INTERNATIONAL CONSTRUCTIONS LIMITED

Dated: 8th September 2020

To

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

Dear Sirs,

Sub: Notice of 37th Annual General Meeting of the Company.

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We hereby submit the notice of the 37th Annual General Meeting of the Company for the records of the stock exchange. Same is also available on the website of the company at www.inltd.co.in.

Kindly acknowledge receipt of the above

Thanking You,

Yours faithfully,
For **International Constructions Limited**

NITESH KUMAR JAIN
Digitally signed by NITESH KUMAR JAIN
Date: 2020.09.08 21:10:49 +05'30'

Nitesh Kumar Jain
Company Secretary & Compliance Officer

Encl.: as above

INTERNATIONAL CONSTRUCTIONS LIMITED

Registered Office: Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road, Bengaluru – 560 017
Phone: +91-080-49411700, Tele-fax: +91-080-49411701; E-mail: info@addgroup.co.in; Website: www.inltd.co.in
(CIN: L45309KA1983PLC038816)

NOTICE OF THE 37th ANNUAL GENERAL MEETING

NOTICE

Notice is hereby given that the Thirty Seventh (37th) Annual General Meeting of the Members of M/s International Constructions Limited (the "Company") will be held on Wednesday, September 30, 2020 at 3:00 PM (IST) through Video Conferencing/Other Audio Visual Means organized by the Company to transact the following businesses.

The venue of the meeting shall be deemed to be the Registered Office at Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road, Bengaluru – 560 017 (Landmark: Adjacent to HDFC Bank):

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, 2020, together with the reports of the Board of Directors and the Auditors thereon.

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.

SPECIAL BUSINESS:

3. To Re-appoint Mr. Anil Kumar Sethi (DIN: 00035800), as Managing Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Articles of Association of the Company and the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the re-appoint Mr. Anil Kumar Sethi (DIN:00035800), as Managing Director of the Company, to manage the whole affairs of the Company, not liable to retire by rotation, for a further period of 3 years (Three years) with effect from 15th November, 2020, upon such terms and conditions including remuneration, perquisites and other benefits as set out herein below:

a. Salary : Rs 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) per month
b. Commission : Nil
c. Medical Reimbursement: Subject to a ceiling of one month's salary over a period of three years.
d. Bonus: Subject to a ceiling of one month's salary over a period of three years which shall be subject to the limits laid down under Section 197 and 198 of the Companies Act, 2013.
a. Apart from the above, he will also be entitled to the following:

    1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

2. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service as per company rules.

3. Encashment of leave at the end of tenure as per Company's Rules.

4. Provision of car for use in Company's business and telephones and internet at residence for official purpose, personal long distance calls on telephones/internet and use of car for private purpose shall be billed to him.

5. He shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the company.

"RESOLVED FURTHER THAT in the event of loss, absence or inadequacy of profit of the Company in any financial year during the term of office of the appointee, the aforesaid remuneration shall be paid as minimum remuneration, provided that the total remuneration shall not exceed the ceiling as provided under Section – II of Part – II of Schedule V to the Companies Act, 2013 or any statutory Modification(s) or re-enactment(s) thereof as in force from time to time."

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' viz. Nomination & Remuneration Committee, Audit Committee or any other Committee of the Board thereof) shall have liberty to alter and vary the terms and conditions of the said reappointment and remuneration as may deem fit in accordance with the provisions of the Companies Act, 2013 and proper in the best interest of the Company with requisite approvals and ceiling limits as provided under Section 197 / Schedule V of the Act".

"RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required, deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

4. To Re-appoint Mr. Amitava Basu (DIN: 03335477) as a Non-Executive Independent Director of the Company:

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

"Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other requisite approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Amitava Basu (DIN: 03335477) and who has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations along with a declaration under sub-rule (3) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and whose term shall not be subject to retirement by rotation, to hold the office for a term of 5 (five) consecutive years with effect from September 29, 2020.

