



CS Rahul Aggarwal
ACS, CFA, MBL

Rahul A & Associates
Practicing Company Secretaries

SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
International Constructions Limited (the "Company"),
CIN: L45309KA1983PLC038816
Registered Office: Golden Enclave, Corporate Block,
Tower B1, 5th Floor, HAL Old Airport Road,
Bengaluru - 560 017

Dear Sir,

Sub: Scrutinizer's Report on Special Resolution proposed for shareholders' approval through postal ballot by Postal Ballot Paper and Remote E-Voting Process ("e-voting") in accordance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules") as amended.

I, Rahul Aggarwal, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the voting through Postal Ballot by postal ballot papers and remote e-voting means ("e-voting") on the resolutions in a fair and transparent manner in respect of the Special Resolutions as stated in the Postal Ballot Notice dated May 03, 2023 under the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended.

The management of the Company is responsible to ensure the compliance with the requirement of the Act and Rules framed thereunder relating to voting through Postal Ballot process by remote e-voting (e-voting) on the resolutions as stated in the Postal Ballot Notice. My responsibility as a Scrutinizer is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution(s) mentioned in the Postal Ballot Notice dated May 03, 2023, based on the postal ballot forms received by me and the reports generated from the e-voting system provided by the Central Depository Services (India) Limited ("CDSL"), the authorized agency engaged by the Company for providing remote e-voting facilities to its shareholders.

Reg. address: D-1201, Salarpuria Melody, Nayandahalli, Mysore Road,
Bangalore-560039, Karnataka, India
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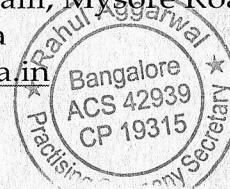
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I submit herewith my report on the results of remote e-voting conducted and voting by postal ballot paper as under:

1. On Wednesday, May 03, 2023, the Company has completed the dispatch of the Notice of Postal Ballot along with the Explanatory Statement through in the manner as prescribed under the provisions of the Companies Act, 2013, to all its Equity Shareholders whose name(s) appeared on the Register of Members /list of Beneficial owners as on the cut-off date, i.e., Friday, April 28, 2023 and to all Directors, Auditors of the company, seeking approval of the members of the Company by way of Special Resolution for the agenda items mentioned in Postal Ballot Notice dated May 03, 2023.
2. The Postal Ballot process has been conducted in accordance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 [including any amendment(s)/ modification(s)/ re- enactment(s) thereto]. The Company had provided remote E-voting facility to its Shareholders and had engaged the services of CDSL for this purpose. The Company has also given the option, as an alternative, to Shareholders to download the form for postal ballot and send the same duly filled in and signed to the Scrutinizer for the Postal Ballot process.
3. The members were also informed that the Postal Ballot Notice along with the Explanatory Statement was placed on the Company's website at www.inltd.co.in.
4. The voting through Postal Ballot and remote E-Voting commenced on Sunday, May 07, 2023 at 9.00 A.M. (IST) and had ended on Monday, June 05, 2023 at 5.00 P.M. (IST).
5. After the time fixed for closing of the Postal Ballot and E-Voting process, i.e., on Monday, June 05, 2023 at 5.00 P.M. (IST), I have downloaded the report of E-voting from the CDSL. The Report was tabulated and the data reading the final E-voting was diligently scrutinized.
6. The Particulars of all Postal Ballots and Electronic votes received/ casted by the Equity Shareholders have been entered in the Electronic register separately maintained for the purpose.

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7. All Postal Ballot forms and e-votes received up to 5.00 P.M. on Monday, June 05, 2023., being the last date and time fixed by the Company for receipt of the forms, were considered for scrutiny.
8. There are no invalid Postal Ballot forms.
9. On proper scrutiny of all the Postal Ballot forms and E-votes, the summary of the Postal Ballot and Remote E-Votes received from the Shareholders was prepared and the same is given in the Annexure annexed with this Report.
10. Based on the scrutiny of the votes cast through Postal Ballot and e-voting, I hereby report that:
 - i) as the number of votes cast in favour of the Special Resolution is more than three times the number of the votes cast against the Special Resolution, the Special Resolution No. 1 as contained in the Notice of Postal Ballot dated May 03. 2023, has been passed with the requisite majority, as per the provisions of the Companies Act, 2013;
 - ii) as the number of votes cast in favour of the Special Resolution is more than three times the number of the votes cast against the Special Resolution, the Special Resolution No. 2 as contained in the Notice of Postal Ballot dated May 03. 2023, has been passed with the requisite majority, as per the provisions of the Companies Act, 2013;
 - iii) as the number of votes cast in favour of the Special Resolution is more than three times the number of the votes cast against the Special Resolution, the Special Resolution No. 3 as contained in the Notice of Postal Ballot dated May 03. 2023, has been passed with the requisite majority, as per the provisions of the Companies Act, 2013;



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11. The Postal Ballot forms and all other relevant records were sealed and handed over to the Company Secretary for Safekeeping.
12. You are requested to declare the said Voting Results to the Shareholders of the Company.

