

**Form No. SH-4 Securities Transfer Form**

**[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]**

Date of execution \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

**FOR THE CONSIDERATION** stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions

CIN: L45309KA1983PLC038816  
 Name of the company (in full): **INTERNATIONAL CONSTRUCTIONS LIMITED**  
 Name of the Stock Exchange where the company is listed, (if any): Not Applicable

**DESCRIPTION OF SECURITIES:**

Kind/ Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	₹ 10.00	₹ 10.00	₹ 10.00

No. of securities being transferred		Consideration received (₹)			
In figures	In words	In words			In figures
Distinctive Number	From				
	To				
Corresponding Certificate Nos.					

**Transferors' Particulars**

**Registered Folio Number:**

Name(s) in full	PAN (attach copy of PAN Card)	Signature(s)
1.		
2.		
3.		

I, hereby confirm that the transferor has signed before me. Signature  
 of the Witness: .....

Name of the Witness: .....

Address of the Witness: .....

.....

..... Pincode: .....

**Transferee's Particulars**

<b>Name in full</b>	<b>Father's/ mother's/ Spouse name</b>	<b>Address &amp;E-mail id</b>	<b>Occupat ion</b>	<b>Existing folio No., if any</b>	<b>Signature</b>
(1)	(2)	(3)	(4)	(5)	(6)
International Constructio ns Limited	N.A.	Golden Enclave, Corporate Block, Tower C, 3rd Floor, HAL Old Airport Road, Bengaluru –560 017, India Email: info@addgroup.co.in	Business	N.A.	

**Folio No. of Transferee**

.....

**Specimen Signature of Transferee**

1. ....

2.....

3.....

Value of stamp affixed: ₹.....

(Rupees

)

Transferee is not required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares; or  
 Transferee is required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares and the same has been obtained and is enclosed herewith.

**Enclosures:**

- (1) Certificate of shares.
- (2) If no certificate is issued, Letter of allotment.
- (3) Copy of PAN Card of all the Transferors (For all listed Cos.)
- (4) Others, specify.....

**Stamps:**

**For office use only**

Checked by.....

Signature tallied by.....

Entered in the Register of Transfer on ..... vide Transfer No.....

Approval Date.....

Power of attorney/Probate/Death Certificate/Letter of Administration Registered on .....

at ..... No.....

**TENDER FORM FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN  
PHYSICAL FORM [FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOA)  
INTERNATIONAL CONSTRUCTIONS LIMITED]**

Date: \_\_\_\_\_

<b>BUY-BACK OPENS ON:</b>		<b>Friday, June 23, 2023</b>			
<b>BUY-BACK CLOSES ON:</b>		<b>Friday, July 07, 2023</b>			
<b>For Registrar / collection center use</b>					
Inward No.	Date	Stamp			
<b>Status (please tick appropriate box)</b>					
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII/FPI	<input type="checkbox"/>	Insurance Co.
<input type="checkbox"/>	Foreign Co.	<input type="checkbox"/>	NRI/OCB	<input type="checkbox"/>	FVCI
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / FI	<input type="checkbox"/>	Pension / PF
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP	<input type="checkbox"/>	Others (specify)
<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>	
<b>India Tax Residency Status: Please tick appropriate box:</b>					
<input type="checkbox"/>	<b>Resident in India</b>	<input type="checkbox"/>	<b>Non-Resident in India</b>	<input type="checkbox"/>	<b>Resident of _____ (Shareholder to fill the country of residence)</b>

To

**Niche Technologies Private Limited,**  
Unit: International Constructions Limited Buy-back 2022  
3A Auckland Place, 7th Floor,  
Room No. 7A & 7B, Kolkata,  
West Bengal - 700 017, India.

Dear Sir/Madam,

**Subject:** Letter of Offer dated June 21, 2023 in relation to Buy-back Offer of up to 7,26,792 fully paid-up equity shares of International Constructions Limited, (“**Company**”) at a price of Rs. 14/- (Fourteen Rupees Only) including premium of Rs. 4 (Four Rupees Only) per Equity Shares.

1. I / We, have read and understood the Letter of Offer dated June 21, 2023, hereby tender / offer my / our Equity Shares in response to the Buy-back Offer on the terms and conditions set out below and in the Letter of Offer.
2. I / We authorise the Company to Buy-back the Equity Shares offered by me/us (as mentioned below) and to issue instruction(s) to the Registrar to the Buy- back to extinguish the Equity Shares.
3. I / We hereby warrant that the Equity Shares comprised in this tender / offer are offered for Buy-back by me / us are free from all liens, equitable interest, charges and encumbrance.
4. I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buy-back and that I / we am / are legally entitled to tender the Equity Shares for Buy-back.
5. I / we agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration may be paid to the first named shareholder.
6. I / We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
7. me / us.
8. I / We agree that the Company is not obliged to accept any Equity Shares tendered/offered for Buy-back where loss of share certificates has been notified to the Company.
9. I / We authorize the Company to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-back.
10. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to give effect to the Buy-back in accordance with the Act.
11. Details of Equity Shares held and tendered / offered for Buy-back:

	In Figures	In Words
Number of Equity Shares held as on Record Date i.e., April 28, 2023		
Number of Equity Shares entitled for Buy-back		
Number of Equity Shares applied.		