Resolved further that any of the Directors of the Company and / or Company Secretary of the Company be and is hereby authorized to do and perform all in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution".

By Order of the Board of Directors
For **International Constructions Limited**

Sd/-
Nitesh Kumar Jain
Company Secretary & Compliance Officer

Date: 27.08.2020
Place: Bangalore

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

Notes:

1. In view of the massive outbreak of COVID-19, COVID-19 pandemic, maintenance of social distancing norms, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid-19" and General Circular No. 20/ 2020 dated 5th May 2020, in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation s, 2015 - Covid-19 pandemic" ("SEBI Circular") have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue**.**

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. **In regular circumstances a Member entitled to attend and vote at the Annual General Meeting (the "Meeting" or "AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAV, the requirement of Physical Attendance of Members has been dispensed with. Accordingly, in terms of the MCA and SEBI Circular, the facility for appointment of proxies by the members will not be available. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

3. Corporate members intending to send their authorised representatives to attend/ participate in the AGM through VC / OAVM pursuant to Section 113 of the Act, are requested to send to the Company, at least 48 hours prior to the start of voting, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. authorizing its representatives to attend the AGM through VC / OAVM, by e-mail to nitesh@addgroup.co.in.

4. In case of Joint Holders attending the AGM, only such Joint Holder whose name appears first in the order of names will be entitled to vote. Only one of the members of the Company, whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting

5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of business(es) to be transacted at the Annual General Meeting as set out under Item No(s). 3 and 4 including the relevant details of the Directors seeking re-appointment as required by Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.

6. The Board of Directors have considered and decided to include the Item no. 3 and 4 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

7. Pursuant to the provisions of Section 91 of the Companies act, 2013(as amended), The Register of Members and the Share Transfer Books of the Company will remain closed from 24/09/2020 to 30/09/2020 (both days inclusive).

8. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e. M/s. Niche Technologies Private Limited or the Depository Participant(s). Members may note that the Notice and Annual Report 2019-20 shall be available on the Company's website at www.inltd.co.in, websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively. The AGM Notice is also disseminated on the website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., www.evotingindia.com.

9. Members holding shares in physical form and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent - Niche Technologies Private Limited at nichetechpl@nichetechpl.com or to the Company at nitesh@addgroup.co.in along with signed request letter to the name, address, folio no. of the Member, self-attested copy of the PAN card, scanned copy of the share certificate (front and back) and Self-attested scanned copy of any document (such as AADHAAR card/ latest Electricity Bill/ latest Telephone/ Mobile Bill/ Driving License/ Passport/ Voter ID card/ Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.

10. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of Listed Companies can be transferred only in dematerialised form with effect from 01.04.2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares that are held by them in physical 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
    3A, Auckland Place,,
    Room No. 7A & 7B, 7th Floor, Kolkata-700017
    Phone: 033 – 2280-6616/6617/6618; Fax: 033 – 2215 6823
    E-mail: nichetechpl@nichetechpl.com

11. All documents referred to, in the accompanying Notice and the Explanatory Statement and Statutory Registers including Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at nitesh@addgroup.co.in

12. Members seeking any information with regard to any matter to be placed at the AGM are requested to write to the Company through an email on nitesh@addgroup.co.in not later than at least seven days before the date of Annual General Meeting so as to enable the Management to keep the information ready at the Meeting.

13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

14. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

15. Members holding shares in dematerialized form are requested to intimate all particulars of mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Members who are holding shares in physical form are requested to intimate change in their email addresses and other details to the Company's Registrar and Share Transfer Agent - Niche Technologies Private Limited at nichetechpl@nichetechpl.com or to the Company at nitesh@addgroup.co.in.

16. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of future dividend, if any. The Company or its Registrars and Transfer Agents, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members.

