

**INTERNATIONAL CONSTRUCTIONS LIMITED**

**CIN: L45309KA1983PLC038816**

**Registered Office: Golden Enclave, Corporate Block, Tower C, 3<sup>rd</sup> Floor, HAL Old Airport Road, Bengaluru – 560017**

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

**NOTICE**

**Notice** is hereby given that the Extra-Ordinary General Meeting of members of International Constructions Limited will be held on Friday, 24<sup>th</sup> Day of March, 2023 at 11.00 A.M. at the registered office of the company situated at Golden Enclave, Corporate Block, Tower C, 3<sup>rd</sup> Floor, Hal Old Airport Road, Bangalore-560017 to transact the following special business:

**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**

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

**"RESOLVED THAT** pursuant to Section 5 & 14 and all other applicable provisions if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to adopt a new set of regulations in the Articles of Association of the Company to the entire exclusion of the regulations contained in the existing Articles of Association of the Company, as per the draft placed before the Meeting and duly initialed by the Chairman for the purpose of identification.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file the necessary documents/form(s) with the Registrar of Companies and to take all such necessary steps and actions for effecting said substitution of Articles of Association filing/registrations as may be required in relation thereto the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

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

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

**“PROVIDED THAT** Item 1 is thought fit and passed without modification.”

**“RESOLVED THAT** pursuant to Section 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the extent applicable and other relevant rules made thereunder and in accordance with the Articles of Association of the Company, the approval and consent of the members of the Company be and is hereby accorded for the Buy-back of its fully paid-up equity shares having a face value

of Rs. 10/- (Rupees Ten) each ("Equity Shares") not exceeding 7,26,792 (Seven Lakh Twenty-Six Thousand and Ninety-Two) shares (representing 20% of total no. of paid up equity of the Company as on March 31, 2022), from all the Equity Shareholders/ Beneficial Owners of the Equity Shares of the Company, including the Promoter and Promoter Group (as defined hereinafter) as on record date being Friday, March 17, 2022, on a proportionate basis through "tender offer" at a price of Rs. 13.25 (Rupees Thirteen and Twenty-Five Paise Only) per share (**the "Buy-back Offer Price"**) payable in cash, including premium of Rs. 3.25 (Rupees Three and Twenty-Five Paise) for an aggregate consideration not exceeding Rs. 96,29,994/- (Rupees Ninety Six Lakh Twenty Nine Thousand Nine Hundred and Ninety Four Only) (the "Buy-back Offer Size") which represents 6.19% and 2.55% of the of the fully paid-up Equity Share capital and free reserves as at September 30, 2022 ("being the latest limited review financial statements, as on the date of Board Meeting recommending the proposal for the Buy-back"), on a standalone and consolidated basis respectively, to be sourced out of the free reserves of the Company (retained earnings) and/or such other source as may be permitted by the Buy-back Regulations or the Act..

**RESOLVED FURTHER THAT** the Buy-back from non-resident members holding equity of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, if any, etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

**RESOLVED FURTHER THAT** the draft scheme of Buy-back together with the Letter of Offer be and is hereby approved and any of the Director and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to sign and circulate the Letter of Offer to the Members and to draft, amend or execute all deeds, documents and things including but not restricted to Declaration of Solvency, Letter of Offer, letters, as may be deemed necessary to execute the aforementioned resolutions.

**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on the part of any Members to offer and/or any obligation on the part of the Company or the Board of Directors of the Company to Buy-back any shares, and/or impair any power of the Company or the Board of Directors of the Company to terminate any process in relation to such Buy-back, if so permissible by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Buy-back, in accordance with the statutory requirements and to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally and to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buy-back without seeking 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."

**RESOLVED FURTHER THAT** a copy of this Resolution duly certified to be true by any one of the Directors or Company Secretary of the Company be issued as may be necessary to give effect to the resolution.”

