



27th September, 2014

The Chairman
Ahluwalia Contracts (India) Limited
A-177, Okhla Industrial Area,
Phase - I,
New Delhi - 110020

Sub.: Scrutinizer's Report on e-Voting conducted pursuant to the provisions of Listing Agreement and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8th Floor, K.M. Trade Tower, Hotel Radisson Blu, Ghaziabad-201010 had been appointed as the Scrutinizer by the Board of Directors of **Ahluwalia Contracts (India) Limited** (the Company) having it's registered office at **A-177, Okhla Industrial Area, Phase - I, New Delhi - 110020** vide resolution dated 14th August, 2014, pursuant to the provisions of the Listing Agreement and Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to scrutinize the e-voting by the shareholders in respect of the below mentioned resolutions to be passed at the 35th Annual General Meeting (AGM) of the Company to be held on Tuesday, 30th September, 2014 at 04:00 PM at Ahlcon Public School, Mayur Vihar, Phase - I, Delhi - 110092.

The notice dated 14th August, 2014 convening AGM of the Company were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 30th September, 2014.

The Company has availed the e-Voting facility offered by CDSL (Central Depository Services Limited) for conducting e-Voting by the Shareholders of the Company. The Shareholders of the Company holding shares as on the "Cut-off" date i.e. 29th August, 2014 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 6 in the notice convening of the 35th AGM of the Company.

The voting period for e-Voting commenced on Wednesday, 24th September, 2014 at 09:30 A.M (IST) and ended on Friday, 26th September, 2014 at 6:30 P.M (IST) and the CDSL (Central Depository Services Limited), e-Voting platform was blocked thereafter. The votes cast under e-Voting facility were then finalized by me at 06:50 P.M. on 26th September, 2014 in the presence of Mr. Anil Mahajan and Mr. Mohit Bajaj, who are not in the employment of the company.

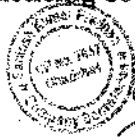


**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the CDSL (Central Depository Services Limited) e-Voting platform. Based on the results made available to me, 49 members have cast their votes on the e-voting platform and I have annexed to this report, the details of the e-voting results for each of the eight agenda items contained in the said notice.

Thanking You.

Yours Faithfully,
For **Santosh Kumar Pradhan**
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad

**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Annexure

I Resolution No. 1:-

Agenda No.	1
Subject matter of resolution	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 st March, 2014 and Statement of Profit & Loss for the year ended March 31, 2014, together with the reports of the Directors and the Auditors thereon.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	49	5,40,44,764	100
Voted in favour (i)	49	5,40,44,764	100
Voted against (ii)	0	0	0
Invalid votes (iii)	0	0	0
Total	49	5,40,44,764	100

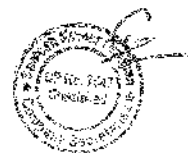


**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

II. Resolution No. 2:-

Agenda No.	2
Subject matter of resolution	To appoint a Director in place of Mr. Bikramjit Ahluwalia (DIN: 00304947), who retires by rotation and being eligible, offers himself for reappointment.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	49	5,40,44,764	100
Voted in favour (i)	49	5,40,44,764	100
Voted against (ii)	0	0	0
Invalid Votes (iii)	0	0	0
Total	49	5,40,44,764	100



SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES

III. Resolution No. 3:-

Agenda No.	3
Subject matter of resolution	To appoint Statutory Auditors of the Company.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	49	5,40,44,764	100
Voted in favour (i)	49	5,40,44,764	100
Voted against (ii)	0	0	0
Invalid Votes (iii)	0	0	0
Total	49	5,40,44,764	100



SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES

IV. Resolution No. 4:-

Agenda No.	4
Subject matter of resolution	To Appoint Mr. Arun Kumar Gupta (DIN: 00371289), as an Independent Director of the Company.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	49	5,40,44,764	100
Voted in favour (i)	49	5,40,44,764	100
Voted against (ii)	0	0	0
Invalid Votes (iii)	0	0	0
Total	49	5,40,44,764	100