17. Further, as per the RBI instruction/circular, for making payments (i.e. dividend, etc.) to the investors, Companies have to use, NEFT / RTGS / ECS facilities. In cases where either the bank details such as MICR, IFSC, etc. for electronic transfer are not available or the electronic payment instructions have failed or have been rejected by the bank, companies may use physical payment instruments but companies shall mandatorily print the bank account details of the investors on such payment instruments. Members, who hold shares in physical form, are requested to notify immediately the details of their bank account, to the Company/Registrars and Share Transfer Agents of the Company.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.

19. Members are requested to note that the venue of the 37th Annual General Meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM), and hence, the route map is not annexed in this Notice

20. The Company has designated a separate e-mail ID of the grievance redressal division / compliance officer named "nitesh@addgroup.co.in" exclusively for the purpose of registering complaints by members/investors Members are requested to quote their DPID & Client ID or Folio details respectively in all correspondences.

21. **VOTING THROUGH ELECTRONIC MEANS:**

(i) In compliance with the provisions of Section 108 of the Companies Act, 2013 (the "Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations") read with the General Circulars issued by the Ministry of Corporate Affairs (the "MCA") bearing Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (hereinafter, collectively referred as the "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Company is pleased to facilitate its Members, to transact businesses as mentioned in Notice convening the 37th Annual General Meeting (the "AGM" or the "Meeting"), by voting through electronic means (e-Voting). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

(ii) The procedure and instructions for casting your vote electronically are as under:

i. The remote e-voting period commences on Sunday, September 27, 2020 (9:00 a.m.) and ends on Tuesday, September 29, 2020 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, August 21, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
iii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
iv. Click on "Shareholders" tab.

v. Now Enter your User ID
   (a) For CDSL: 16 digits beneficiary ID
   (b) For NSDL: 8 Character DP ID followed by 8 Digit Client ID
   (c) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

OR

Alternatively, if you are registered for CDSL"s **EASI/EASIEST** e-services, you can log-in at https://www.cdslindia.com from Login – Myeasi using your login credentials. Once you successfully log-in to CDSL"s **EASI/EASIEST** e-services, click on e-Voting option and proceed directly to cast your vote electronically.

vi. Next enter the Image Verification as displayed and Click on Login.

vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

ix. After entering these details appropriately, click on "SUBMIT" tab.

x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xii. Click on the EVSN for the relevant Company Name i.e. **INTERNATIONAL CONSTRUCTIONS LIMITED** on which you choose to vote.

xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix. Shareholders can also cast their vote using CDSL‟s mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

xx. **Note for Institutional Shareholders & Custodians :**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rahul@csra.in, Nitesh@addgroup.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the Company's email id at nitesh@addgroup.co.in or to the RTA's email id at nichetechpl@nichetechpl.com.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the Company's email id at nitesh@addgroup.co.in or to the RTA‟s email id at nichetechpl@nichetechpl.com.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least five (5) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at nitesh@addgroup.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least five (5) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at nitesh@addgroup.co.in. These queries will be replied by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

22. GENERAL INFORMATION FOR SHAREHOLDERS

(a) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, August 21, 2020. A person who is not a member as on cut-off date should treat this notice for information purpose only.

(b) Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. Friday, August 21, 2020, are requested to send the written / email communication to the Company at " nitesh@addgroup.co.in" by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

(c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 22 5533 or Or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

(d) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43 and 1800225533.

(e) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile

23. The Board of Directors has appointed Mr. Rahul Aggarwal, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the AGM in a fair and transparent manner. The 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.

23. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at 'www.inltd.co.in' and on the website of CDSL www.evotingindia.com. The same will be communicated to the listed stock exchanges viz. National Stock Exchange of India Limited (NSE).

23. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory/(ies) who are authorized to vote through e-mail at "nitesh@addgroup.co.in " on or before September 29, 2020, upto 5:00 pm without which the vote shall not be treated as valid.

24. 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 Friday, August 21, 2020.

25. The shareholders shall have one vote per equity share held by them as on the cut-off date of August, 21, 2020. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holder.

26. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, September 30, 2020.

29. In case you have any grievance connected with the e-voting, please contact Mr. Nitesh Kumar Jain, Company Secretary, International Constructions Limited, Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road, Bengaluru – 560 017, E-mail: 'nitesh@addgroup.co.in', Phone Number: 080- 49411700.

By Order of the Board of Directors
For **International Constructions Limited**
Sd/-xxx
Nitesh Kumar Jain
Company Secretary &
Compliance Officer

Registered Office:
Golden Enclave, Corporate Block, Tower B1,
5th Floor, HAL Old Airport Road, Bengaluru – 560 017
(Tele-fax: +91-080-49411701;
E-mail: info@addgroup.co.in; Website: www.inltd.co.in),
(CIN: L45309KA1983PLC038816)
Bangalore, August 27, 2020

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Explanatory Statement sets out all material facts relating to Item No. 1, of the accompanying Notice.

ITEM - III

Mr. Anil Kumar Sethi (DIN: 00035800) was appointed as Managing Director of the Company, by the General Body on 15th November, 2017 for a period of three years commencing from w.e.f. 15th November 2017 till 14th November 2020.

Mr. Anil Kumar Sethi (DIN: 00035800) is one of the Promoters of the company and he has been serving as the Chairman and Managing Director of the company for the past many years. Considering his rich and varied experience, skills and knowledge in the field of Engineering and Infrastructure development and allied industry, the Board of Directors opine that his re-appointment as Chairman and Managing Director of the company would be greatly beneficial to the company.

Now, it is proposed to re-appoint him, on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (the "Board") at its meeting held on 27.08.2020 had appointed Mr. Anil Kumar Sethi (DIN: 00035800), as a Managing Director of the Company, subject to the approval of Members of the Company, for a further period of three (3) years w.e.f. from 15th November, 2020 till 14th November 2023 upon such terms and conditions including remuneration, perquisites and other benefits as set out in the resolution which are:

a. Salary : Rs 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) per month
b. Commission : Nil

c. Medical Reimbursement: Subject to a ceiling of one month's salary over a period of three years.

d. Bonus: Subject to a ceiling of one month's salary over a period of three years which shall be subject to the limits laid down under Section 197 and 198 of the Companies Act, 2013.

b. Apart from the above, he will also be entitled to the following:

1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

2. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service as per company rules.

3. Encashment of leave at the end of tenure as per Company's Rules.

4. Provision of car for use in Company's business and telephones and internet at residence for official purpose, personal long distance calls on telephones/internet and use of car for private purpose shall be billed to him.

5. He shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the company.

Mr. Anil Kumar Sethi, suo moto, has proposed to reduce his remuneration from present 10 L to 7.5 L and have not drawn any remuneration since 1st of January, 2020 as Company didn't have any business and also with the fact that the outbreak of COVID-19 pandemic had impact adversely to Company, as it has to bear all fixed costs and other expenses.

Therefore the approval of the Members of the Company is being sought for the re-appointment of Mr. Anil Kumar Sethi as Managing Director, not liable to retire by rotation on the terms and conditions and payment of remuneration as set out in Resolution under Item no. 3 relating to his re-appointment. Brief profile of Mr. Anil Kumar Sethi is set out in the "Information of Director pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(as amended)" which is annexed with the notice.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Managing Director of the Company.

None of the Directors except Mr. Anil Kumar Sethi as appointee and Mrs. Priti Devi Sethi as relative of the appointee is interested in this resolution.

The Board recommends the Resolution to be passed as a Special Resolution by the Members of the Company.

ITEM - IV

Mr. Amitava Basu, will complete his initial term as an Independent Director of the Company on 29.092020 and he is eligible for re-appointment for one more term.