Thanking you,
For Rahul A & Associates



Rahul Aggarwal
Practicing Company Secretary
Scrutinizer
Membership No. 42939
CP No. 19315
UDIN: A042939E000468892
PR. No.- 2688/2022

Place: Bangalore
Date: 08-06-2023

Enclosure: Annexure-1



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Annexure-1

Results of Remote E-Voting and Voting by Postal Ballot Paper of International
Construction Limited

Special Business:

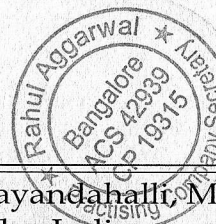
Item No: 1

ALTERATION BY ADOPTING THE NEW SET OF THE ARTICLES OF ASSOCIATION
OF THE COMPANY AS PER "TABLE F" OF SCHEDULE I OF COMPANIES ACT, 2013

Passed as a Special Resolution as follows:

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

	Remote E-voting		Voting by Postal Ballot Paper		Total		Percentage of Total (%)
	No. of members voted	No. of votes casted	No. of member s voted	No. of votes casted	No of member s	No. of votes casted	
A. Votes in favour of Resolution							
Promoters and Promoter group	4	3508182	0	0	4	3508182	99.63
Public Institution	0	0	0	0	0	0	0
Public Non- Institution	11	11,750	0	0	11	11,750	0.33
Total (A)	15	3519932	0	0	15	3519932	99.96



[Handwritten Signature]

.....continued

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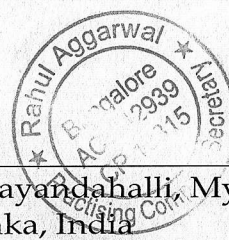
B. Votes against the resolution							
Promoters and Promoter group	0	0	0	0	0	0	0
Public Institution	0	0	0	0	0	0	0
Public Non-Institution	3	1482	0	0	3	1482	0.04
Total (B)	3	1482	0	0	3	1482	0.04
Grand Total (A+B)	18	3521414	0	0	18	3521414	100

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				
Promoters and Promoter group	0	0	0	0
Public Institution	0	0	0	0
Public Non-Institution	0	0	0	0
Total				
Promoters and Promoter group	0	0	0	0
Public Institution	0	0	0	0
Public Non-Institution	0	0	0	0
Total	0	0	0	0

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Item No: 2

TO CONSIDER AND APPROVE BUY-BACK OF EQUITY OF THE COMPANY AND RELATED MATTERS

Passed as a Special Resolution as follows:

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

	Remote E-voting		Voting by Postal Ballot Paper		Total		Percentage of Total (%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
A. Votes in favour of Resolution							
Promoters and Promoter group	4	3508182	0	0	4	3508182	99.63
Public Institution	0	0	0	0	0	0	0
Public Non-Institution	10	11705	0	0	10	11705	0.33
Total (A)	14	3519887	0	0	14	3519887	99.96
B. Votes against the resolution							
Promoters and Promoter group	0	0	0	0	0	0	0
Public Institution	0	0	0	0	0	0	0
Public Non-	4	1527	0	0	4	1527	0.04



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Institution							
Total (B)	4	1527	0	0	4	1527	0.04
Grand Total (A+B)	18	3521414	0	0	18	3521414	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				
Promoters and Promoter group	0	0	0	0
Public Institution	0	0	0	0
Public Non-Institution	0	0	0	0
Promoters and Promoter group	0	0	0	0
Public Institution	0	0	0	0
Public Non-Institution	0	0	0	0
Total	0	0	0	0



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Item No: 3

ADDITION, ALTERATION & DELETION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF COMPANY

Passed as a Special Resolution as follows:

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

	Remote E-voting		Voting by Postal Ballot Paper		Total		Percentage of Total (%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
A. Votes in favour of Resolution							
Promoters and Promoter group	4	3508182	0	0	4	3508182	99.63
Public Institution	0	0	0	0	0	0	0
Public Non-Institution	11	11,750	0	0	11	11,750	0.33
Total (A)	15	3519932	0	0	15	3519932	99.96
B. Votes against the resolution							
Promoters and Promoter group	0	0	0	0	0	0	0
Public Institution	0	0	0	0	0	0	0
Public Non-	3	1482	0	0	3	1482	0.04



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Institution							
Total (B)	3	1482	0	0	3	1482	0.04
Grand Total (A+B)	18	3521414	0	0	18	3521414	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				
Promoters and Promoter group	0	0	0	0
Public Institution	0	0	0	0
Public Non-Institution	0	0	0	0
Promoters and Promoter group	0	0	0	0
Public Institution	0	0	0	0
Public Non-Institution	0	0	0	0
Total	0	0	0	0



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Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 1, Item No.2 and Item No.3 of the Postal Ballot Notice has been passed by the members through Voting by Postal Ballot Paper and through remote E-voting with requisite majority under the provisions of the Companies Act, 2013.

The electronic data and all other relevant records relating to remote e-voting and Voting by Postal Ballot Paper during the process are under my safe custody and will be handed over to the Company Secretary for preserving safely.

Thanking you,
Yours faithfully,
For Rahul A & Associates

Rahul Aggarwal
Practicing Company Secretary
Scrutinizer
Membership No. 42939 | CP No. 19315
UDIN: A042939E000468892
PR. No.- 2688/2022



Place: Bangalore
Date: 08-06-2023

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