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

V. Resolution No. 5:-

Agenda No.	5
Subject matter of resolution	To Appoint Mr. Surinder Kumar Chawla (DIN: 00048001), as an Independent Director of the Company.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	49	5,40,44,764	100
Voted in favour (i)	49	5,40,44,764	100
Voted against (ii)	0	0	0
Invalid Votes (iii)	0	0	0
Total	49	5,40,44,764	100



SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES

VI. Resolution No. 6:-

Agenda No.	6
Subject matter of resolution	To Appoint Dr. Sushil Chandra (DIN: 00502167), as an Independent Director of the Company.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	49	5,40,44,764	100
Voted in favour (i)	49	5,40,44,764	100
Voted against (ii)	0	0	0
Invalid Votes (iii)	0	0	0
Total	49	5,40,44,764	100

Yours Faithfully,
For **Santosh Kumar Pradhan**
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad

MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013, and rule 21(2) of the Companies (Management and administration) Rules, 2014]

**To,
The Chairman
Ahluwalia Contracts (India) Limited
A-177, Okhla Industrial Area,
Phase - I,
New Delhi - 110020**

The 35th Annual General Meeting of the equity Shareholders of Ahluwalia Contracts (India) Limited held on Tuesday, the 30th September, 2014 at 04:00 PM at at Ahlcon Public School, Mayur Vihar, Phase - I, Delhi - 110092.

Dear Sir,

I, Santosh Kumar Pradhan, Practising Company Secretary at 706, 8th Floor, K.M Trade Tower, Hotel Radisson Blu, Ghaziabad - 201010 (U.P) appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 35th Annual General meeting of the equity shareholders of Ahluwalia Contracts (India) Limited, held on 30th September, 2014 at 04:00 PM, hereby submit my report as under:

- 1.** After the time fixed for closing of the poll by the Chairman, Two(2) ballot boxes kept for polling were locked in my presence with due identification marks placed by them.
- 2.** The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the company/ Registrar and Transfer Agents of the Company and the authorizations/ Proxies lodged with the company.
- 3.** The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the poll is as under:

(a) Resolution No. 1: Ordinary Resolution.

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and Statement of Profit & Loss for the year ended March 31, 2014, together with the reports of the Directors and the Auditors thereon

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
75	10,10,352	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
7*	28

* It includes:

1. One Ballot Paper which is totally blank.
2. Four Ballot papers, who do not hold shares on the cut off date.
3. Two ballot papers, where number of shares not mentioned in the ballot paper.



(b) Resolution No.2: Ordinary resolution.

To appoint a Director in place of Mr. Bikramjit Ahluwalia (DIN: 00304947), who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
75	1010352	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose voted were declared invalid	Total number of votes cast by them
7*	28

* It includes:

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2. Four Ballot papers, who do not hold shares on the cut off date.
3. Two ballot papers, where number of shares not mentioned in the ballot paper.



(c) Resolution No. 3: Ordinary Resolution

To appoint Statutory Auditors of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
74	22218	2.199

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	988134	97.801

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
7*	28

* It includes:

1. One Ballot Paper which is totally blank.
2. Four Ballot papers, who do not hold shares on the cut off date.
3. Two ballot papers, where number of shares not mentioned in the ballot paper.



(d) Resolution No. 4: Ordinary Resolution

To Appoint Mr. Arun Kumar Gupta (DIN: 00371289), as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
74	22218	2.199

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	988134	97.801

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose voted were declared invalid	Total number of votes cast by them
7*	28

* It includes:

1. One Ballot Paper which is totally blank.
2. Four Ballot papers, who do not hold shares on the cut off date.
3. Two ballot papers, where number of shares not mentioned in the ballot paper.



(e) Resolution No. 5: Ordinary Resolution

To Appoint Mr. Surinder Kumar Chawla (DIN: 00048001), as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
74	22218	2.199

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	988134	97.801

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
7*	28

* It includes:

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2. Four Ballot papers, who do not hold shares on the cut off date.
3. Two ballot papers, where number of shares not mentioned in the ballot paper.



