

International Constructions Limited

Regd. Office: Golden Enclave, Corporate Block, Tower C, 3rd Floor, HAL Old Airport Road,
Bengaluru, Karnataka - 560017.

Tel. No. 088-49891637 • CIN: L45309KA1983PLC038816

E mail: info@addgroup.co.in • Website: www.inltd.co.in

NOTICE OF THE 40th ANNUAL GENERAL MEETING

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF INTERNATIONAL CONSTRUCTIONS LIMITED (THE 'COMPANY') WILL BE HELD ON TUESDAY, 14TH NOVEMBER 2023 AT 11:30 AM (IST) AT REGISTERED OFFICE OF THE COMPANY AT GOLDEN ENCLAVE, CORPORATE BLOCK, TOWER C, 3RD FLOOR, HAL OLD AIRPORT ROAD, BENGALURU, KARNATAKA, INDIA, 560017, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2023, statement of Profit & Loss and the Cash Flow Statement of the Company for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

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

"RESOLVED THAT the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint a director in place of Mr. Anil Kumar Sethi (DIN: 00035800), who retires by rotation and being eligible, offers himself for reappointment.

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

"RESOLVED THAT Mr. Anil Kumar Sethi (DIN: 00035800) who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Article of association of the company, and being eligible for re-appointment, has offered himself for re-appointment, be and is hereby re-appointed as the Director of the Company whose office shall be liable to retirement by rotation."

3. To re-appoint M/s. G. L. KOTHARI & CO., Chartered Accountants (Registration Number ICAI – 001445S), Bangalore as Statutory Auditors of the Company for a second term of 5 (five) years and to fix their remuneration:

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the

recommendations of Board of Directors of the Company ("Board"), consent of members of the company be is hereby accorded for the re-appointment of M/s G. L. Kothari & Co., Chartered Accountants (Firm Registration No. with ICAI – 001445S), as Statutory Auditors of the Company for the consecutive second term of 5 (five) years from the close of this 40th Annual General Meeting till the conclusion of the 45th Annual General Meeting, at a remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution."

SPECIAL BUSINESS:

4. REGULARISATION OF ADDITIONAL DIRECTOR MR. DEEPAK SETHI (DIN: 00035756) AS DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Director) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Deepak Sethi (DIN : 00035756), who was appointed as an Additional Director of the Company with effect from 17th August, 2023 by the board of Directors under Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company, whose office shall be liable to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

5. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

To consider and if thought fit, pass with or without modification(s), following resolution as a "SPECIAL RESOLUTION":

"RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested or any Company in which Director of the Company is Director or Member of the Company or to any body corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; as specified in the clause (a) and (b) of explanation to Sub section 2 of Section 185 of the Companies Act, 2013 on such terms and conditions as may be agreed by both the parties including interest, tenure etc and can be amended, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors
For **International Constructions Limited**
Sd-
Nitesh Kumar Jain
Company Secretary

Date: 19.10.2023
Place: Bangalore

Registered Office:

Golden Enclave, Corporate Block,
Tower C, 3rd Floor, HAL Old Airport Road,
Bengaluru – 560 017
(Tele-+91-080-49891637; E-mail: info@addgroup.co.in; Website: www.inltd.co.in)
(CIN: L45309KA1983PLC038816)

Note:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies, in order to be valid shall be lodged, duly executed with the Company at its Registered Office at least forty-eight hours before the commencement of the meeting.
3. The relevant explanatory statement pursuant to Section 102 of Companies Act, 2013 relating to the special business to be transacted at the Meeting is attached hereto.
4. Members are requested to promptly notify any change in their postal address/ E-mail address to the Registered Office of the Company.
5. Members/Proxies should bring the attendance slip duly filled in and signed for attending the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the Meeting.
7. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
8. Necessary documents shall be available for inspection at any time during the working hours from Monday to Friday at the Registered Office of the Company.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from 07/11/2023 to 13/11/2023 (both days inclusive).
10. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form and such requests may be made to the Company's Registrar and Share Transfer Agents at under the ISIN INE845C01016 with the depositories NSDL & CDSL.

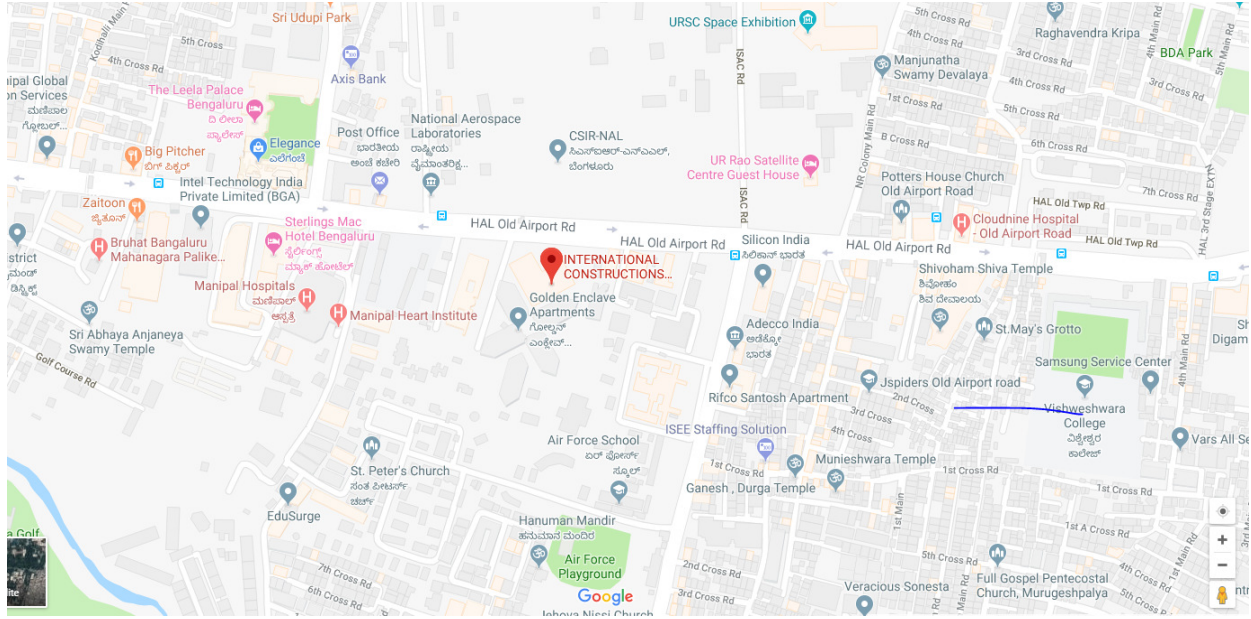
M/s. Niche Technologies Private Limited
Unit: M/s International Constructions Limited
D 511, Bagree Market, 71, B. R. B. Basu Road, Kolkata-700001
Phone: 033 – 22357270 / 7271 / 3070; Fax: 033 – 2215 6823
E-mail: nichetechpl@nichetechpl.com

11. Members may note that the Annual Report 2022-23 shall be available on the Company's website at www.inltd.co.in.
12. The AGM Notice is also disseminated on the website of the Company at www.inltd.co.in.
13. The Board of Directors has appointed Mr. Rahul Aggarwal, Practicing Company Secretary, Bangalore as the Scrutinizer to scrutinize the voting process at the venue of the AGM in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose. Scrutinizer will submit not later than 48 hours from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
14. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., Tuesday, November 14, 2023.
15. The Notice of Annual General Meeting will be sent to the Members, whose names appear in the Register of Members / Beneficial Owners position list provided by Depositories at closing hours of business, on Saturday, September 30, 2023.
16. The route map showing direction to reach the venue of 40th AGM is annexed.

Note: - To support the 'Green Initiative', a soft copy of full Annual Report and Notice of the Meeting are being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. In order to support the 'Green Initiative', Members, who have not registered their e-mail address, so far, are requested to register their e-mail addresses with their concerned Depository Participants or the Company at "nitesh@addgroup.co.in" or Registrar, M/s. Niche Technologies Pvt.. Ltd. at nichetechpl@nichetechpl.com for receiving all communication from the Company, electronically.

Route Map of the Venue of the Annual General Meeting

<https://goo.gl/maps/3yAiZp7HGUC2>



LANDMARK:

Golden Enclave

AGM VENUE

Golden Enclave, Corporate Block, Tower C, 3rd

Floor, HAL Old Airport Road,

Bengaluru – 560 017

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

For Item No. 4:

Mr. Deepak Sethi (DIN: 00035756) was first inducted to the Board at the Board Meeting held on 17th August 2023 as an Additional Director of the company. In terms of Section 161(1) of the Companies Act, 2013. Mr. Deepak Sethi can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. The Board is of the opinion that the appointment and presence of Mr. Deepak Sethi on the Board as the Director will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no. 4 of the accompanying Notice for approval and adoption of the Members.

None of the Directors of the Company except Mr. Anil Kumar Sethi and Mrs. Priti Devi Sethi, being relatives of the appointee and appointee, himself are concerned or interested in the proposed resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

For Item No. 5:

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018.