Mr. Amitava Basu aged 55 years is a Master Degree holder in Electrical Engineering from MANIT, Bhopal. He has also completed software development courses from IT institutes including MANIT Bhopal. He has rich expertize in Wind farm developments, Project and Contract management in different parts of India. As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on August 27, 2020, subject to approval of Members at ensuing Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Amitava Basu (DIN: 03335477) as a Non-Executive Independent Director of the Company, for the second term of 5 (five) years w.e.f. September 29, 2020 upto September 20, 2025, and shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Mr. Amitava Basu (DIN: 03335477) is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013. The Company has also received a declaration from Mr. Amitava Basu declaring that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Amitava Basu fulfills the conditions required to be fulfilled for being appointed as an Independent Director of the Company for the as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015.

The Board places the above resolution before the Members for their approval as a **Special Resolution**.

STATEMENT CONTAINING INFORMATION TO THE SHAREHOLDERS

Information as required under Section II of the Part II of Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION

(1) **Nature of industry**: International Constructions Limited is mainly engaged in job contract works & financing activities. The job contract works are undertaken mainly in infrastructure sector as and when it gets an opportunity for the same to add its revenues. The company ceased to be NBFC as the Reserve Bank of India has cancelled its registration vide its letter no DNBS (BG) No. 129/01.02.669/2018-19 dated July 17, 2018.

(2) Date or expected date of commencement of commercial production: in the year of 1983 as mentioned in the certificate for Commencement of Business.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.: **N/A**

(4) Financial performance based on given indicators:

(Amount in '000)

Parameter	**2019-2020**	**2018-2019**
Total Revenue	-	14,473.00
Profit/(Loss) before tax	(7,692.82)	840.22
Profit/(Loss) after tax	(4,609.34)	760.38
Paid –up Equity Share Capital	36,339.60	36,339.60
Reserve and Surplus	78,084.93	98,949.71
Basic Earnings per Share (actual)	(1.27)	0.21

(5) Export performance and net foreign exchange collaborations: **NIL**

(6) Foreign investments or collaborators, if any: **NIL**

II. Information about the appointee

(1) Background details: Please Refer Profile

(2) Past remuneration :

Organization	**Designation**	**Duration**		**TOTAL Remuneration with perks**
		From	**To**	
SPML infra LTD	Whole Time Director/Chairman	01/04/2009	31/03/2011	Rs.6 lakh per Month plus Commission and perks
International Constructions Limited	Managing Director/Chairman	15/11/2017	14/11/2020*	Rs. 2 Lakh per Month plus other perks
SPML Infrastructure Ltd.	Managing Director	01/08/2014	31/07/2017	Rs. 7 Lakh per Month plus other perks

* No salary drawn from 01.01.2020

(3) Recognition or awards: Please Refer Profile

(4) Job profile and his suitability: Please Refer Profile

(6) Remuneration proposed: As set out in Item No.3 of the notice of the 37th AGM

(7) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

In SPML infra limited a leading infrastructure Listed Company, he was getting Rs.6 Lakh Per month for a period ended 31/03/2011, in SPML Infrastructure Ltd., he was getting Rs.7 Lakh Per month for a period ended 31/07/2017 per month as per serial No. 2 above. The remuneration being paid to him is most reasonable considering other similar sized companies, the type of industry and his position and profile.

(8) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. :

He is one of the promoters of the company holding 3,43,670 equity shares of the Company and Mrs. Priti Devi Sethi, another Director of the Company is [wife] relative of Mr. Anil Kumar Sethi. His HUF holds 30,000 equity shares of the Company.

III. Other information:

(1) Reasons of loss or inadequate profits:

Acquiring contracts is not feasible for every Year and all the Investments of the Company in its group of companies did not yield for the period under review. The Company has incurred significant losses on fair valuation of its Investments.

(2) Steps taken or proposed to be taken for improvement:

Having started the trading of shares of the Company on NSE, the Company is hopeful to expand its present activities and to explore diversification possibilities by generating more funds for the said purposes and to look for good prospects for the Company from the ensuing year under the leadership of Mr. Anil Kumar Sethi as Managing Director of the company.