(f) Resolution No. 6: Ordinary Resolution

To Appoint Dr. Sushil Chandra (DIN: 00502167), as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
74	22218	2.199

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	988134	97.801

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
7*	28

* It includes:

1. One Ballot Paper which is totally blank.
2. Four Ballot papers, who do not hold shares on the cut off date.
3. Two ballot papers, where number of shares not mentioned in the ballot paper.



5. A Compact disc (CD) Containing a list of shareholders who voted "for", "Against" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the board for safe keeping.

Thanking You
For **Santosh Kumar Pradhan**
(Practicing Company Secretary)



A handwritten signature of Santosh Kumar Pradhan, written in black ink, located to the right of the circular stamp.

Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad
Date: 1st October, 2014.



1st October, 2014

The Chairman
Ahluwalia Contracts (India) Limited
A-177, Okhla Industrial Area,
Phase - I,
New Delhi - 110020

Sub: Scrutinizer's Report on e-Voting and poll process conducted pursuant to the provisions of Listing Agreement and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8th Floor, K.M. Trade Tower, Hotel Radisson Blu, Ghaziabad-201010 had been appointed as the Scrutinizer by the Board of Directors of **Ahluwalia Contracts (India) Limited** (the Company) having its registered office at **A-177, Okhla Industrial Area, Phase - I, New Delhi - 110020** vide resolution dated 14th August, 2014, pursuant to the provisions of the Listing Agreement and Section 108 of Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 to scrutinize the e-voting and physical poll process by the shareholders in respect of the below mentioned resolutions to be passed at the 35th Annual General Meeting (AGM) of the Company to be held on Tuesday, 30th September, 2014 at 04:00 PM at Ahlcon Public School, Mayur Vihar, Phase - I, Delhi - 110092.

The notice dated 14th August, 2014 convening AGM of the Company were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 30th September, 2014.

The Company has availed the e-Voting facility offered by CDSL (Central Depository Services Limited) for conducting e-Voting by the Shareholders of the Company. The Shareholders of the Company holding shares as on the "Cut-off" date i.e. 29th August, 2014 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 6 in the notice convening of the 35th AGM of the Company.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the CDSL (Central Depository Services Limited) e-Voting platform and the poll papers received



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

respectively. Based on the results made available to me, 49 members have cast their votes on the e-voting platform and 82 members have casted their vote physically through poll papers. I have annexed to this report, the details of the e-voting results and physical mode for each of the five agenda items contained in the said notice.

Thanking You.

Yours Faithfully,
For **Santosh Kumar Pradhan**
(Practising Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad

**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Annexure

I Resolution No. 1:-

Agenda No.	1
Subject matter of resolution	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 st March, 2014 and Statement of Profit & Loss for the year ended March 31, 2014, together with the reports of the Directors and the Auditors thereon.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total
	e-Voting	Physical	Total	e-Voting	Physical	Total	
Total Received	49	82	131	5,40,44,764	10,10,352	5,50,55,116	100
Voted in favour (i)	49	75	124	5,40,44,764	10,10,352	5,50,55,116	100
Voted against (ii)	0	0	0	0	0	0	0
Invalid Vote (iii)*	0	7	7	0	28	28	--
Total (i+ii)	49	82	131	5,40,44,764	--	--	100

* It includes:

1. One Ballot Paper which is totally blank.
2. Four Ballot papers, who do not hold shares on the cut off date.
3. Two ballot papers, where number of shares not mentioned in the ballot paper.