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

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), recommendation made by the Board, subject to the approval of the Registrar of Companies, Bengaluru, Karnataka, the consent of the Members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company in the following manner:

*(a) The style of clause numbers of the memorandum of association be changed from Roman numeric to English numeric viz. 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup> etc.;*

*(b) The existing Clause III (A), “The main Objects to be pursued by the Company on its incorporation are” be substituted by the new sub-heading “3(a) - The Objects to be pursued by the Company on its incorporation are”;*

*(c) Clause (2) be replace with the main object as follows:*

*2. To carry on in India and elsewhere the business of contractors, consultants, advisers and supervisors for construction of water supply projects, sewage projects, hydraulic projects, civil construction projects, irrigation projects, agricultural projects, mechanical projects, electrical projects, earth work projects, Road, Highways, Culverts, Bridge, dams, Barrages, canals, building, houses, multi-story flats, offices, factories, workshops, Real estate projects, farm houses, tourist center, hotels, conventional halls and other allied projects and to undertake such projects / works as contractor and or on own, build and operate basis and to act as manufacturers, importers, exporters, buyers, sellers, trader, repairers, stockiest and otherwise dealers of all types of plant, equipment, machinery spare part and accessories required for such projects.*

*(d) Clause (6) be inserted at main objects as follows:*

*6. To carry on the business or vocation to act as a consultants, commission agents and advisers on all matters and problem related to the Technical Industries, civil, administration, finance and organization, management, commencement or expansion of industry, purchasing techniques and business (including construction of plants and buildings) production, purchases, sales, material and cost control marketing, advertisement, publicity, personnel, export and import to and for institutions, concerns, bodies, associations (incorporated or unincorporated), departments and services of the Government, public or local*

*authorities, trusts, scientific research and Development Centers, and to be appointed as technical, financial, industrial administration, civil consultants.*

3. *Substitute in Clause III (B). with the new sub-heading “3(b) - Matters which are necessary for furtherance of the Objects specified in Clause 3(a)”;*
4. *New Clauses inserted at clause 3(b) “matters ...for furtherance” be adopted in line with the Companies Act, 2013.*
5. *Delete the entire other objects Clause III (C); and*
6. *The existing liability clause be substituted with the following, in line of new clause provided as per Companies Act, 2013:*

*“4<sup>th</sup>. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”*

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to file the necessary documents/form(s) with Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for the matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

**Registered Office:**

Golden Enclave, Corporate Block, Tower C, 3rd Floor, Hal Old Airport Road, Bangalore-560017

By order of the Board of Directors of  
International Constructions Limited

Sd/-

**Nitesh Kumar Jain**  
**Company Secretary**

**Place:** Bangalore

**Date:** February 24, 2023

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (**THE “MEETING” OR “EOGM”**) IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING OF THE PROXY, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The Record Date for members who shall be eligible for voting at the EoGM shall be Friday, February 17, 2023.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of items no. 1, 2 and 3 of the Notice, is annexed hereto.
4. Members\ Proxies should produce the enclosed Attendance Slip duly filled in and signed in accordance with the specimen signature registered with the Company for attending the Meeting.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. The Register of Directors’ shareholding, maintained under the Companies Act, 2013, will be available for inspection by the member at the EOGM.
8. ***The Register of Contracts, maintained under the Companies Act, 2013, will be available for inspection by the member at the registered office of the Company.***

## **ANNEXURES TO NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE**

#### **ITEM NO 1**

The Board of Director in its meeting held on Friday, 24th February, 2023 decided to (subject to the approval of the Members) to adopt a new set of Articles of Association in place of and to the entire exclusion of existing Article of Associations of the Company with the intention to align existing article of association of the Company in accordance with provisions of Companies Act 2013.

The draft of the new set of Articles proposed for approval has been made available on the website of the company [www.inltd.co.in](http://www.inltd.co.in) and is also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 14 read with Section 5 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for the adoption of a new set of Articles of Association of the Company.

Your Directors recommend passing this resolution by way of a special resolution as set out in Item no. 1 to the notice.

#### **ITEM NO 2**

With an objective of rewarding members holding equity in the Company, through the return of surplus cash, the Board at its aforementioned meeting held, has approved the proposal of recommending Buy-back of equity as contained in the resolution in the Notice.

In view of the above and in accordance with the relevant provisions of the Companies Act, 2013 (hereinafter referred to as "Companies Act") and other applicable provisions of the Companies Act, the Explanatory Statement contains relevant and material information to enable the members holding equity of the Company to consider and approve the special resolution on the Buy-back of the Company's shares.

#### **Information as required under Rule 17 of the Companies (Share Capital and Debenture) Rules, 2014**

**1. The date of the Board Meeting at which the proposal for Buy-back was approved by the Board of Directors of the Company:**

February 24, 2023.