(3) Expected increase in productivity and profits in measurable terms:

The Company has taken necessary initiatives to improve its market position and financial performance.

IV. Other information: The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the Financial statement:

The provisions of the Corporate Governance as stipulated under Regulation 15 (2) of SEBI (Listing and Obligations and Disclosures Requirements) Regulations, 2015, are not applicable to the Company

i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors; - as set out in Item No.3 of this notice

(ii) Details of fixed component. and performance linked incentives along with the performance criteria; as set out in Item No.3 of this notice.

(iii) service contracts, notice period, severance fees; and – as set out in Item No.3 of this notice

(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: Company has not issued any stock options.

Details of Directors seeking appointment/re-appointment at the 37th Annual General Meeting to be held on September 30, 2020 Vide Item No.3 and 4 of the Notice

[Pursuant to Regulation 36(3) & 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards – 2 on General Meetings]

Name of the Director	Mr. Anil Kumar Sethi	Mr. Amitava Basu	Mrs. Priti Devi Sethi
DIN	00035800	03335477	00635846
Designation	Managing Director (Executive)	Non-Executive, Independent Director	Non-Executive, Non-Independent Director
Date of Birth	07.03.1953	22.08.1965	30.06.1959
Qualification	Graduated with a Bachelor of Commerce degree	M. Tech, B. Tech	Graduated with a Bachelor of Commerce degree
Experience	He Has been in the industry for more than 35 years of Engineering and Infrastructure development experience is credited as a leader and spokesperson of the fast growing Infrastructure Industry of India.	He has been in the industry for more than 30 years. He has expert knowledge in the field of Consultancy Services. He has vast experience of handling various business transactions and taking administrative decisions. He is also on board of several other Companies	She is wife of Mr. Anil Kumar Sethi, who is Ex-Chairman of M/s SPML Infra Limited and is Chairman of ADD Group having over 30 years of engineering and infrastructure development experience is credited as a leader and spokesperson of the fast growing Infrastructure Industry of India.
Directorship	1. Add Realty Ltd 2. ADD Technologies (India) Limited 3. Leonis Koramangala Complex Private Limited 4. Leonis Hsr Developers Private Limited 5. Leonis Sadashivanagar Developers Private Limited 6. Leonis Austin Town Developers Private Limited 7. Leonis Vijayanagar Developers Private Limited 8. Leonis R T Nagar Developers Private Limited 9. Sanmati Infradevelopers Private Limited 10. SJA Developers Private Limited 11. DWMG Software Private Limited 12. Add Energy Management Company Private Limited 13. Ratnatray Mega Food Park Private Limited 14. Doon Valley Waste Management Private Limited	1. Add Industrial Park (Tamil Nadu) Limited 2. ADD Energy Management Company Private Limited	1. Add Technologies (India) Limited 2. Add-Elcina Electronics Park Private Limited 3. Meena Holdings Private Limited 4. Meena Add Charity Initiative Foundation
Membership & Chairmanship of Committees of Listed Entities (Including Audit Committee & Stakeholders Relationship Committee)	Nil	Nil	Nil
No. of Board meetings attended	11	1	11

Details of Remuneration	As set out in the Resolution	None	None

For and on Behalf of Board
Sd/-
Nitesh Kumar Jain
Company Secretary & Compliance Officer

Registered Office:

Golden Enclave, Corporate Block, Tower B1,
5th Floor, HAL Old Airport Road, Bengaluru – 560 017
(Tele-fax: +91-080-49411701; E-mail: info@addgroup.co.in; Website: www.inltd.co.in) (CIN: L45309KA1983PLC038816)

Place: Bangalore,
Date: August 27, 2020

Brief profile of Directors seeking appointment/re-appointment at the 26th Annual General Meeting to be held on September 30, 2020

1. **Mr. Anil Kumar Sethi**, aged about 67 years, with over 30 years of Engineering and Infrastructure development experience is credited as a leader and spokesperson of the fast growing Infrastructure Industry of India.