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

II. Resolution No. 2:-

Agenda No.	2
Subject matter of resolution	To appoint a Director in place of Mr. Bikramjit Ahluwalia (DIN: 00304947), who retires by rotation and being eligible, offers himself for reappointment.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of total
	e-Voting	Physical	Total	e-Voting	Physical	Total	
Total Received	49	82	131	5,40,44,764	10,10,352	5,50,55,116	100
Voted in favour (i)	49	75	124	5,40,44,764	10,10,352	5,50,55,116	100
Voted against (ii)	0	0	0	0	0	0	0
Invalid Vote (iii)*	0	7	7	0	28	28	--
Total (i-iii)	49	82	131				100

* It includes:

1. One Ballot Paper which is totally blank.
2. Four Ballot papers, who do not hold shares on the cut off date.
3. Two ballot papers, where number of shares not mentioned in the ballot paper.



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

III. Resolution No. 3:-

Agenda No.	3
Subject of resolution	To appoint Statutory Auditors of the Company.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of total
	e-Voting	Physical	Total	e-Voting	Physical	Total	
Total Received	49	82	131	5,40,44,764	10,10,352	5,50,55,116	100
Voted in favour (i)	49	74	123	5,40,44,764	22,218	5,40,66,982	98.21
Voted against (ii)	0	1	1	0	9,88,134	9,88,134	1.79
Invalid Vote (iii)*	0	7	7	0	28	28	--
Total (i+ii)	49	82	131	--	--	--	100

* It includes:

1. One Ballot Paper which is totally blank.
2. Four Ballot papers, who do not hold shares on the cut off date.
3. Two ballot papers, where number of shares not mentioned in the ballot paper.



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

IV. Resolution No. 4:-

Agenda No.	4
Subject matter of resolution	To Appoint Mr. Arun Kumar Gupta (DIN: 00371289), as an Independent Director of the Company.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of total
	e-Voting	Physical	Total	e-Voting	Physical	Total	
Total Received	49	82	131	5,40,44,764	10,10,352	5,50,55,116	100
Voted in favour (i)	49	74	123	5,40,44,764	22,218	5,40,66,982	98.21
Voted against (ii)	0	1	1	0	9,88,134	9,88,134	1.79
Invalid Vote (iii)*	0	7	7	0	28	28	--
Total (i+ii)	49	82	131				100

* It includes:

1. One Ballot Paper which is totally blank.
2. Four Ballot papers, who do not hold shares on the cut off date.
3. Two ballot papers, where number of shares not mentioned in the ballot paper.



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

V. Resolution No. 5:-

Agenda No.	5
Subject matter of resolution	To Appoint Mr. Surinder Kumar Chawla (DIN: 00048001), as an Independent Director of the Company.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of total
	e-Voting	Physical	Total	e-Voting	Physical	Total	
Total Received	49	82	131	5,40,44,764	10,10,352	5,50,55,116	100
Voted in favour (i)	49	74	123	5,40,44,764	22,218	5,40,66,982	98.21
Voted against (ii)	0	1	1	0	9,88,134	9,88,134	1.79
Invalid Vote (iii)*	0	7	7	0	28	28	--
Total (i+ii+iii)	49	82	131	--	--	--	100

* It includes:

1. One Ballot Paper which is totally blank.
2. Four Ballot papers, who do not hold shares on the cut off date.
3. Two ballot papers, where number of shares not mentioned in the ballot paper.



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

VI. Resolution No. 6:-

Agenda No.	6
Subject matter of resolution	To Appoint Dr. Sushil Chandra (DIN: 00502167), as an Independent Director of the Company.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of total
	e-Voting	Physical	Total	e-Voting	Physical	Total	
Total Received	49	82	131	5,40,44,764	10,10,352	5,50,55,116	100
Voted in favour (i)	49	74	123	5,40,44,764	22,218	5,40,66,982	98.21
Voted against (ii)	0	1	1	0	9,88,134	9,88,134	1.79
Invalid Vote (iii)*	0	7	7	0	28	28	---
Total (i+ii)	49	82	131				100

* It includes:

1. One Ballot Paper which is totally blank.
2. Four Ballot papers, who do not hold shares on the cut off date.
3. Two ballot papers, where number of shares not mentioned in the ballot paper.



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Yours Faithfully,
For Santosh Kumar Pradhan
(Practising Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad