

INTERNATIONAL CONSTRUCTIONS LIMITED

October 1, 2022

To

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block - G
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051.

Symbol: SUBCAPCITY

Dear Sir/Madam,

Sub: Proceeding cum declaration of results along with Scrutinizer Report of the 39th Annual General Meeting ('AGM') of the Company held on Friday, September 30, 2022 through Video Conferencing ("VC") and Other Audio Visual Means ("OAVM").

In continuation to our letter dated 08.09.2022, 39th Annual General Meeting (AGM') of the Company was held yesterday and the business mentioned in the Notice dated August 31, 2022 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) Results of remote e-voting and e-voting at the AGM as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure - II.
- (3) Report of Scrutinizer dated September 30, 2022, 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

Encl. / Attachment: As above

INTERNATIONAL CONSTRUCTIONS LIMITED

Annexure - I

Summary of proceedings of the 39th Annual General Meeting

The 39th Annual General Meeting (AGM) of the Members of International Constructions Limited (‘the Company’) was held on Friday, September 30, 2022, at 3.00 P.M through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) in pursuance with the MCA circulars, provisions of the company’s act and SEBI Regulations and the proceedings of the said meeting is given hereunder:

PRESENT:

The following Directors were present at the 39th Annual General Meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM):

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, Nomination and Remuneration Committee
Mrs. Priti Devi Sethi	Non-Executive Director

INVITEES:-

Mr. G. L. Kothari	G. L. Kothari & Co., Chartered Accountants, Statutory Auditors.
Mr. Navneet Jhunjhunwala	N. Jhunjhunwala & Associates, Secretarial Auditors.
Mr. Rahul Aggarwal	Practicing Company Secretary, Scrutinizer for the meeting.

IN ATTENDANCE:

Mr. Nitesh Kumar Jain	Company Secretary & Compliance Officer, attended AGM from registered office of the Company
Mr. Om Prakash Sharma	CFO, attended AGM from New Delhi

INTERNATIONAL CONSTRUCTIONS LIMITED

A total 20 members representing 35,12,161 equity shares has attended the meeting through the video conferencing / other audio-visual means.

Mr. Nitesh Kumar Jain, Company Secretary, welcomed all the members, Directors, Auditors, Scrutinizer and informed that in pursuance with the MCA circulars, provisions of the company's act, SEBI Regulations, the 39th Annual General Meeting of the company is being convened through Video Conferencing facility.

Thereafter, the Company Secretary (CS) briefed certain procedural and technical information regarding the participation by the members through video conferencing / other audio visual means.

CS informed further that the Company had provided to Shareholders, the facility to cast their vote electronically on all resolutions set forth in the Notice of the AGM through remote e-voting facility provided by the Central Depository Services (India) Limited (CDSL), which had commenced on from 09:00 am on 27th September 2022 till 05:00 pm on 29th September, 2022.

He then informed that the facility for voting at the meeting through electronic means is also provided to the members, who are present in the meeting and who have not yet cast their votes through remote e-voting facility and they may cast their votes simultaneously while watching the proceedings of the meeting. In this regard the Board of Directors has appointed Mr. Rahul Aggarwal, Practicing Company Secretary, Bangalore as the Scrutinizer for scrutinizing the e-voting process and for ascertaining the requisite majority.

Company Secretary then introduced Chairman and Managing Director of the Company and the Chairman of the Audit Committee, Nomination and Remuneration Committee and other Directors / CFO / Statutory Auditor / Scrutinizer present in the meeting through VC/OAVM facility. He further informed that Mr. Amitava Basu, Independent Director of the Company has expressed his inability to attend this meeting due to his pre-occupation.

Thereafter, he invited Mr. Anil Kumar Sethi (DIN: 00035800), Chairman and Managing Director of the Company to conduct the 39th Annual General Meeting.

Mr. Anil Kumar Sethi, Chairman & Managing Director of the Company presided over the meeting and conducted the proceedings of the AGM.

Chairman informed that the requisite quorum being present, called the meeting to order and he welcomed the Directors, shareholders and company officials present at the 39th Annual General Meeting held through Video Conferencing /Other Audio Visual Means ("VC/OAVM") facility.

Chairman apprised to the members that the Annual Report, Financial Statement and AGM Notice of the Company has already been circulated to all the members of the Company electronically. The reports are also made available on the website of the Company, with the permission of the members 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 31st March, 2022, he has taken the same as read.

INTERNATIONAL CONSTRUCTIONS LIMITED

Thereafter Chairman invite Company Secretary of the Company to inform the shareholders about the recent development in the company.

Company Secretary informed the members about the Letter of Intent dated 28.07.2022 received from a member of the Promoter and Promoter Group along with Persons Acting in Concert (PAC) of the Company and Initial Public Announcement dated 28.07.2022, for and on behalf of member of the Promoter and Promoter Group and Persons Acting in Concert (PAC) from SKI Capital Services Limited, Manager to the proposed Delisting Offer, expressing their intentions to voluntarily delist the Equity Shares of the Company from National Stock Exchange of India Limited ("NSE"). Then he informed that Board of Directors in their meeting held on 10th August 2022 and members of the Company vide Postal Ballot notice dated 10th August 2022 approved the proposal of Voluntary Delisting of Equity Shares of the Company respectively, with the requisite majority, from National Stock Exchange of India Limited ("NSE") where it is presently listed. He also informed the members that the result of the postal ballot was announced on 16th September 2022 and same along with Scrutinizers Report has been placed on the website of the Company.