**2. The Objective/ necessity of Buy-back:**

The Buy-back was proposed by the Board of Directors of the Company in line with the Company's desire to enhance overall shareholder return and value by returning surplus cash to the existing shareholders holding Equity Shares. The Company has accumulated sufficient free reserves and satisfactory liquidity reflected in the limited reviewed standalone and consolidated financial statements of the Company for the period year ended September 31, 2022. The proposed Buy-back is expected to lead to a reduction of the outstanding equity shares, which may lead to an increase in

earnings per share and return on equity of the Company in the future, thereby creating long-term shareholder value for the continuing shareholders.

In view of the above, the Board decided to allocate a sum of Rs. 96,29,994/- (Rupees Ninety Six Lakh Twenty Nine Thousand Nine Hundred and Ninety Four Only) excluding any expenses incurred or to be incurred for the Buy-back like filing fees, other taxes (such as stamp duty and goods and service tax, if any), any consultants fees, and other incidental and related expenses, etc., for the Buy-back. After considering several factors and benefits to the Shareholders holding equity in the Company, the Board decided to recommend a Buy-back of not exceeding 7,26,792 equity of face value of Rs. 10 (Rupees Ten) each at a price of Rs. 13.25 (Rupees Thirteen and Twenty-Five Paise Only) per share payable in cash, including premium of Rs. 3.25 (Rupees Three and Twenty-Five Paise).

Buy-back is a more efficient form of returning surplus cash to the members holding shares of the Company, inter-alia, for the following reasons:

- The Buy-back will help the Company to return surplus cash to its members holding equity broadly in proportion to their shareholding, thereby, enhancing the overall return to members;
- The Buy-back may help in improving return on equity shares, by a reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- Optimizes the capital structure.

**3. The Class of securities intended to be purchased under the Buy-back:**

Fully paid-up Equity shares of Rs.10/- (Rupees Ten) each.

**4. The number of securities that the Company proposes to Buy-back:**

Maximum number of equity that the Company proposes to Buyback is 7,26,792 fully paid-up shares.

**5. Method to be adopted for the Buy-back:**

The Buy-back will be implemented in accordance with the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable and on such terms and conditions as may be deemed fit by the Company.

The Buy-back is open to all equity shareholders of the Company and in case of the number of shares being tendered is more than the offer, then the acceptance would be on a proportionate basis.

The Board proposed to fix Friday, March 24, 2023, as the record date (the "Record Date") for determining the names of the members holding equity in the Company who will be eligible to participate in the Buy-back. In due course, each shareholder as on the Record Date will receive a Letter of Offer indicating the entitlement of the shareholder for participating in the Buy-back.

**6. Price at which Buy-back of shares shall be made:**

Rs. 13.25 (Rupees Thirteen and Twenty-Five Paise Only) per share, including a premium of Rs. 3.25 (Rupees Three and Twenty-Five Paise).

**7. The basis of arriving at the Buy-back price:**

The maximum Buy-back price has arrived on the basis of the best reasonable judgment of the value of the equity on the basis of the company's business as provided by Mr. Subodh Kumar (Registered Valuer Registration Number: IBBI/RV/05/2019/11705), IBBI Registered Valuer.

**8. Maximum Buy-back offer and source of finance:**

The offer for Buy-back is for a maximum of 7,26,792 (Seven Lakh Twenty Six Thousand Seven Hundred Ninety Two) equity of Rs. 10/- (Rupee Ten) each out of the total number of 36,33,960 (Three Crore Thirty Three Lakhs Nine Hundred Sixty) equity shares of the face value of Rs. 10/- (Rupee Ten) each, i.e., not exceeding 25% of the aggregate of paid up capital and free reserves of the Company.

The equity shares are being bought back at Rs. 13.25 per share including a premium of Rs. 3.25 per share of a face value of Rs. 10/- each. The amount to be utilized for buyback would be limited to 25% of the paid-up capital and free reserves as per the standalone and consolidated limited reviewed accounts for the period ending September 31, 2022.

As the Maximum amount to be utilized in the Buy-back is Rs. 96,29,994/- (Rupees Ninety Six Lakh Twenty Nine Thousand Nine Hundred and Ninety Four Only), the same is being paid out of the surplus cash /investments available with the Company.

**9. Time limit for the completion of Buy-back:**

The entire process is planned to be completed on or before April 30, 2023, but at any time will not extend beyond twelve months from the date of passing of the Special Resolution by shareholders. The completion of the Buy-back shall be on the destruction of the relevant share certificates representing the shares under the Buy-back.

