

INTERNATIONAL CONSTRUCTIONS LIMITED

Declaration of results on the voting on resolution(s) set out in the Notice of the 37th Annual General Meeting of the Company held through Video Conferencing ("VC") and Other Audio Visual Means ("OAVM") on Wednesday, September 30, 2020

The 37th Annual General Meeting (AGM) of the Members of International Constructions Limited ('the Company') was held on Wednesday, September 30, 2020 at 3.00 P.M through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in accordance with the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No.20/2020 dated 5th May 2020 read with Circular No. 14/2020 dated 8th April 2020 and Circular No. 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") ' and Circular dated 12th May, 2020 issued by the SEBI, to seek the approval of the members on the Resolution(s) as set out in the Notice dated 27th August, 2020.

Further, pursuant to the provisions of section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (as amended) and Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with MCA circulars, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also provided e-voting platform to the shareholders, who were present at the 37th Annual General Meeting through video conferencing/ other audio visual means and who had not cast their vote through remote e-voting on the resolution as set out in the notice.

The Company has appointed Mr. Rahul Aggarwal, Practicing Company Secretary, Bangalore as the Scrutinizer for scrutinizing the e-voting process and for ascertaining the requisite majority.

Accordingly, the Scrutinizer has submitted his combined report on remote e-voting and voting at the 37th Annual General Meeting of the Company dated 30th September, 2020 which is attached hereto.

Based on the report of the Scrutinizer dated 30th September, 2020, it is hereby declare that the Resolutions under item no(s). 1 to 4 set out in the notice dated 27.08.2020, as detailed herein below, have been duly passed by the shareholders with requisite majority.

For **International Constructions Limited**

 

Nitesh Jain
Company Secretary & Compliance Officer

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Result of the Remote e-voting and e-voting at the meeting on the businesses transacted at the 37th Annual General Meeting of the Company held on Wednesday, September 30, 2020.

Particulars	International Constructions Limited- 37 th Annual General Meeting (AGM) Voting Results.
Date of the AGM	30-09-2020
Total number of shareholders on record date	292
No. of shareholders present in the meeting either in person or through proxy	0
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM)	15
Promoters and Promoter Group:	4
Public:	11

CIN: L45309KA1983PLC038816

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

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Resolution required: (Ordinary/ Special)	Ordinary -1. Adoption of the audited standalone and consolidated financial statements of the company for the financial year ended 31 st March, 2020, together with the reports of the Board of Directors and the Auditors thereon.
Whether promoter/ Promoter group are interested in the agenda/resolution?	NO

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	2725470	100	2725470	Nil	100	Nil
	E-voting at the Meeting		0	0.00	0	0	0.00	0
	Ballot (if applicable)		NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	0	0	0	0	0	0.00	0
	E-voting at the Meeting		0	0	0	0	0.00	0
	Ballot (if applicable)		NA	NA	NA	NA	NA	NA
Public- Non Institutions	E-Voting	908490	694875	76.48	694875	Nil	100	0
	E-voting at the Meeting		4000	0.44	4000	0	100	0
	Ballot (if applicable)		NA	NA	NA	NA	NA	NA

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	applicable)							
	TOTAL	3633960	3424345	0	3424345	0	0	0

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

Resolution required: (Ordinary/ Special)		Ordinary - 2. Re-Appointment of Mrs. Priti Devi Sethi as an Non-executive Director liable to retire by rotation						
Whether promoter/ promoter group are interested in the		Yes						
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	2725470	100	2725470	Nil	100	Nil
	E-voting at the Meeting		0	0.00	0	0	0.00	0
	Ballot (if applicable)		NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	0	0	0	0	0	0.00	0
	E-voting at the Meeting		0	0	0	0	0.00	0
	Ballot (if applicable)		NA	NA	NA	NA	NA	NA
Public- Non Institutions	E-Voting	908490	694875	76.48	694875	Nil	100	0
	E-voting at the Meeting		4000	0.44	4000	0	100	0

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	Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	TOTAL	3633960	3424345		3424345			

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

Resolution required: (Ordinary/ Special)		Special Resolution - 3. Re-appointment of Mr. Anil Kumar Sethi (holding DIN: 00035800) as Managing Director for a period of 3 years with effect from 15 th November 2020 on the terms and conditions set out in the AGM notice.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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	2725470	100	2725470	Nil	100	Nil
	E-voting at the Meeting		0	0.00	0	0	0.00	0
	Ballot (if applicable)		NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	0	0	0	0	-	0.00	-
	E-voting at the Meeting		0	0	0	-	0.00	-
	Ballot (if applicable)		NA	NA	NA	NA	NA	NA
Public- Non	E-Voting	908490	694875	76.48	694875	0	100	0

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Institutions	E-voting at the Meeting		4000	0.44	4000	0	100	0
	Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	TOTAL	3633960	3424345		3424345			

