

INTERNATIONAL CONSTRUCTIONS LIMITED

Regd. Office: No. 8, The Icon, 5th Floor, 80 Feet Main Road, HAL III Stage, Indiranagar, Bangalore-560075

THIRTY FIRST ANNUAL REPORT

2013 – 14

31

Board of Directors:

MR. ANIL KUMAR SETHI
MR. BASANT KUMAR JAIN
MR. AMITAVA BASU
MR. SUBHASH KUMAR JAIN

Registered Office:

No. 8, The Icon, 5th Floor, 80 Feet Main
Road, HAL III Stage, Indiranagar,
Bangalore-560075

Auditors:

M/s VIJAY KUMAR AGARWAL & CO
Chartered Accountants,
Central Plaza. 5th Floor, Room- 5M
41, B.B Ganguly Street
Kolkatta-700012

Bankers:

AXIS BANK
ICICI Bank

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CIN: L45309KA1983PLC038816

Tel: +91-80-49151700, Fax: +91-80-49151701, email : info@addgroup.co.in

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NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the Members of the M/s International Constructions Limited will be held on Thursday, the 4th day of September, 2014 at 03:00 PM at its Registered Office at No. 8, The Icon, 5th Floor, 80 Feet Main Road, HAL III Stage, Indiranagar, Bangalore-560075 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Profit and Loss Account for the year ended 31st March, 2014 and Balance Sheet as on at that date together with the reports of the Directors and the Auditors thereon.
2. To appoint Director in place of Mr. Basant Kumar Jain, who retires by rotation, and being eligible offers himself for re-appointment
3. To appoint Auditors to hold office from the close of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize for fixing their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 257, 260 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Anil Kumar Sethi, who was appointed as an Additional Director of the Company on 15.11.2013 and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013, proposing his candidature, be and is hereby appointed as Director of the Company, not liable to retire by rotation in terms of the provisions of the Articles of Association of the Company."

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 257, 260 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Subhash Kumar Jain, who was appointed as an Additional Director of the Company on 15.11.2013 and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013, proposing his candidature, be and is

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hereby appointed as Director of the Company, liable to retire by rotation in terms of the provisions of the Articles of Association of the Company."

Place: Bangalore
Date: 29/05/2014

For and on Behalf of Board


Anil Kumar Sethi
Director

DIN : 00035800



CIN: L45309KA1983PLC038816

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Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4

Mr. Anil Kumar Sethi was appointed as an Additional Director of the company as per the provisions of Section 260 of the Companies Act, 1956 in the Board Meeting held on 15.11.2013. Mr. Anil Kumar Sethi holds office of Director up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under section 160 of the Companies Act, 2013, along with a deposit of Rs.1,00,000/- from a Member signifying his intention to propose the name of Mr. Anil Kumar Sethi as a candidate for the office of Director. Approval of General Body is needed for the said appointment.

Recommended for passing it as an Ordinary Resolution.

Item No. 5

Mr. Subhash Kumar Jain was appointed as an Additional Director of the company as per the provisions of Section 260 of the Companies Act, 1956 in the Board Meeting held on 15.11.2013. Mr. Subhash Kumar Jain holds office of Director up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under section 160 of the Companies Act, 2013, along with a deposit of Rs.1,00,000/- from a Member signifying his intention to propose the name of Mr. Subhash Kumar Jain as a candidate for the office of Director. Approval of General Body is needed for the said appointment.

Recommended for passing it as an Ordinary Resolution.

Place: Bangalore
Date: 29/05/2014

By Order of the Board
For International Constructions Limited


-
Anil Kumar Sethi
Chairman

DIN : 00035800



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Notes:

1. A Member entitled to attend and vote at 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. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 29/08/2014 to 4/09/2014 (both days inclusive).
3. The details of Directors seeking appointment / re-appointment at the Annual General Meeting as required under Clause 49 of the Listing Agreement with Stock Exchanges is annexed hereto.
4. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form and such requests can be made to the Company's Registrar and Share Transfer Agents at:

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

5. Shareholders are requested to furnish the PAN Number, E-mail ID if any and update/intimate the change of address to the Company's Registrar & Transfer Agent M/s. Niche Technologies Private Limited.

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Additional Information required to be furnished under the Listing Agreement

Detail of the Directors seeking appointment / re-appointment at the Annual General Meeting(Pursuant to Clause 49 of the Listing Agreement)

Name : Subhash Kumar Jain
Date of Birth : 01/10/1958
Date of Appointment : 15/11/2013
Qualification : B.Com
Expertise : He has over 25 years experience in finance and Accounts related fields.
Directorships in other Public Limited Companies : 1. SPML INDIA LIMITED
2. SPM ENGINEERS LTD
Membership of Committees in other Public Limited Companies (includes only Audit and Shareholders' /Investors' Grievance Committee) : NIL
No of Shares held in the Company : NIL

Name : Basant Kumar Jain
Date of Birth : 11/01/1965
Date of Appointment : 30/01/2010
Qualification : B. Com
Expertise : He has over 25 years experience as Accountant.
Directorships in other Public Limited Companies : 1. MEENA HOMES LIMITED
2. ADD ECO-ENVIRO LIMITED
3. MEENA HOLDINGS LIMITED
4. SPM ENGINEERS LTD

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Membership of Committees in other Public Limited Companies (includes only Audit and Shareholders' /Investors' Grievance Committee) : NIL

No of Shares held in the Company : NIL

Detail of the Directors seeking appointment / re-appointment at the Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name : Anil Kumar Sethi

Date of Birth : 07/03/1953

Date of Appointment : 15/11/2013

Qualification : B.Com

Expertise : He has over 30 years' experience as an entrepreneur.

Directorships in other Public Limited Companies : BHARAT HYDRO POWER CORPORATION LIMITED
ADD TECHNOLOGIES (INDIA) LIMITED
ADD REALTY LIMITED
SPML INFRASTRUCTURE LIMITED
ADD INDUSTRIAL PARK (TAMIL NADU) LIMITED
ADD URBAN ENVIRO LIMITED
MEENA INTEGRATED TEXTILE INFRA LIMITED
ADD ECO-ENVIRO LIMITED
SYNERGY PROMOTERS PRIVATE LIMITED*
SJA DEVELOPERS PRIVATE LIMITED*
SPML INDUSTRIES LIMITED
ARIHANT LEASING AND HOLDING LIMITED
SPML Infraprojects Limited
(*Subsidiary of Public Company)

Membership of Committees in other Public Limited Companies (includes only Audit and Shareholders' /Investors' Grievance Committee) : NIL

No of Shares held in the Company : 7,53,040

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