\_\_\_\_\_Tear along this line\_\_\_\_\_

**Acknowledgement Slip: INTERNATIONAL CONSTRUCTIONS LIMITED BUY-BACK 2023**  
(To be filled by the Equity Shareholder) (Subject to verification)

<b>Folio No.</b>	
<b>Received from Mr./ Ms./Mrs.</b>	
<b>Form of Acceptance-cum-Acknowledgement:</b>	
<b>No. of Equity Shares offered for Buy-back (In figures)</b>	<b>(In words)</b>
<b>Registrar</b>	

***Please quote Folio No. for all future correspondence***

12. Details of Share Certificate(s) enclosed: \_\_\_ Total No. of Share Certificates Submitted: \_\_\_\_\_

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Shares
			From	To	
<b>Total</b>					

*In case the number of folios and share certificates enclosed exceed 3 nos., Please attach a separate sheet giving details in the same format as above.*

13. Details of the bank account of the sole or first Shareholder to be incorporated (to be mandatorily filled):

Particulars Required	Details
Bank Name	
Complete Address of the Bank	
Account Type (CA/SB/NRE/NRO/Others-Please Mention)	
Account Number*	
9 Digit MICR Code	
IFSC Code (for RTGS/NEFT/NECS transfers)	

\* Please submit Original cancelled cheque in personal name or bank passbook / bank account statement duly bank attested.

14. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

	Power of Attorney		Corporate Authorizations
	Succession Certificate		Self-attested copy of PAN Card
	Death Certificate		Others (please specify)
	DIS		

15. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1 (if any)	Joint Holder 2(if any)
Full name(s) of the shareholder			
Signature(s)*			
PAN No.			
Address of the Sole/First Equity Shareholder			
Telephone No. of the Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder	

*\*Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application form submitted.*

16. Applicable for all Non-resident shareholders –

- i. I/ We undertake to pay income taxes in India on any income arising on such Buy-back and taxable in accordance with the prevailing income tax laws in India. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me/ us.
- ii. I/ We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

## INSTRUCTIONS

**This Form of Acceptance has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Form of Acceptance.**

1. This Buy-back will open on Friday, June 23, 2023 and close on Friday, July 07, 2023.
2. Eligible Shareholders who wish to tender their Shares in response to this Buy-Back should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before Friday, July 07, 2023 by 05.00 P.M. (i) The relevant Form of Acceptance duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;  
(ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN Card); (iv) Transfer deed (Form SH-4) duly signed (by all Eligible Shareholders in case Shares are held jointly) in the same order in which they hold the Equity Shares.
3. Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Shareholder is deceased; and (iii) Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
4. All documents sent by the shareholder broker/ custodian will be at their own risk and the shareholder broker/ custodian is advised to adequately safeguard their interests in this regard.
5. For the procedure to be followed by Equity Shareholders for tendering in the Buy-back Offer, please refer to paragraph 16 of the Letter of Offer.
6. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection.
7. By agreeing to participate in the Buy-back the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
8. Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buy-back (including without limitation the approval from the RBI).

*All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.*

\_\_\_\_\_Tear along this line\_\_\_\_\_

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK, IF ANY, SHOULD BE  
ADDRESSED TO REGISTRAR TO THE BUY- BACK AT THE FOLLOWING ADDRESS QUOTING  
YOUR FOLIO NO.:

**Investor Service Centre: Niche Technologies Private Limited**

**Unit: International Constructions Limited Buy-back 2023**

Add: 3A Auckland Place, 7<sup>th</sup> Floor, Room No. 7A & 7B,

Kolkata, West Bengal - 700 017, India.

**Tel. No.: (033) 2280 6616 / 17 / 18**

**Email: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)**

**Website: <https://www.nichetechpl.com>**

**Contact Person: Mr. Ashok Sen**

**TENDER FORM FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN  
DEMATERIALIZED FORM**

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOA) INTERNATIONAL  
CONSTRUCTIONS LIMITED**

Date: \_\_\_\_\_

<b>BUY-BACK OPENS ON:</b>			<b>Friday, June 23, 2023</b>		
<b>BUY-BACK CLOSES ON:</b>			<b>Friday, July 07, 2023</b>		
<b>For Registrar / collection center use:</b>					
Inward No.	Date		Stamp		
<b>Status (please tick appropriate box)</b>					
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII/FPI	<input type="checkbox"/>	Insurance Co.
<input type="checkbox"/>	Foreign Co.	<input type="checkbox"/>	NRI/OCB	<input type="checkbox"/>	FVCI
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / FI	<input type="checkbox"/>	Pension / PF
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP	<input type="checkbox"/>	Others (specify)
<b>India Tax Residency Status: Please tick appropriate box:</b>					
<input type="checkbox"/>	<b>Resident in India</b>	<input type="checkbox"/>	<b>Non-Resident in India</b>	<input type="checkbox"/>	<b>Resident of _____ (Shareholder to fill the country of residence)</b>

To

**Niche Technologies Private Limited,**

**Unit: International Constructions Limited Buy-back 2023**

Add: 3A Auckland Place, 7th Floor,  
Room No. 7A & 7B, Kolkata, West Bengal - 700 017,  
India.

