31st March, 2027 with the existing terms and conditions as set out below:

1. Basic Salary @ Rs.12,50,000/- (Rs. Twelve Lakh Fifty thousand only) per month
2. Contribution to provident fund and pension fund subject to specified ceiling in applicable Acts.

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

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

"RESOLVED FURTHER THAT Mr. Shobhit Uppal (DIN: 00305264), Dy. Managing Director & Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to file the necessary forms with any other authority as may be required in this regard and to do all such acts, deeds & things as may be necessary to give effect to the aforesaid resolution."

ITEM NO. 2:

APPOINTMENT OF MR. SUNIL KUMAR SACHDEVA (DIN: 00399472) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED that pursuant to the 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 read with Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee & Board, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Sunil Kumar Sachdeva (DIN: 00399472), who has submitted a declaration that he meets the criteria of independence under Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, as an Independent Director of the Company w.e.f. 13th February, 2024 to hold office for a period of 3 years upto 12th February, 2027 and who shall not be liable to retire by rotation.”

ITEM NO. 3:

APPOINTMENT OF MR. ASHOK KHURANA (DIN: 06651241) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED that pursuant to the 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 read with Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee & Board, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Ashok Khurana (DIN: 06651241), who has submitted a declaration that he meets the criteria of independence under Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, as an Independent Director of the Company w.e.f. 13th February, 2024 to hold office for a period of 3 years upto 12th February, 2027 and who shall not be liable to retire by rotation.”

By Order of the Board
Ahluwalia Contracts (India) Limited

Sd/
(Vipin Kumar Tiwari)
Company Secretary
ACS No. 10837
Regd. Office: A-177, Okhla Industrial Area, Phase-I, New Delhi-110020

Date: 13/02/2024
Place: New Delhi

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NOTES:

1. The Explanatory Statements and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) form part of the Explanatory Statement forming part of this Notice.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above mentioned resolutions, to seek the approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.
3. **(A). Dispatch of Postal Ballot Notice through electronic mode:**

In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Friday, 16th February, 2024 (the '**cut-off date**') and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 3(B).

(B). Registration of Email ID:

Members are requested to register their email ID permanently by following the procedure as mentioned below:

- a) Members holding shares in physical mode are requested to send Form ISR-1, SH-13, ISR-2 (if signature is not match with Company's record) to the registered office of the Registrar and Share Transfer Agent ('RTA') of the Company i.e. **Link Intime India Private Limited** having office at Noble Heights, 1st Floor Plot No. NH-2, C-1, Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 for receiving the Postal Ballot Notice, remote e-voting instructions and User ID & Password.
- b) Members holding shares in Demat form are requested to register/update mail id with your Depository Participant ("DP") and generate password as procedure given in e-voting instructions as below.

Members whose names appears in the Register of Members/List of Beneficial Owners as on the **cut-off** date i.e. Friday, 16th February, 2024 are eligible to vote on the resolution set forth in this Notice.

4. Members may note that this Postal Ballot Notice will also be available on the Company's website, www.acilnet.com, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of RTA i.e. www.linkintime.co.in ("Intime").
5. The documents referred to in the Notice and the Explanatory Statement are available on the website of the Company www.acilnet.com to facilitate online inspection until last date of remote e-voting.
6. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Thursday, 21st March, 2024.
7. There will be one E-vote for every Folio/Client ID irrespective of the number of joint holders.

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8. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and MCA Circulars, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide remote e-voting facility to its Members.
9. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, 16th February, 2024 (“**Cut-off date**”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
10. The voting period begins from 9.00 a.m. (IST) on Wednesday, 21st February, 2024 and ends at 5.00 p.m. (IST) on Thursday, 21st March, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** i.e. Friday, 16th February, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
11. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
12. The Board of Directors of the Company has appointed Shri Santosh Kumar Pradhan, Practicing Company Secretary (C.P. No. 7647), as the Scrutinizer to conduct the Postal Ballot voting through remote e-voting process in a fair and transparent manner.
13. The Scrutiniser will, after the conclusion of remote e-voting, scrutinise the votes cast through remote e-voting, submit his report to the Chairman or a person authorised by him, who shall countersign the same and declare results of the Postal Ballot/E-voting at the Registered Office of the Company within two working days i.e. 23-03-2024 from the conclusion of remote e-voting and the same, along with the consolidated Scrutiniser’s Report, will be placed on the website of the Company website- www.acilnet.com and the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman and in his absence, any Director/officer of the Company authorised by the Chairman and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited.
14. The Resolution(s) as mentioned in the notice shall be deemed to have been passed on Thursday, 21st March, 2024 being the last date for e-voting. The Company will also display the results of the Postal Ballot at its registered office and at the corporate office.
15. All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours on all working days until the last working day specified for casting votes through remote e-voting.
16. **THE INTRUCTIONS FOR SHAREHOLDRES FOR E-VOTING ARE AS UNDER:**

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 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:

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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>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 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.</p> <p>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</p> <p>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. 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.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 Myeasi username & password.</p> <p>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. 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.</p> <p>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.</p> <p>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</p>

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	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.