   In his business and domain pursuits, Mr. Sethi has travelled across geographies and interacted with international business, industry and political leaders; he has been invited to several leading international forums as a speaker and advisor, apart from being an integral and lead member of eminent industry bodies and institutions such as:

   - World Economic Forum
   - Confederation of Indian Industry
   - Federation of Indian Chambers of Commerce & Industry
   - Steering Committees of Panels on Water Management and Urban Infrastructure

   His Professional Journey includes his position held as Director, Vice Chairman, Chairman and Chairman Emeritus in SPML Infra Ltd, a leading Infrastructure Listed Company for over 25 years. Presently he is the Chairman for ADD Group of Companies based in Bangalore and holding Directorships in more than 15 Companies.

   Honors:
   - Nominated and Empanelled as Eminent Citizen with the NREGA (Mahatma Gandhi National Rural Employment Guarantee Act) – 2010
   - Outstanding Entrepreneur Award for his contribution as a Business Leader Par Excellence – by Enterprise Asia – 2009 (An international panel/jury for Entrepreneurship)
   - The Pride of India Gold star Award, India quality Gold star Award and The Vikas Jyothi Award, amongst others

   A diligent industrialist, and a conscientious citizen, Mr. Sethi's personal interest has evolved around contributing to the welfare of the society and community at large. As a social leader he is currently leading community efforts through his responsibilities as Acharya Shantisagar Foundation, Shri Khandelwal Digambar Jain Trust, President, Shri Parmagam Shravak Trust, Sonagiri, Founder Trustee, Shri Keshrichand Punamchand Sethi Charitable Trust, Trustee, Shri Gnanoday Digambar Jain Trust.

2. Mr. Amitava Basu aged 55 years is is the Non-Executive, Independent Director of the Company. He holds a Master Degree holder in Electrical Engineering. He has also completed software development courses from IT institutes including MANIT Bhopal. He has rich expertize in Wind farm developments, Project and Contract management in different parts of India. He has been associated with the Company for past five years and has industry related functional expertise. He has successfully completed many wind energy projects in many state of the country. He has also lead Power T&D Group as Executive Vice President, Power Projects and completed more than 60 projects viz. Sub-station & Transmission line projects, Rajiv Gandhi Grameen Vidyuti Karan Yojana projects, Re-Conductoring projects, Rural load Management Scheme projects, Feeder Separation projects under various Electricity Boards.

   He has jointly published paper on Load profile with the Director of the Consulting Company. Further he was called by American Wind Energy Association for Annual Conference at Austin, USA in the year 2000 for his research paper on wind technology whereby he was the only author selected from India for Wind Technology paper among 38 authors from all other countries on various topics on Wind farm developments. He has developed simplest & rugged HT & LT Reactive Power Compensation scheme with capital investment payback period of less than a year and on successful implementation of the same in the existing wind farms the supply grid were relieved from previous inductive loading of said wind farms. Further he has expertise in project and contract management having successfully commissioned several power projects in different part of India and also in West Africa.

3. Mrs. Priti Devi Sethi, is wife of Mr. Anil Kumar Sethi, who is Ex-Chairman of M/s SPML Infra Limited and is Chairman of ADD Group having over 30 years of engineering and infrastructure development experience is credited as a leader and spokesperson of the fast growing Infrastructure Industry of India.

   She is currently Director in below mentioned companies:
   - ADD TECHNOLOGIES (INDIA) LIMITED
   - MEENA HOLDINGS LIMITED
   - INTERNATIONAL CONSTRUCTIONS LIMITED
   - MEENA ADD CHARITY INITIATIVE FOUNDATION
   - ADD-ELCINA ELECTRONICS PARK PRIVATE LIMITED

   Mrs. Sethi shows enthusiasm in business for its growth and prosperity.