

# INTERNATIONAL CONSTRUCTIONS LIMITED

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September 30, 2021

To

Listing Department,  
The National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E) Mumbai - 400 051.

Sub: Proceedings of the 38<sup>th</sup> Annual General Meeting of the Company held on Thursday, September 30, 2021.

Ref: Compliance of Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation")

Dear Sir/Madam,

This is with reference to the 38<sup>th</sup> Annual General Meeting (AGM) of the Company held on Thursday, September 30, 2021 at 11:00 AM at its registered office at Golden Enclave, Corporate Block, Tower B1, 5<sup>th</sup> Floor, HAL Old Airport Road, Bengaluru – 560 017 and the business mentioned in the Notice dated August 31, 2021 were transacted.

In this regard, Please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure - I
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure - II.
- (3) Report of Scrutinizer dated September 30, 2021, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

Thanking You

Yours Sincerely,  
For International Constructions Limited



**Nitesh Kumar Jain**  
**Company Secretary & Compliance Officer**

**Encl.:** as above

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CIN: L45309KA1983PLC038816

Regd. Office: Golden Enclave, Corporate Block, Tower B1, 5<sup>th</sup> Floor, HAL Old Airport Road, Bengaluru – 560 017  
Tel: +91-80-49411700, Ext: 210, Fax: +91-80-49411700, email: info@addgroup.co.in

# INTERNATIONAL CONSTRUCTIONS LIMITED

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Annexure - I

## **Summary of proceedings of the 38<sup>th</sup> Annual General Meeting**

The 38<sup>th</sup> Annual General Meeting (AGM) of the Members of M/s International Constructions Limited ('the Company') was held on Thursday, September 30, 2021 at 11.00 A.M at its Registered Office at the Golden Enclave, Corporate Block, Tower B1, 5<sup>th</sup> Floor, HAL Old Airport Road, Bengaluru – 560 017.

Mr. Anil Kumar Sethi, Chairman & Managing Director of the Company, Chaired the meeting.

He welcomes all the Shareholders, fellow Directors, Auditors and Company Officials to the 38<sup>th</sup> Annual General Meeting of the Company.

The Chairman informed the Members that the Company has taken all requisite safety steps in view of the COVID - 19 pandemic to enable Members to participate and vote at the AGM.

The requisite quorum being present at the meeting, the Chairman called the meeting to order. The Statutory Auditors and Scrutinizer were also present. Thereafter, Chairman called upon the name of the Directors who have attended the meeting to introduce themselves. The following director and senior management were present in the meeting:

Name of the Director	Category / Designation
Mr. Anil Kumar Sethi	Chairman and Managing Director
Mr. Rajesh Kandoi	Independent Director and Chairman of the Audit Committee, Remuneration Committee and Stakeholders Relationship Committee.
Mrs. Priti Devi Sethi	Non-Executive Director

### **INVITEES:-**

Mr. G. L. Kothari	G. L. Kothari & Co., Chartered Accountants, Statutory Auditors.
Mr. Avneep Mehta	Partner, M O J & Associates, Internal Auditors of the Company
Mr. Rahul Aggarwal	Scrutinizer for the meeting.

### **IN ATTENDANCE:**

Mr. Nitesh Kumar Jain	Company Secretary & Compliance Officer,
Mr. Om Prakash Sharma	CFO

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Chairman informed the Members that the necessary Registers and documents referred to in the Notice of the 38<sup>th</sup> AGM were available for inspection as stated in the said Notice.

With the consent with the members present, the Notice convening the 38<sup>th</sup> AGM of the Company was taken as read.

Chairman appraised to the members that the Annual Report for FY 2020-21 has already been circulated to all the members, whose e-mail id's were registered with the Company as on 08.09.2021. For those shareholders whose e-mail id's were not available with the Company, the Annual Report was uploaded on website of the Company, the Stock Exchange and our e-voting agency; he has taken the same as read. Further, as there are no qualifications or comments or remarks in the Statutory Auditors Report and the Secretarial Auditor's Report for the financial year ended 31<sup>st</sup> March, 2021, he has taken the same as read.

Chairman further informed that the members that pursuant to the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Clause 8 of Secretarial Standards-2 (SS-2) of The Institute of Company Secretaries of India, and regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting. It was further informed that there would be no voting by show of hands.

Chairman informed the members that Mr. Rahul Aggarwal, Practicing Company Secretary, Bangalore has been appointed as scrutinizer to scrutinize the vote cast through the remote e-voting platform and poll voting at the AGM. The Chairman declared that results of remote e-voting and Poll voting at the AGM would be announced after the AGM and the Results along with the Scrutinizer's report would be uploaded on website of the Company and on the website of NSE and the same shall also be intimated to the Stock Exchange.

The following items of business, as per the Notice of AGM dated August 31, 2021, were transacted at the meeting.

Sr. No.	Details of Resolutions	Resolution Required (Special / Ordinary)	Mode of Voting	Remarks
1	To receive, consider, approve and adopt the standalone and consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.	Ordinary Resolution	Remote E-voting and through Ballot at AGM	Passed with requisite majority

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2	To appoint a Director in place of Mrs. Priti Devi Sethi (DIN: 00635846), who retires by rotation and, being eligible, offers herself for reappoint, in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.	Ordinary Resolution	Remote E-voting and through Ballot at AGM	Passed with requisite majority

Clarifications were provided to the queries raised by the members.

On completion of the voting process, the meeting concluded at 11:55 A.M.

9 members were present in person and 1 through Proxy at the AGM.

This is for your information and records.

Thanking you,

Yours Sincerely,

For International Constructions Limited



**Nitesh Kumar Jain**  
**Company Secretary & Compliance Officer**

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## Annexure - II Voting results

	International Constructions Limited- 38 <sup>th</sup> Annual General Meeting (AGM) Voting Results
Date of the AGM	30-09-2021
Total number of shareholders on record date	380
No. of shareholders present in the meeting either in person or through proxy:	10
Promoters and Promoter Group:	5
Public:	5
No. of Shareholders attended the meeting through Video	NA
Promoters and Promoter Group:	-
Public:	-

Resolution required: (Ordinary/ Special)	Ordinary -1. To receive, consider, approve and adopt the standalone and consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.
Whether promoter/ Promoter group are interested in the	No

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## INTERNATIONAL CONSTRUCTIONS LIMITED

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes -against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2725470	1838370	67.45	1838370	Nil	100.00	Nil
	Poll		Nil	0.00	Nil	Nil	0.00	Nil
	Ballot		887100	32.55	887100	Nil	100.00	-
Public-Institutions	E-Voting	Nil	Nil	0.00	Nil	Nil	0.00	Nil
	Poll		Nil	0.00	Nil	Nil	0.00	Nil
	Ballot		Nil	0.00	Nil	-	0.00	-
Public- Non Institutions	E-Voting	908490	671297	73.90	671097	200	99.97	0.03
	Poll		Nil	0.00	Nil	Nil	0.00	Nil
	Ballot		Nil	0.00	Nil	Nil	0.00	Nil
<b>TOTAL</b>		<b>3633960</b>	<b>3396767</b>		<b>3161134</b>	<b>200</b>		

Accordingly, the above resolution is declared as passed as an **Ordinary Resolution** with requisite majority

Resolution required: (Ordinary/Special)	Ordinary - 2. To appoint a Director in place of Mrs. Priti Devi Sethi (DIN: 00635846), who retires by rotation and, being eligible, offers herself for reappoint, in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	E-Voting	2725470	857370	31.46	857370	Nil	100.00	Nil
	Poll		Nil	0.00	Nil	Nil	0.00	Nil
	Ballot		Nil	0.00	Nil	Nil	0.00	Nil
Public- Institutions	E-Voting	Nil	Nil	0.00	Nil	Nil	0.00	Nil
	Poll		Nil	0.00	Nil	Nil	0.00	Nil
	Ballot		Nil	0.00	Nil	Nil	0.00	Nil
Public- Non Institutions	E-Voting	908490	671297	73.90	671097	200	99.97	0.03
	Poll		Nil	0.00	Nil	Nil	0.00	Nil
	Ballot		Nil	0.00	Nil	Nil	0.00	Nil
<b>TOTAL</b>		<b>3633960</b>	<b>1528667</b>		<b>1528467</b>	<b>200</b>		

Accordingly, the above resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

For **International Constructions Limited**



**Nitesh Jain**  
**Company Secretary & Compliance Officer**

CIN: L45309KA1983PLC038816

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**Rahul Aggarwal**  
Practicing Company Secretary

**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and applicable Rules and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To

The Chairman  
M/s International Constructions Limited

**38<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of M/s International Constructions Limited** held on Thursday, September 30<sup>th</sup>, 2021 at 11.00 A.M.

Dear Sir,

I, **Rahul Aggarwal, Practicing Company Secretary**, have been appointed as a **Scrutinizer** by the Board of Directors of M/s International Constructions Limited (the "Company") for the purpose of:

- a) Scrutinizing the remote e-voting process under the provisions of Section 108 of The Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of the all the resolutions contained in the notice to the AGM dated 31<sup>st</sup> of August, 2021 of the 38<sup>th</sup> Annual general Meeting of members; and
- b) Scrutinizing the voting by ballot papers at the venue of the AGM, for those who had not cast their vote earlier, in a fair and transparent manner and ascertaining the requisite majority for the said voting's as per the provisions of the Companies Act 2013, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirement of the 2013 Act and Rules relating to remote e-voting and voting by ballot paper at the venue of the AGM on the resolution so contained in the notice of the AGM. My responsibility as a Scrutinizer for the e-voting process and voting by ballot paper at venue of the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution(s) set out in the notice convening the Annual General Meeting, based on the reports generated from the e-voting system provided by the Central Depositories Services India Limited ("CDSL"), the authorized agency engaged by the Company for providing e-voting facilities to its shareholders.