Dear Sir/Madam,

**Subject:** Letter of Offer dated June 21, 2023 in relation to Buy-back Offer of up to 7,26,792 fully paid-up Equity Shares of International Constructions Limited, (“Company”) at a price of Rs. 14/- (Fourteen Rupees Only) including premium of Rs. 4 (Four Rupees Only) per Equity Shares.

1. I / We, have read and understood the Letter of Offer dated June 21, 2023, hereby tender / offer my / our Equity Shares in response to the Buy-back Offer on the terms and conditions set out below and in the Letter of Offer.
2. I am /We are tendering Equity Shares at the offered price of Rs. 14 per share and enclose the photocopy of the Delivery instruction in “off-market” mode duly acknowledged by my/our Depository participant (“DP”) in respect of my/our shares as detailed below:

DP Names	DP ID	Client ID	Name of Beneficiary

3. Details of Equity Shares held and tendered / offered for Buy-back:

	In Figures	In Words
Number of Equity Shares held as on Record Date i.e., April 28, 2023		
Number of Equity Shares entitled for Buy-back.		
Number of Equity Shares applied.		

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Tear along this line

**Acknowledgement Slip: INTERNATIONAL CONSTRUCTIONS LIMITED BUY-BACK 2023**  
(To be filled by the Equity Shareholder) (Subject to verification)

<b>Folio No.</b>	
<b>Received from Mr./ Ms./Mrs.</b>	
<b>Form of Acceptance-cum-Acknowledgement:</b>	
<b>No. of Equity Shares offered for Buy-back (In figures)</b>	<b>(In words)</b>
<b>Registrar</b>	



4. I/We have executed an off-market transaction for crediting the shares to the special depository account as per detailed below:
- via a delivery instruction from my account in NSDL
  - via an inter-depository delivery instruction from account with CDSL

<b>Depository Name</b>	National Securities Depository Limited
<b>Account Name</b>	<b>INTERNATIONAL CONSTRUCTION L BUY BACK 23</b>
<b>Depository Participant("DP") Name</b>	SKI Capital Services Limited
<b>DP ID number</b>	IN301508
<b>Beneficiary Account Number</b>	10135861
<b>ISIN Equity</b>	INE845C01016
<b>Market</b>	Off Market

5. Shareholders should ensure that the Equity Shares are credited in the aforementioned account, prior to the closure of the tendering Period.
6. I/We note and understand that the shares would lie in the special depository account till the completion of the formalities relating to the Buy- back Offer as mentioned in the Letter of Offer. I/We also note and understand that the consideration will be paid only to that Shareholder who have validly tendered their shares in this Offer, in accordance with the terms of the Letter of Offer.

**Enclosure (Please tick as appropriate, if applicable):**

- Photocopy or counterfoil of the delivery instruction in “off market” mode duly acknowledged by the Shareholders DP, in favour of the special depository account.
- Duly attested Power of Attorney. If any person apart from the shareholder, has signed the acceptance form or transfer deed(s).
- Corporate authorization in case of companies along with Board Resolution and Specimen Signatures of Authorized Signatories.
- Duly attested Death Certificate and succession Certificate (in case of single shareholder) in case the original shareholder has expired.
- RBI or any other regulatory body approval required to tender Shares in the offer by NRIs and OCBs, as applicable
- Others (please specify):
- I/ we confirm that the Equity shares of ICL, which are being tendered herewith by me/us under the offer, are free from liens, charges and encumbrances of any kind whatsoever. I/We are not debarred from dealing in shares.
- I /we also note and understand that the Company will pay the purchase consideration only after verification of the documents and signatures.
- I/We authorize the Company to send by speed Post/Registered Post/courier or through electronic mode as may be applicable at my/our risk, crossed account payee cheques /demand draft /pay order or electronic transfer of funds, in full and final settlement of the amount due to me/us and /or other documents or papers or correspondence to the sole /first holder at the address mentioned above.
- In case I/We tendered my shares in dematerialized form. I/We authorize the Company to use my details regarding my address and bank account details obtained from my depository participants for the purpose of mailing the aforementioned instruments.
- I/We authorize the Company to accept the shares so offered which it may decide to accept the shares in terms of the letter of Offer and I/We further authorize the Company to credit shares in my account in respect of which the offer is not found valid /not accepted without specifying the reason thereof.
- The Permanent Account No. (PAN) Allotted under the income Tax Act 1961 is as under.

PAN	First/Sole Holder	Joint Holder 1	Joint Holder 2

**Bank Details**

So as to avoid fraudulent encashment in transit, the shareholder(s) should provide details of the bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. For shares that are tendered in demat form, the bank account details obtained from the beneficiary position download to be provided by the depositories will be considered and the consideration payment will be issued with said bank particulars.

Yours faithfully,

Signed and delivered.

Signed and delivered	Full Name(s) of the Shareholder	Signature
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		

Note: In the case of joint holdings all must sign. In case of body corporate, the company seal should be affixed.

Place:

Date: