



Ahluwalia Contracts (India) Limited

ENGINEERING ♦ DESIGNING ♦ CONSTRUCTION

Courier/Email

Date: 03/04/2018

To,

Asst. General Manager (Corporate Services)
BSE Limited.
25th Floor, P.J.Towers
Dalal Street, Mumbai - 400001
Fax: 022- 2272 3121 / 2272 2037

Asst. Vice President - Listing,
National Stock Exchange of India Ltd.
5th Floor, Exchange Plaza,
Bandra Kurla Complex ,
Bandra (East) Mumbai- 400051

Sub: Postal Ballot Notice / Form of Ahluwalia Contracts (India) Ltd

Dear Sir/Madam,

Please find enclosed herewith Postal Ballot Notice as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for Re-appointment of Mr.Bikramjit Ahluwalia, Managing Director for the period of Three Years w.e.f. 01-04-2018 to 31-03-2021:

You are also requested to up-date our Company's records/data in Stock Exchanges website and oblige.

Yours faithfully,

for Ahluwalia Contracts (India) Ltd

(Vipin Kumar Tiwari)
GM (Corporate) & Company Secretary

Encl.: as above

Copy To:

1	Manager (Listing), Code : 10011134 Calcutta Stock Exchange Ltd , 7, Lyons Range, Kolkata – 700001, Ph.: 033-22104470-4477 Fax : 033-22102223, 4500, 4468	2	The National Securities Depository Limited 4th Floor, "A" Wing Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 Ph. 91-22-24994200 - One Copy
3	The Central Depository Services (India) Limited Phiroze Jeejeebhoy Towers, 16th & 17th Floor, Dalal Street, Mumbai-400001- One Copy Ph. 91-22-22728674-8645	4	Link Intime India Pvt. Ltd 44, Community Centre, Naraina Industrial Area Phase- I New Delhi 110 028 Ph. 011-41410592-594 - One Copy

Registered & Corporate Office: A-177, Okhla Industrial Area, Phase-I, New Delhi-110020

Phone:011-49410500,502, 517, & 599, Fax : 011-49410553 E-mail:mail@acilnet.com Website:www.acilnet.com

(Corporate Identification Number : L45101DL1979PLC009654)



AHLUWALIA CONTRACTS (INDIA) LTD.

CIN: L45101DL1979PLC009654

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

Phone: 011-49410502. 517 & 599 Fax: 01149410553

Website: www.acilnet.com Email ID: cs.corpoffice@acilnet.com

POSTAL BALLOT NOTICE

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

**To the Shareholders,
Ahluwalia Contracts (India) Limited**

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, that the resolution appended below, is proposed to be passed as a Special Resolution by the way of Postal Ballot.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form for your consideration.

A Ballot Paper bearing unique serial number is attached to this Notice. We request you carefully read the instructions mentioned in the Postal Ballot Form and vote by placing a tick mark (✓) at the appropriate place denoting your assent (for) or dissent (against) to the resolution and return the Form duly completed and signed, in the attached self-addressed business reply envelope so as to reach the Scrutinizer before the close of working hours (06:00 P.M.) on or before 10.05.2018. No other form or photocopy thereof is permitted. Please note that any postal ballot form(s) received after the said date will be treated as not having been received.

Further, the Company is pleased to provide the e-voting facilities to its members as an alternate in accordance with the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended from time to time, enabling them to exercise their voting power electronically on the matter included in the postal ballot. The e-voting period commences from 10 A.M on 11.04.2018 to 06:00 P.M. on 10.05.2018. Please read carefully and follow the instructions on e-voting as mentioned in this Notice.

However, those members, who do not have access to e-voting facility can send, their assent or dissent in writing on the postal ballot form, attached herewith.

The Board has appointed Mr. Santosh Kumar Pradhan, Practicing Company Secretaries, to act as Scrutinizer for conducting the postal ballot process & the e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the postal ballots. The result of the Postal ballot shall be announced on 12th day of May, 2018 at the Registered Office of the Company at A-177, Okhla Industrial Area, Phase-I, New Delhi- 110020 and will be posted on the website of the Company at www.acilnet.com and on the website of the agency providing e-voting facility www.evotingindia.co.in besides

communicating to the Stock Exchanges where the securities of the Company are listed. The results of the postal ballot shall also be announced through newspaper advertisement. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

The resolution being Special Resolution shall be declared passed if votes cast in favour of the respective resolution are three times more in number than the votes cast against the respective resolutions.