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement. The management is of the view that the Company may be required to invest surplus funds, if available in its subsidiary Companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/ debentures / bonds etc. raised by its subsidiary company(ies) or other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount of approved by the shareholder of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

The Board of Directors recommends resolution as set out in item No. 5 for approval of the members of the Company by way of passing a Special Resolution. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of

Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

By Order of the Board of Directors
For **International Constructions Limited**
Sd-
Nitesh Kumar Jain
Company Secretary

Date: 19.10.2023

Place: Bangalore

Registered Office:

Golden Enclave, Corporate Block,
Tower C, 3rd Floor, HAL Old Airport Road,
Bengaluru - 560 017
(Tele-+91-080-49891637; E-mail: info@addgroup.co.in; Website: www.inltd.co.in)
(CIN: L45309KA1983PLC038816)

FORM NO. MGT-11**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L45309KA1983PLC038816
 Name of the Company: INTERNATIONAL CONSTRUCTIONS LIMITED
 Registered office : Golden Enclave, Corporate Block, Tower C, 3rd floor,
 HAL Old Airport Road, Bengaluru - 560017

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No / *Client-ID - *DPID:	

(*Applicable for investors holding shares in electronic form)

I/We, being the member(s) of _____, holding _____ shares of International Constructions Limited, hereby appoint:

(1) Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him;

(2) Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company, to be held on Tuesday, November 14, 2023 at 11:30 AM at Golden Enclave, Corporate Block, Tower C, 3rd Floor, HAL Old Airport Road, Bengaluru - 560017 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	Optional	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements (including consolidated financial statements) for the year ended March 31, 2023		
2	Re-Appointment of Mr. Anil Kumar Sethi a director who retires by rotation at this Annual General Meeting		
3	To re-appoint M/S. G L KOTHARI & CO., Chartered Accountants Registration Number ICAI - 001445S), Bangalore as Statutory Auditors of the Company for a second term of 5 (five) years and to fix their remuneration.		
Special Business			
4	Regularisation of additional director Mr. Deepak Sethi (DIN: 00035756) as director of the company		
5	Approval of Loans, Investments, Guarantee or Security under section 185 of Companies Act, 2013		

Affix Revenue
Stamp of
One Rupee

Signed this..... day of.....2023

Signature of Shareholder: _____ Signature of Proxy holder(s): _____

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A Proxy need not be a member of the Company.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- **This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

ATTENDANCE SLIP

Registered Folio No. / * DP ID and Client ID	
Name of Member	
Address of Member	
Name of Proxy, if any	
No. of Shares held	

* Applicable for investors holding shares in electronic/dematerialized form.

I certify that I am a registered member / proxy for the registered member of the Company. I hereby record my presence at the 40th Annual General Meeting of the Company on Tuesday, November 14, 2023 at 11:30 AM at Golden Enclave, Corporate Block, Tower C, 3rd Floor, HAL Old Airport Road, Bengaluru – 560 017.

Notes:

1. Equity Shareholders are requested to bring the Attendance Slip with them when they come to the meeting and hand it over at the gate after signing it.
2. Incomplete attendance slips shall not be accepted.
3. The Equity Shareholders / proxies are advised to bring original photo identity proof for verification.
4. Joint shareholders may obtain additional Slip at the venue of the meeting.

Signature of Member / Proxy

.....✂.....✂.....

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FORM FOR REGISTRATION/UPDATION OF EMAIL ADDRESS

To

The Company (*for members holding shares in physical mode*) /
The Depository Participants (*for members holding shares in Demat mode*)

Dear Sir,

Sub: Registration/Updation of email address (International Constructions Limited)

Please register/update my email address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name of the Shareholder(s)	
Email Id	
Folio No. / DP Id	
Client Id	
Mobile No	

Date:

Place:

**

Signature of the Shareholder(s)

Notes:

**Please ensure that the form is signed by the registered shareholder himself, along with joint shareholders, if any.

Form No. MGT- 12
Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: INTERNATIONAL CONSTRUCTIONS LIMITED
Registered Office: Golden Enclave, Corporate Block, Tower C, 3rd Floor, HAL Old Airport Road, Bengaluru – 560 017
CIN: L45309KA1983PLC038816

BALLOT PAPER

S	Particulars	Details
1	Name of the first named Shareholder (In Block Letters)	
2	Postal address	
3	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and the Auditors thereon			
2	To appoint Mr. Anil Kumar, Director of the Company who retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.			
3	To re-appoint M/S. G. L. KOTHARI & CO., Chartered Accountants (Registration Number ICAI – 001445S), Bangalore as Statutory Auditors of the Company for a second term of 5 (five) years and to fix their remuneration,			
4	Regularisation of Additional Director Mr. Deepak Sethi (DIN: 00035756) as director of the			
5	Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013			

Place:

Date:

(Signature of the shareholder*)

(*as per Company records)