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.com 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

B) Login Method 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?

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.

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, 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.

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 you

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	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 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 101456001***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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.

How to retrieve your 'initial password'?

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 .pdf file. 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'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.

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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@kritiadvisory.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.
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 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 cs.corpoffice@acilnet.com or delhi@linkintime.co.in.
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 csec@stlfasteners.com. 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 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.

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**Ahluwalia Contracts
(India) Limited**
Engineering, Designing & Construction

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

ITEM NO. 1:

Mr. Bikramjit Ahluwalia, is the Founder, Promoter and Managing Director of the company. He has been appointed as the Managing 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 56 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, South Asian University, Maidan Garhi, New Delhi, IIM, Nagpur, AIIMS, Nagpur, Emergency Block/Building Safdarjung Hospital, New Delhi, AIIMS, Delhi, AIIMS, Jhajhar, Office Building for Income Tax Department, Bandra Kurla, Mumbai, Mumbai Metro Project, IIITD, New Delhi and many others, 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.

He has also following group Companies on his hold:

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

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

The present tenure of Bikramjit Ahluwalia, the Managing Director of the Company is expiring on 31st March, 2024 and the Nomination & Remuneration Committee and the Board of the Directors of the Company, in their meetings held on 13th February, 2024 proposed to re-appoint him as Chairman & managing Director of the Company subject to the Member's approval by way of a special resolution as required under Schedule V, Part-I under clause (c) of the Companies Act, 2013. The Company proposes to re-appoint him as the Managing Director of the Company for further period of 3 years w.e.f. 1st April, 2024.

The Nomination & Remuneration Committee and the Board of Directors of your Company has approved this item in the Board Meeting held on Tuesday, 13th February, 2024 and recommends the Resolutions as set out in the accompanying Notice for the approval of members of the Company.

Pursuant to proviso to section 196(3)(a) of the Companies Act 2013 and Schedule V of the Companies Act, 2013 and Regulation 17 & 19 of SEBI (LODR), 2015 requires the above said proposal to be passed by 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, Promoters, Key Managerial Personnel & Relatives of these persons are interested in the proposed resolution except Mr. Bikramjit Ahluwalia, Mr. Shobhit Uppal and Mr. Vikas Ahluwalia.

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The Directors recommend the said resolution for the approval of the members of the Company by way of special resolution.

ITEM NO. 2:

The Board of Directors at their meeting held on 13th February, 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Sunil Kumar Sachdeva (DIN: 00399472), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from 13th February, 2024 for a period of three consecutive years to hold office upto 12th February, 2027 under Sections 149, 150 and 152 of the Act and Article 145 of the Articles of Association of the Company.

Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the approval of shareholders by way of a special resolution for the appointment of Mr. Sunil Kumar Sachdeva as an Independent Director of the Company.

Mr. Sunil Kumar Sachdeva is eligible to be appointed as an Independent Director of the Company and the Company has also received a declaration of independence from Mr. Sunil Kumar Sachdeva. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

With the belief that creation of a diverse pipeline of succession for the Board Members is vital for creating a robust future for the Company, the Nomination and Remuneration Committee recommends his appointment as an Independent Director on the Board.

Pursuant to proviso to Regulation 17 & 25 of SEBI (LODR), 2015 requires the above said proposal to be passed by the members of the Company by way of a 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 Promoters, 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 by way of special resolution.

ITEM NO. 3:

The Board of Directors at their meeting held on 13th February, 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Ashok Khurana (DIN: 06651241), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from 13th February, 2024 for a period of three consecutive years to hold office upto 12th February, 2027 under Sections 149, 150 and 152 of the Act and Article 145 of the Articles of Association of the Company.

Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the approval of shareholders by way of a special resolution for the appointment of Mr. Ashok Khurana as an Independent Director of the Company.

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Mr. Ashok Khurana is eligible to be appointed as an Independent Director of the Company and the Company has also received a declaration of independence from Mr. Ashok Khurana. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

With the belief that creation of a diverse pipeline of succession for the Board Members is vital for creating a robust future for the Company, the Nomination and Remuneration Committee recommends his appointment as an Independent Director on the Board.

Pursuant to proviso to Regulation 17 & 25 of SEBI (LODR), 2015 requires the above said proposal to be passed by the members of the Company by way of a 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, Promoters, 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 by way of special resolution.