He again invites Chairman of the meeting to take up further proceedings of the meeting.

Thereafter, the Chairman read the summary of the resolutions set out in the Notice of the 39th Annual General Meeting dated 31st August, 2022 as follows;

Ordinary Business:

1. To receive, consider, approve and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and the Auditors thereon.
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.

Chairman informed the members that there is no shareholder registered as speaker for this Annual General Meeting.

Then, Chairman informed the members that who did not vote earlier through remote e-voting, may vote now electronically in next 15 minutes and thereafter the e-voting system will be disabled automatically. He informed further that the results of the voting shall be declared after the AGM at the earliest within 48 hours and shall be displayed on the website of the Company as well as on the Stock Exchange. He also appraised that the resolutions as set forth in the notice shall be deemed to be passed today, subject to the requisite majority.

INTERNATIONAL CONSTRUCTIONS LIMITED

Vote of Thanks:

As there being no other business to transact, and the Chairman formally concluded the 39th Annual General Meeting of the Company at 3:11 PM and expressed heartfelt thanks all members, fellow Directors, Auditors and Company Officials for attending and participating in the AGM through Video Conferencing and Other Audio Visual Means.

Kindly take note of the above.

Thanking you,

Yours Sincerely,

For International Constructions Limited

Nitesh Kumar Jain
Company Secretary & Compliance Officer

INTERNATIONAL CONSTRUCTIONS LIMITED

Annexure - II

Result of the Remote e-voting and e-voting at the meeting on the businesses transacted at the 39th Annual General Meeting of the Company held on Friday, September 30, 2022.

Particulars	International Constructions Limited- 39 th Annual General Meeting (AGM) Voting Results.
Date of the AGM	30-09-2022
Total number of shareholders on record date	958
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)	20
Promoters and Promoter Group:	4
Public:	16

CIN: L45309KA1983PLC038816

Regd. Office: Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road, Bengaluru – 560 017

Tel: +91-80-49891637, email: info@addgroup.co.in, web: www.inltd.co.in

INTERNATIONAL CONSTRUCTIONS LIMITED

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, 2022, 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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour	No. of Votes - against	% 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	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	2725470	2725470	100	2725470	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non - Institutions	E-Voting	908490	792989	87.29	792935	54	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0.00	0	0	0	0
	Total	908490	792989	87.29	792935	54	99.99	0.01
	Total	3633960	3518459	96.82	3518405	54	100.00	0.00

CIN: L45309KA1983PLC038816

Regd. Office: Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road, Bengaluru – 560 017

Tel: +91-80-49891637, email: info@addgroup.co.in, web: www.inltd.co.in

INTERNATIONAL CONSTRUCTIONS LIMITED

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.
Whether promoter/ promoter group are interested in the	Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour	No. of Votes - against	% 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	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	2725470	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non - Institutions	E-Voting	908490	792989	87.29	792935	54	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0.00	0	0	0	0
	Total	908490	792989	87.29	792935	54	99.99	0.01
Total		3633960	792989	21.82	792935	54	99.99	0.00

CIN: L45309KA1983PLC038816

Regd. Office: Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road, Bengaluru – 560 017

Tel: +91-80-49891637, email: info@addgroup.co.in, web: www.inltd.co.in



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

39th Annual General Meeting ("AGM") of the Equity Shareholders of M/s International Constructions Limited held on Friday, September 30th, 2022 at 03.00 P.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 31st of August, 2022 of the 39th Annual General Meeting of members; and
- b) Scrutinizing the e-voting at 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 e-voting at the AGM on the resolution so contained in the notice of the AGM. My responsibility as a Scrutinizer for the e-voting process and e-voting at 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.



Page 1 of 5



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 Tuesday, September 27, 2022 to 05:00 P.M. IST on Thursday, September 29, 2022.
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 Friday, September 23, 2022, 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 has also provided e-voting facility at the time of AGM to enable the shareholders to cast the votes in case the same has not been casted by them through remote e-voting.
5. At the end of the voting period, the voting portal of the Service Provider was blocked forthwith.
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 Voting by Ballot Paper during the AGM of International Constructions 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, 2022, 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 during 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	23	3514405	2	4000	25	3518405	100
Votes against the resolution	1	54	0	0	1	54	0
Total	24	3514459	2	4000	26	3518459	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 during 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.

Page 3 of 5

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

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 during 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	788935	2	4000	21	792935	99.99
Votes against the resolution	1	54	0	0	1	54	0.01
Total	20	788989	2	4000	22	792989	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	-	-	4	2725470
E-voting during the AGM	-	-	-	-
Total	-	-	4	2725470

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.



Page 4 of 5



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: A042939D001100666

Place: Bangalore
Date: September 30, 2022

Counter signed by:
For International Constructions Limited

Nitesh Kumar Jain
Company Secretary
Place: Bangalore
Date: October 01, 2022