**10. (i) Aggregate shareholding of the promoters and promoter group:**

| SI No            | Name of the Promoter/ Promoter Group | No. of Equity shares of Rs. 10 each | % to Total   |
|------------------|--------------------------------------|-------------------------------------|--------------|
| 1                | Zoom Industrial Services Ltd         | 513700                              | 14.14        |
| 2                | Anil Kumar Sethi (HUF)               | 30000                               | 0.83         |
| 3                | Deepak Sethi                         | 887100                              | 24.41        |
| 4                | Priti Devi Sethi                     | 1294670                             | 35.63        |
|                  | Priti Devi Sethi                     | 781212                              | 21.50        |
| <b>Sub Total</b> |                                      | <b>3506682</b>                      | <b>96.50</b> |

**(ii) Aggregate number of equity shares purchased or sold during the preceding twelve months:**

| SI No | Name of the Promoter/ Promoter Group | No. of Equity shares of Rs. 10 each Acquired | No. of Equity shares of Rs. 10 each Disposed | Maximum/ Minimum Price | Date             |
|-------|--------------------------------------|--|--|------------------------|------------------|
| 1     | Priti Devi Sethi                     | 7,81,212                                     |  | ₹16.50                 | October 11, 2022 |
|       | Priti Devi Sethi                     | 3,43,670                                     |  | nil                    | March 11, 2022   |
| 2     | Anil Kumar Sethi                     |  | 3,43,670                                     | nil                    | March 11, 2022   |

**11. Intention of promoters and promoter group to offer their shares for Buy-back:**



Our Promoters and members of the Promoter Group, other than Zoom Industrial Services Ltd and Anil Kumar Sethi (HUF) vide their letter dated Friday 24, 2023 have confirmed their intention to not participate in the buy-back.

Further, Zoom Industrial Services Ltd. and Anil Kumar Sethi (HUF) shall tender their portion of the buy-back entitlement, and tender additional shares including the untendered portion of the buy-back, if any as follows:

| SI No | Name of the Shareholders     | No. of Equity shares of Rs. 10 each | % to Total |
|-------|------------------------------|-------------------------------------|------------|
| 1     | Zoom Industrial Services Ltd | 513700                              | 14.14      |
| 2     | Anil Kumar Sethi (HUF)       | 30000                               | 0.83       |

12. The Board of Directors hereby confirm that there are no defaults subsisting in the repayment of deposits, interest thereon, the redemption of debentures or interest thereon, the redemption of preference shares or payment of dividend due to any shareholder, repayment of any term loans and interest thereon to any financial institution or banks.

13. The Board of Directors hereby confirm that they have made full enquiry into the affairs and prospects of the Company and they have formed the opinion:

- That immediately following date on which the resolution is passed at the Extra Ordinary General meeting, there will be no grounds on which the Company could be found unable to pay its debts;
- As regards its prospects for the year immediately following the date having regard to their intentions with respect to the management of the Company's business during that year and the amount and character of the financial resources which will in their view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and shall not be rendered insolvent within a period of one year from that date; and
- In forming the opinion for the above purpose, the Directors have taken into account the liabilities (including prospective and contingent liabilities), as if the Company were being wound up under the provisions of The Companies Act, 2013.

14. The auditors have addressed a report to the Board of Directors of the Company stating that:

- they have inquired into the company's state of affairs;
- the amount of the permissible capital payment for the securities in question is in their view properly determined;
- that the limited reviewed accounts on the basis of which calculation with reference to buy back is done is not more than six months old from the date of offer document; and
- the Board of directors have formed the opinion as specified in clause 12 on reasonable grounds and that the company, having regard to its state of affairs, shall not be rendered insolvent within a period of one year from that date.

15. Confirmations from the Company as per the provisions of the Companies Act:

- all the equity of the Company are fully paid-up;
- except by way of bonus issue or in discharge of its subsisting obligations, the Company shall not make a further issue of the same kind of shares or other securities including allotment of

- new shares under clause (a) of sub-section (1) of section 62 or other specified securities for a period of six months or one year from the expiry of the Buy-back period;
- there are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend or repayment of any term loans to any financial institution or banks (including interest payable thereon);
  - that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
  - a sum equal to the nominal value of the shares so purchased shall be transferred to the capital redemption reserve account and details of such transfer shall be disclosed in the balance sheet
  - the aggregate amount of the Buy-back i.e. up to Rs. 96,29,994/- (Rupees Ninety Six Lakh Twenty Nine Thousand Nine Hundred and Ninety Four Only) does not exceed 25% of the aggregate of the total paid-up capital and free reserves of the Company as per the latest limited standalone and consolidated balance sheet of the Company as at September 31, 2022;
  - the maximum number of equity proposed to be purchased under the Buy-back (up to 7,26,792 equity shares), does not exceed 25% of the total number of equity in the paid-up equity share capital as per the latest limited reviewed standalone and consolidated balance sheet of the Company as at September 31, 2022;
  - the Company shall not make any offer of Buy-back within a period of one year reckoned from the date of expiry of the Buy-back period;
  - there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
  - the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity share capital and free reserves after the Buy-back based on both standalone and consolidated financial statements of the Company; and
  - the Company shall not directly or indirectly purchase its equity shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies.