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Reg. address: D-1201, Salarpuria Melody, Nayandahalli, Mysore Road,  
Bangalore-560039, Karnataka, India  
Ph: +91 98443 20530 | email ID: rahul@csra.in







**Rahul Aggarwal**  
Practicing Company Secretary

I submit herewith my combined report on the results of remote e-voting conducted before the AGM and voting by ballot paper conducted during the AGM as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Monday, September 27, 2021 to 05:00 P.M. IST on Wednesday, September 29, 2021.
2. The Annual Report, the Notice of the AGM and the e-voting instruction slip was sent by electronic mode to those Members whose e-mail addresses were registered with the Company or CDSL / NSDL ("Depository").
3. The voting rights were reckoned as on Thursday September 23, 2021, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting by ballot paper at the AGM.
4. The Company has also provided ballot papers at the venue of the AGM to enable the shareholders to cast the votes in case the same has not been casted by them through remote e-voting. The preference will be given to votes casted by the electronic mode over the ballot papers.
5. After the conclusion of the AGM, the votes cast were unblocked on Thursday, September 30, 2021 around 1:30 PM in presence of two Witnesses, namely Ms. Arti Bandna and Mr. Siddharth Patil who are not in employment of the Company.
6. Thereafter, we have scrutinized the votes cast through remote e-voting conducted before the AGM and voting by ballot paper conducted during the AGM and reconciled the same with the records maintained by the Company/ NSDL/CDSL/ Registrar and Transfer Agents of the Company.
7. The combined result of remote e-voting and voting by ballot paper during AGM are as under:





**Rahul Aggarwal**  
Practicing Company Secretary

**Results of Remote E-Voting and Voting by Ballot Paper during the AGM of International Construction Limited**

**Ordinary Business:**

**Item No: 1**

To receive, consider, approve and adopt the standalone and consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the reports of the Board of Directors and the Auditors thereon.

Passed as an Ordinary Resolution as follows:

i) Details of Votes in favour and against the resolution:

	Remote e-voting before the AGM		Voting by Ballot Paper at the AGM		Total		Percent- age(%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution	15	2509467	1	887100	16	3396567	99.99
Votes against the resolution	1	200	0	0	1	200	0.01
<b>Total</b>	<b>16</b>	<b>2509667</b>	<b>1</b>	<b>887100</b>	<b>17</b>	<b>3396767</b>	<b>100</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting	-	-	-	-
Voting by Ballot Paper at the AGM	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM has been passed by the members through Voting by Ballot Paper during the AGM and through remote e-voting with requisite majority.

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Bangalore-560039, Karnataka, India  
Ph: +91 98443 20530 | email ID: rahul@csra.in







**Rahul Aggarwal**  
Practicing Company Secretary

**Item No: 2**

To appoint Mrs. Priti Devi Sethi, Director of the Company who retires by rotation at the ensuing Annual General Meeting as per provisions of the Companies Act, 2013, and being eligible to offers herself for re-appointment.

**Passed as an Ordinary Resolution as follows:**

**i) Details of Votes in favour and against the resolution:**

	Remote e-voting before the AGM		Voting by Ballot Paper at the AGM		Total		Percentage (%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution	13	1528467	0	0	13	1528467	99.99
Votes against the resolution	1	200	0	0	1	200	0.01
<b>Total</b>	14	1528667	0	0	14	1528667	100

**ii) Details of Invalid and Abstained Votes:**

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting	-	-	2	981000
Voting by Ballot Paper at the AGM	-	-	1	887100
<b>Total</b>	-	-	3	1868100

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM has been passed by the members through Voting by Ballot Paper during the AGM and through remote e-voting with requisite majority.



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**Rahul Aggarwal**  
Practicing Company Secretary

The electronic data and all other relevant records relating to remote e-voting and Voting by Ballot Paper during the AGM are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the AGM.

Thanking you,

Yours faithfully,



Rahul Aggarwal  
Practicing Company Secretary  
Membership No. 42939  
CP No. 19315  
UDIN: A042939C001052387

Place: Bangalore  
Date: September 30, 2021

Witnesses:

1. Arti Bandna *Arti*  
116/117, 1<sup>st</sup> Floor, 1<sup>st</sup> Cross, 5<sup>th</sup> Block.
2. Siddharth Patil *Patil*  
BSK 3<sup>rd</sup> Stage, Bhuvaneshwarinagar - 560085  
Dr. Vishnuvardhan Rd., 5<sup>th</sup> Block, 2<sup>nd</sup> Phase  
Banashankari - 560085

Counter signed by:  
For International Constructions Limited

Nitesh Kumar Jain  
Company Secretary  
Place: Bangalore  
Date: September 30, 2021

