

**AHLUWALIA CONTRACTS (INDIA) LIMITED**  
#A-177, Okhla Industrial Area (Ph-1)  
New Delhi-110 020

**MINUTES OF THE 35TH ANNUAL GENERAL MEETING OF AHLUWALIA CONTRACTS (INDIA) LTD. HELD ON TUESDAY 30TH SEPTEMBER 2014 AT AHLCON PUBLIC SCHOOL, MAYUR VIHAR, PHASE-I, DELHI-110091 AT 4.00 P.M**

**CHAIRD BY**

1	Sh.Shobhit Uppal	DY. Managing Director
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**DIRECTORS PRESENT:**

1	Sh.Arun K. Gupta	Independent Director & Chairman of Audit Committee
2	Sh.S.K.Chawla	Independent Director, Chairman of Nomination & Remuneration Committee and Stakeholders & Investors' Grievance Committee
3	Dr.Sushil Chandra	Independent Director

**SPECIAL INVITEE:**

1	Sh.Gireesh Kumar Goenka	Statutory Auditor
2	Sh. Virendra Agrawal	CA

**IN ATTENDANCE:**

1	Sh.S.K.Sachdeva	Executive Director (F&A)/ Chief Financial Officer
2	Sh.Vipin Kumar Tiwari	GM (Corporate) & Company Secretary
3	Sh. Santosh Ku. Pradhan	Scrutinizer

Members Present in Person (Nos.) -- 1114

By Proxies (Nos.) -- 1

**APPOINTMENT OF CHAIRMAN OF THE MEETING**

Mr.Bikramjit Ahluwalia, Chairman & Managing Director was unable to attend the Meeting. In his absence, Mr. Shobhit Uppal, Dy. Managing Director was elected as chairman of the meeting as per Article 177 of Articles of Association of the Company.

Mr. Shobhit Uppal took the Chair, being the requisite quorum present; he declared the meeting in order.

**CHAIRMAN'S ADDRESS**

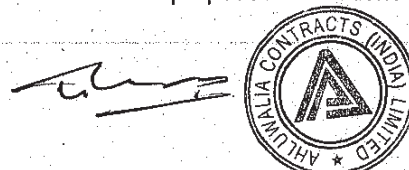
The Chairman welcomed the members and introduced the other Directors sitting on the dais. He informed that the quorum for the 35<sup>th</sup> Annual General Meeting was present and called the meeting to order. He announced that the company had received 1 valid proxies.

Thereafter, the Chairman took up the Agenda.

Then with the consent of members present at the meeting, notice convening the meeting and the Directors' Report, which already circulated were taken as read. Thereafter the Chairman requested the Company Secretary to read out the Independent Auditors' report.

The company Secretary then read out the First & last line of the Independent Auditors' report for the Financial Year 2013-14 with the permission of the shareholders present.

Then the Company Secretary briefed about the e-voting and shared that pursuant to the Provisions of the Listing Agreement & Companies Act, 2013, the Company had provided e-voting facility to the members holding the shares as on 29<sup>th</sup> August, 2014 in the manner as prescribed under the Companies (Management and Administration) Rules, 2014 to vote on the proposed resolutions of



this Annual General Meeting. The Scrutinizer had submitted the report on the e-voting to the Chairman before the Annual General Meeting. In order to provide similar voting rights to the members present in person and through Proxies, opportunity to vote would be provided in proportion to the shares held by members as on cut-off date viz. 29<sup>th</sup> August, 2014. Those who have cast their vote through e-voting were advised not to vote again as per the statutory requirements.

He then read the items of business of the meeting and inform about the process of e-voting. He then the read out the items of business of the meeting to be transacted at the Annual General Meeting and requested all the shareholders to vote through the Poll.

After ensuring that all the shareholders had casted their vote through Poll, he informed that the results shall be declared after receiving the consolidated report from the Scrutinizer and the result shall be uploaded in the Company's website and also be informed to the Stock Exchanges.

Thereafter the Company secretary proposes a vote of thanks.

**CONSOLIDATED RESULTS OF AGENDA ITEMS AS DETAILED IN THE AGM NOTICE DATED 14<sup>TH</sup> AUGUST, 2014**

**ORDINARY BUSINESS**

**1. Adoption of Accounts**

To receive, consider and adopt the audited Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the financial year ended on that date together with the Directors' Report and Auditors' Report thereon.

**"RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2014, the statement of Profit & Loss Account for the year ended 31st March, 2014 and the reports of the Directors and the Auditors of the Company, be and are hereby approved and adopted."

Total votes cast in favour: 5,50,55,116

Total Votes cast against: Nil

The above said resolution was passed with requisite majority.

**2. 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** Mr. Bikramjit Ahluwalia, who retires by rotation and being eligible for re-appointment, be and is hereby appointed as a Director of the Company."

Total votes cast in favour: 5,50,55,116

Total Votes cast against: Nil

The above said resolution was passed with requisite majority.

**3. Appointment of Auditors**

To consider and if thought fit, to pass with or without modification(s), the following resolution for the appointment and fixation of the remuneration for the Statutory Auditors for the Financial Year 2014-2015 as an Ordinary Resolution:



**"RESOLVED THAT** Pursuant to Section 139 and other applicable provisions of Companies Act, 2013, M/s. Arun K. Gupta & Associates, Chartered Accountants [Registration No.000605N] be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of 35th Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company at a remuneration to be fixed by the Board or Audit Committee and reimbursement of out of pocket expenses incurred in connection with the audit."

Total votes cast in favour: 5,40,66,982

Total Votes cast against: 9,88,134

The above said resolution was passed with requisite majority.

**SPECIAL BUSINESS**

**4. Appointment of Mr. Arun K Gupta (DIN: 00371289), as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Arun K Gupta (DIN: 00371289), in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as independent director of the Company w.e.f. 01st April, 2014, to hold office for five consecutive years for a term up to 31st March, 2019."

Total votes cast in favour: 5,40,66,982

Total Votes cast against: 9,88,134

The above said resolution was passed with requisite majority.

**5. Appointment of Mr. Surinder Kumar Chawla (DIN: 00048001) as an Independent Director.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Surinder Kumar Chawla (DIN: 00048001), in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as independent director of the Company w.e.f. 01st April, 2014, to hold office for five consecutive years for a term up to 31st March, 2019."

Total votes cast in favour: 5,40,66,982

Total Votes cast against: 9,88,134

The above said resolution was passed with requisite majority.

**6. Appointment of Dr. Sushil Chandra (DIN: 00502167), as an Independent Director.**

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



**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sushil Chandra (DIN: 00502167), in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as independent director of the Company w.e.f. 01st April, 2014, to hold office for five consecutive years for a term up to 31st March, 2019."

Total votes cast in favour: 5,40,66,982

Total Votes cast against: 9,88,134

The above said resolution was passed with requisite majority.

**Vote of Thanks**

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

**The Chairman announced the Closure of meeting.**

**Dated: 27th October, 2014**

**Place: New Delhi**

**CHAIRMAN OF THE MEETING**

For Ahluwalia Contracts (India) Ltd.

(Vipin Kumar Tiwari)

GM (Corporate) & Company Secretary