SPECIAL BUSINESS

Item No. 1:

RE-APPOINTMENT OF SH. BIKRAMJIT AHLUWALIA, MANAGING DIRECTOR OF THE COMPANY FOR ANOTHER PERIOD OF 3 (THREE) YEARS WITH EFFECT FROM 01.04.2018:

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

"**RESOLVED THAT** pursuant to Sections 196, 197 and 203 of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V & in pursuance of Article 169 to 172 of the Article of Association of the Company, and as recommended by the Nomination & Remuneration Committee & Board, consent of the shareholders be and is hereby accorded to the re-appointment of Sh. Bikramjit Ahluwalia, as Managing Director of the Company for another period of 3 (Three) Years with effect from 01.04.2018, till 31.03.2021 with the existing remuneration as set out below:

1. Basic Salary @ Rs. 7,00,000/- (Rs. Seven Lakh only) per month
2. HRA @ Rs. 3,50,000/ (Rupees Three Lakh Fifty thousand only)
3. Leave Travel Allowance for self and family once in a year to and fro any place in India subject to a ceiling of one month's Basic Salary.
4. Free Supply of Gas, electricity, water, furniture and furnishing at the residence, subject to the ceiling that the expenditure incurred by the Company on the same valued as per Income Tax Rules 1962, shall not exceed 20% of the Basic Salary.
5. Reimbursement of Medical Expenses for self and family subject to a ceiling of one month's Basic Salary in a block of three years.
6. Premium for Mediclaim Policy for self and family subject to a ceiling of Rs. 10000/- (Rupees Ten Thousand Only) per annum.
7. Fees of Maximum of two clubs, subject to the condition that life Membership fees shall not be allowed.

8. Personal Accident Insurance, the premium of which shall not exceed Rs. 1000/- (Rupees One thousand only) per annum.
9. Free Telephone facility at residence, subject to the condition that personal long distance calls shall be recovered.
10. Provision of car use for Company's Business, subject to the condition that use of car for private purpose shall be recovered or reimbursement of expenses incurred on conveyance in case of use of personal car for Company's Business.
11. Gratuity not exceeding one half month's Basic Salary for each completed year of Service.
12. Contribution to provident fund and pension fund subject to specified ceiling in applicable Acts.

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

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

"RESOLVED FURTHER THAT Mr. Arun Kumar Gupta (DIN: 00371289), Independent Director & Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to file the necessary forms, applications with any other authority as may be required in this regard and to do all such acts, deeds & things as may be necessary to give effect to the aforesaid resolution."

By Order of the Board
For, Ahluwalia Contracts (India) Limited

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

(Vipin Kumar Tiwari)
Company Secretary
ACS No. 10837

Date: 28th March, 2018
Place: New Delhi

NOTES:

1. Explanatory Statement and reasons for the proposed Special businesses pursuant to Section 102 of the Companies Act, 2013 are given hereunder.
2. The Company has entered into a tripartite agreement with CDSL & the Registrar & Transfer Agent (RTA) to provide electronic platform for voting through e-mode.
3. The Board vide its Resolution passed on 28th March, 2018 has appointed Mr. Santosh Kumar Pradhan, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot & e-voting process in accordance with the law and in a fair and transparent manner.
4. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal

Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer before the close of working hours on 10.05.2018

5. The Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories as on 06.04.2018. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.
6. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot. E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the Resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier. Please note that once the vote on a resolution is cast by the shareholder, he shall not be allowed to change the same subsequently.

Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from the Registered Office of the Company and send the same by post to the Registered Office of the Company addressed to the Scrutinizer.

Members may contact Mr. Vipin Kumar Tiwari, Company Secretary, for any grievances connected with voting by postal ballot including voting by electronic means at the Registered Office of the Company at A-177, Okhla Industrial Estate, Phase-I, New Delhi-110020 or at 011-49410522 or by mail at vktiwari@acilnet.com."

7. The Scrutinizer will submit his Report after completion of the scrutiny, addressed to the Chairman on 12.05.2018. The Chairman will, or in his absence any other person so authorized by him will, announce the result of voting by postal ballot on 12.05.2018 at the Registered Office of the Company at A-177, Okhla Industrial Estate, Phase-I, New Delhi-110020 and the Resolution will be taken as passed effectively on the date of announcement of the result by such authorised person, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Members who wish to be present at the venue at the time of declaration of the result can attend the event. The results of the Postal Ballot along with the scrutinizer's report will also be displayed at the Company's Registered Office and hosted on the website of the Company www.acilnet.com and also at the website of the agency at www.evotingindia.co.in providing e-voting facility to the Company besides being communicated to the stock exchanges on which the shares of the Company are listed.

8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company from the date of dispatch of notice during normal business hours (10.00 am to 5:00 pm) on all working days up to the date of declaration of the result of Postal Ballot.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 11.04.2018 at 10.00 a.m. and ends on 10.05.2018 at 06:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 06.04.2018 and record date 06.04.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) If you are a first time user follow the steps given below:
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

**EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013]**

Item No. 1

The present tenure of Sh. Bikramjit Ahluwalia, the Managing Director of the Company is expiring on 31st March, 2018. He has attained 78 years of age. Therefore the Company is required the Member's approval by way of a special resolution as per Schedule V, Part-I under clause (c) of the Companies Act, 2013. Therefore the Company is required the Member's approval by way of a special resolution as per 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 a further period of 3 years.

The Nomination & Remuneration Committee and the Board of Directors of your Company has approved this item in the Board Meeting held on Wednesday, 28th March, 2018 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company.

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

The proposed resolution does not relate to or effect the business interest of any other Company in which the Promoter, Director, Manager or Key Managerial Personnel have substantial interest.

None of the Directors, Key Managerial Personnel & Relatives of these persons are interested in the proposed resolution except Mr. Bikramjit Ahluwalia, Mr. Shobhit Uppal & Mr. Vikaas Ahluwalia. The directors recommend the said resolution for the approval of the members of the Company.

**By Order of the Board
For, Ahluwalia Contracts (India) Limited**

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

(Vipin Kumar Tiwari)
Company Secretary
ACS No. 10837

Date: 28th March, 2018
Place: New Delhi

Certified True Copy
For Ahluwalia Contracts (India) Limited



(Vipin Kumar Tiwari)
Company Secretary
ACS No.: 10837

INSTRUCTIONS:

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope, postage prepaid (enclosed herewith). However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
2. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
3. The self-addressed, postage prepaid envelope bears the Name & address of the Scrutinizer appointed by the Board of Directors of the company.
4. This form should be completed and signed by the shareholder as per specimen signature registered with the Company. In case, shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the company by the first named shareholder and in his absence, by the next named shareholder. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning, the registration number of the POA or enclosing an attested copy of POA.
5. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected. The scrutinizer's decision on the validity of the Postal Ballot form shall be final & binding.
6. In case of shares held by companies, trusts, societies etc., duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution giving requisite authority to the person voting on the Postal Ballot Form.
7. Duly completed Postal Ballot Form should reach the company not later than the close of working hours (6.00P.M.) on Thursday, the 10th day of May, 2018. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
8. Facility of voting through, electronic mode has also been provided by the Company through CDSL. Members desirous of casting their votes through e-voting should carefully read the instructions for e-voting provided in the notice of the Meeting and cast their votes at www.evotingindia.co.in
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on Friday, the 6th day of April, 2018.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the attached self-addressed postage prepaid envelope as all the envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The exercise of vote by Postal Ballot is not permitted through proxy.
12. There will be only one postal ballot form for every folio/ client id irrespective of the number of joint member(s).
13. Members from whom no postal ballot form is received within the stipulated period or who have not voted through e-voting during the voting period shall not be counted for the purpose of passing of the resolution.
14. The result of the postal ballot shall be declared on 12th May, 2018 at the registered office of the Company and also be hosted on the Company's web site www.acilnet.com and also be informed to the stock Exchanges and be published in newspapers.
15. The item of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
16. In case of any query & grievances in relation to the resolution proposed to be passed by Postal ballot may be addressed to Mr. Vipin Kumar Tiwari, Company Secretary, Ahluwalia Contracts (India) Limited, A-177, Okhla Industrial Area, Phase-I, New delhi-110020, telephone No. 011-49410522 and or email to vktiwari@acilnet.com

Certified True Copy
For Ahluwalia Contracts (India) Limited

(Vipin Kumar Tiwari)
Company Secretary
ACS No.: 10837



AHLUWALIA CONTRACTS (INDIA) LTD.

CIN: L45101DL1979PLC009654

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

Phone: 011-49410502. 517 & 599 Fax: 011-49410553

Website: www.acilnet.com, Email ID: cs.corpoffice@acilnet.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No. :

1. Name (s) of Shareholder(s) :
including Joint-holders, if any
(in Block Letters)
2. Registered Address of the Sole/
first named Shareholder :
3. Registered Folio No./DPID No/
Client ID No. :
4. No. of shares held :
5. I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through postal ballot for the business stated in the Notice of the Company dated 28th March, 2018 by sending my/our assent or dissent to the said Special Resolution(s) by placing tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Re-appointment of Mr.Bikramjit Ahluwalia, Managing Director of the Company.			

Place : New Delhi

Date : 28th March, 2018

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS (Applicable for Individual Members only)

EVSN (E-voting Sequence Number)	User ID	PAN/DOB
180328003		

Certified True Copy
For Ahluwalia Contracts (India) Limited

(Vipin Kumar Tiwari)
Company Secretary
ACS No.: 10837