As per the requirements of Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015, read with Secretarial Standards - 2, the details of Mr. Bikramjit Ahluwalia, Mr. S.K. Sachdeva and Mr. Ashok Khurana are as follows:

S. No.	Particulars	Details		
		Mr. Bikramjit Ahluwalia,	Mr. Sunil Kumar Sachdeva	Mr. Ashok Khurana
1.	Age;	84 Years.	66 Years.	71 Years.
2.	Qualifications;	Civil Engineering	<u>Educational Qualification:</u> <ul style="list-style-type: none">• Bachelor's degree from Meerut University in 1977; and• Master's degree from Meerut University in 1981. <u>Professional Qualifications:</u> <ul style="list-style-type: none">• Intermediate examination of The Institute of Company Secretaries of India 1983.• Chartered Accountancy in 1984 from The Institute of Chartered Accountants of India.	<ul style="list-style-type: none">• He holds the Bachelor's Degree in science (Civil Engineering).• He also has an advanced diploma in management from Indira Gandhi National Open University.

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			(FCA) • Certified Associate Exam in 1987 from The Indian Institute of Banks (CAIIB)	
3.	Experience;	More than 56 years.	45 Years.	46 Years.
4.	Expertise in Specific Functional Areas;	Manages and oversees all activities for Building Construction Since 56 Years	<p>-Intermediate examination of The Institute of Company Secretaries of India 1983.</p> <p>-Chartered Accountancy in 1984 from The Institute of Chartered Accountants of India. (FCA)</p> <p>-Certified Associate Exam in 1987 from The Indian Institute of Banks (CAIIB)</p> <p>-Practical Training under ICAI regulations.</p> <p>-Have Been Accounts Officer Joint Sector / Private Sector organizations.</p> <p>-12 years Rich & varied Banking experience in managerial cadre with:</p> <p>-Bareilly Corporation. Bank Ltd.</p> <p>-Union Bank of India</p> <p>-Allahabad Bank</p> <p>(Have been Management Consultant to reputed Corporate / International Trade Houses F. I. Banks and Capital Market Intermediaries</p> <p>-Worked as Executive Director (F& A) and CFO with M/s Ahluwalia Contracts (India) Limited – since (1999-2015)</p> <p>-Partner at ADB & ASSOCIATES, Chartered Accountants, Noida</p>	<p>-Retired as Director General, Central Public Works (CPWD) Government of India in 2013</p> <p>-Served as Engineer Member (EM) in Delhi Development Authority (DDA)</p> <p>-A Civil Engineering Professional with 46 Years of Experience in urban development and infrastructure.</p> <p>-Experience in Construction, public works, project management, resource allocation, absorption of latest technologies and arbitration. Worked on Roads, Bridges, underpass, border roads, office and residential buildings and airports. Driven programs and Projects from end-to-end providing strategic direction.</p> <p>-Professional career began with Design (India) Pvt. Ltd and Engineers India Ltd. After retirement: Chief Advisor, Texmaco infrastructure and Holding Ltd, Adventz Group.</p> <p>-Former Independent Non-Executive Director, NBCC (India) Ltd</p>
5.	Terms and conditions of appointment;	He is proposed to be re-appointed as a Managing Director of the Company.	He is proposed to be appointed as a Non-executive Independent Director of the Company.	He is proposed to be appointed as a Non-executive Independent Director of the Company.

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6.	Shareholding in Ahluwalia Contracts (India) Limited , including shareholding as Beneficial Owner;	He holds 1,09,42,597 – 16.34% Equity Shares of Rs. 2/- each in Company	NIL	NIL
7.	Relationship with other directors, Manager and other KMP of the company;	Mr. Bikramjit Ahluwalia is related with Mr. Vikas Ahluwalia and Mr. Shobhit Uppal.	No Relationship with any director, manager and KMP of Company.	No Relationship with any director, manager and KMP of Company.
8.	The number of Board meetings attended during the year;	6 Board Meetings Attended till 31 st March, 2023	N.A	N.A
9.	Date of first appointment on the Board;	02.06.1979	N.A	N.A
10.	Remuneration last drawn by such person; (if any)	126 Lakhs per annum as on 31 st March, 2023	N.A	N.A
11.	Directorship Held in other Companies	Private Company :	•Ahluwalia Builders and Development Group Private Limited. •Tidal Securities Private Limited.	• Sachdeva Holdings Private Limited. • Swarnaa Consultants Private Limited
		Public Company :	•Capricon Industrials Limited.	• Gold Plus Glass Industry Limited
		Other Listed Company :	NIL	NIL
12.	Membership and Chairmanship of Committees of the Board;	Private Company :	NIL	NIL
		Public Company :	NIL	NIL
		Other Listed Company :	NIL	NIL
13.	Listed entities from which the person has resigned in the past three years;	NIL	N.A	N.A



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14.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements;	N.A..	Mr. Sunil Kumar Sachdeva have all the skills and capabilities which is Required for this role the manner in which the proposed person meets such requirements.	Mr. Ashok Khurana have all the skills and capabilities which is Required for this role the manner in which the proposed person meets such requirements.
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By Order of the Board
Ahluwalia Contracts (India) Limited

**Sd/
(Vipin Kumar Tiwari)
Company Secretary
ACS No. 10837
Regd. Office: A-177, Okhla Industrial Area, Phase-I, New Delhi-110020**

Date: 13/02/2024
Place: New Delhi

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