In the opinion of the Board, the proposal for Buy-back is in the interest of the Company and its members holding equity in the Company.

The Board of Directors recommends the special resolution set out in Item no. 2 of the notice for the approval of the members.

None of the Directors or any Key Managerial Personnel of the Company or their relatives was, in any way, concerned or interested, either financially or otherwise in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

### **ITEM NO 3**

The Board of Directors in its aforementioned meeting, discussed various new avenues to explore with a view to diversifying the activities of the Company. One of the potential activities as identified is to carry on the business of contractors, consultants, advisers and supervisors for the construction of water supply projects, sewage projects, hydraulic projects and all kinds of civil & construction projects. In order to enable the management to start the proposed activity needs to insert new clauses and incidental activity as appropriate in the Memorandum of Association as placed before the meeting.

Further, it is intended to change the style of clause numbers from Roman numeric to English numeric viz. 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup> etc. & substitution of Clause III(B) with the new sub-heading "3(b)-Matters which are necessary for the furtherance of the Objects specified in Clause 3(a) of the MOA" to align the existing memorandum of association of the company in accordance provisions of Companies Act, 2013.

As per the requirement of the law, the shareholders are required to pass a special resolution to give effect to the above said alterations of the Memorandum of Association of the Company as proposed.

Hence, your directors recommend your approval for a special resolution as set out in Item no. 3 to the notice.

The altered Memorandum of Association to be substituted in place of the existing Memorandum of Association is based on provisions of the new Act. The proposed draft of the Memorandum of Association is has been made available on the website of the company [www.inltd.co.in](http://www.inltd.co.in) and is also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

Please find below the link to download the altered MOA and AOA of the company.

[Click Here](#) for MOA & AOA

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The relevant documents are available for inspection by the members during working hours in the registered office of the company.

**Registered Office:**

Golden Enclave, Corporate Block, Tower C 3rd  
Floor, Hal Old Airport Road Bangalore-560017

By order of the Board of Directors of  
International Constructions Limited

Sd/-

**Nitesh Kumar Jain**  
**Company Secretary**

**Place:** Bangalore

**Date:** February 24, 2023

**ATTENDANCE SLIP**

Extra Ordinary General Meeting of the Company Friday, 24<sup>th</sup> Day of March, 2023 at 11.00 A.M.

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Extra Ordinary General Meeting of the Company Friday, 24<sup>th</sup> Day of March, 2023 at 11.00 A.M. at the registered office of the company situated at Golden Enclave, Corporate Block, Tower C, 3rd Floor, Hal Old Airport Road Bangalore-560017.

\_\_\_\_\_

NAME IN BLOCK LETTERS

Signature of Member/ Proxy

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

**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 BANGALORE-560017

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint

|  |  |  |
|--|--|--|
| 1. Name:<br><br>Address:<br><br>E-mail Id:<br><br>or failing him | 2. Name:<br><br>Address:<br><br>E-mail Id:<br><br>or failing him | 3. Name:<br><br>Address:<br><br>E-mail Id: |
|--|--|--|

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of the Company Friday, 24<sup>th</sup> Day of March, 2023 at 11.00 A.M. Golden Enclave, Corporate Block, Tower C 3rd Floor, Hal Old Airport Road Bangalore-560017 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Item  | For | Against | Abstain |
|---|-----|---------|---------|
| 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 |     |         |         |
| 2. TO CONSIDER AND APPROVE BUY-BACK OF EQUITY OF THE COMPANY AND RELATED MATTERS  |     |         |         |
| 3. ADDITION, ALTERATION & DELETION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF COMPANY  |     |         |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

AFFIX  
REVENUE  
STAMP

Signature of Member

Signature of Proxy

## ROUTE MAP

### **Venue:**

Golden Enclave, Corporate Block, Tower C, 3rd Floor, Hal Old Airport Road, Bangalore-560017

### **Route Map of the Venue of the Annual General Meeting**

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