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

Resolution required: (Ordinary/ Special)		Special Resolution - 4. Re-appointment of Mr. Amitava Basu (DIN: 03335477) as an Independent Director for a period of 5 years with effect from 29 th September 2020.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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	2725470	100	2725470	Nil	100	Nil
	E-voting at the Meeting		0	0.00	0	0	0.00	0
	Ballot (if applicable)		NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	0	0	0	0	-	0.00	-
	E-voting at the Meeting		0	0	0	-	0.00	-
	Ballot (if applicable)		NA	NA	NA	NA	NA	NA

INTERNATIONAL CONSTRUCTIONS LIMITED

	applicable)							
Public- Non Institutions	E-Voting	908490	694875	76.48	694875	Nil	76.48	0
	E-voting at the Meeting		4000	0.44	4000	0	0.44	0
	Ballot (if applicable)		NA	NA	NA	NA	NA	NA
TOTAL		3633960	3424345		3424345			

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

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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 of 37th Annual General Meeting ("AGM") of the Equity Shareholders of M/s International Constructions Limited held on Wednesday, September 30th, 2020 at 3.00 P.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

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:

- 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") read with MCA General Circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 5, 2020, MCA General Circular No. 22/2020 dated June 15, 2020 and the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in respect of the all the resolutions contained in the notice to the AGM dated 27th of August, 2020 of the 37th Annual general Meeting of members; and
- Scrutinizing the e-voting facility provided to the shareholders during the AGM through VC/OAVM and who had not cast their vote earlier.

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 for the AGM. My responsibility as a Scrutinizer is to scrutinize remote e-voting and e-voting conducted during the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" and/or "against" the resolutions stated in the Notice of the AGM based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), appointed by the Company to provide remote e-voting and e-voting conducted during the AGM.



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Rahul Aggarwal
Practicing Company Secretary

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

1. The remote e-voting period remained open from 09:00 A.M. IST on Sunday, September 27, 2020 to 05:00 P.M. IST on Tuesday, September 29, 2020.
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 ("Depositories").
3. The voting rights were reckoned as on Wednesday, September 23, 2020, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and e-voting at the AGM.
4. The Company had also provided e-voting facility to the members present at the AGM through VC/OAVM and who had not cast their e-votes earlier through the remote e-voting.
5. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting during the AGM were unblocked on September 30, 2020 at 3.53 PM on the CDSL e-voting platform and downloaded the results.
6. Thereafter, we have scrutinized the votes cast through remote e-voting conducted before the AGM and e-voting 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 e-voting during AGM are as under.





Rahul Aggarwal

Practicing Company Secretary

Results of Remote E-Voting and E Voting 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, 2020, 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		E-voting 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	19	3420345	2	4000	21	3424345	100
Votes against the resolution	0	0	0	0	0	0	0
Total	19	3420345	2	4000	21	3424345	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	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

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 e-voting during the AGM and through remote e-voting with requisite majority.



(Signature)

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Rahul Aggarwal
Practising 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		E-voting 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	19	3420345	2	4000	21	3424345	100
Votes against the resolution	0	0	0	0	21	0	0
Total	19	3420345	2	4000	21	3424345	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	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

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 e-voting during the AGM and through remote e-voting with requisite majority.





Rahul Aggarwal
Practicing Company Secretary

Special Business:

Item No: 3

To Re-appoint Mr. Anil Kumar Sethi (DIN: 00035800), as Managing Director of the Company.

Passed as Special Resolution as follows:

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

	Remote e-voting before the AGM		E-voting 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	19	3420345	2	4000	21	3424345	100
Votes against the resolution	0	0	0	0	0	0	0
Total	19	3420345	2	4000	21	3424345	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	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 3 of the Notice of the AGM has been passed by the members through e-voting during the AGM and through remote e-voting with requisite majority.





Rahul Aggarwal
Practicing Company Secretary

Item No: 4

To Re-appoint Mr. Amitava Basu (DIN: 03335477) as a Non-Executive Independent Director of the Company

Passed as Special Resolution as follows:

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

	Remote e-voting before the AGM		E-voting 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	19	3420345	2	4000	21	3424345	100
Votes against the resolution	0	0	0	0	0	0	0
Total	19	3420345	2	4000	21	3424345	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	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 4 of the Notice of the AGM has been passed by the members through e-voting during the AGM and through remote e-voting with requisite majority.





Rahul Aggarwal
Practicing Company Secretary

The electronic data and all other relevant records relating to remote e-voting and e-voting 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: A042939B000825512

Place: Bangalore

Date: September 30, 2020

Counter signed by:

For International Constructions Limited



Nitesh Kumar Jain
Company Secretary
Place: Bangalore
Date: September 30, 2020