INTERNATIONAL CONSTRUCTIONS LIMITED

Dated: 8th September 2021

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 38th Annual General Meeting of the Company.

***

We hereby submit the notice of the 38th 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
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 38th ANNUAL GENERAL MEETING

NOTICE

Notice is hereby given that the Thirty Eight (38th) Annual General Meeting of the Members of M/s International Constructions Limited (the "Company") will be held on Thursday, September 30, 2021 at 11:00 AM (IST) at its Registered Office at Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road, Bengaluru – 560 017 (Landmark: Adjacent to HDFC Bank) to transact the following business:

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, 2021, together with the reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

   "RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint a Director in place of Mrs. Priti Devi Sethi (DIN: 00635846), who retires by rotation and, being eligible, offers herself for reappoint, in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

   "RESOLVED THAT Mrs. Priti Devi Sethi (DIN: 00635846) who retires by rotation from the Board of Directors pursuant to the provisions of section 152 of the Companies Act, 2013 and Article of association of the company, and being eligible offers herself for re-appointment, be and is hereby re-appointed as the Director of the Company whose office shall be liable to retirement by rotation."

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

Sd/-
Nitesh Kumar Jain
Company Secretary & Compliance Officer

Date: 31.08.2021
Place: Bangalore

Registered Office:

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

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:

Re-appointment of Mrs. Priti Devi Sethi (Item No. 2)

Mrs. Priti Devi Sethi (DIN: 00635846) who retires by rotation from the Board of Directors pursuant to the provisions of section 152 of the Companies Act, 2013 and Article of association of the company, and being eligible offers herself for re-appointment, be and is hereby re-appointed as the Director of the Company whose office shall be liable to retirement by rotation. Details of Mrs. Priti Devi Sethi:

Name	:	Priti Devi Sethi
Date of Birth	:	30/06/1959
Date of Appointment	:	25/03/2015
Qualification	:	Graduate in Commerce
Expertise	:	She has experience over 30 years in Accounts & Finance
Membership of Committees in other Public Limited Companies (includes only Audit and Shareholders' /Investors' Grievance Committee)	:	NIL
Directorships in other Listed Companies	:	NIL
Share Holding in the Company	:	9,51,000 (Equity Shares of Rs. 10/- each)

Notes:

1. **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. The instrument appointing the proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.**

2. The Register of Members and the Share Transfer Books of the Company will remain closed from 24/09/2021 to 30/09/2021 (both days inclusive).

3. The Cut-off Date (Record Date) will be on Thursday, the 23rd day of September, 2021 for the ascertainment of Members entitled to attend and vote in the Annual General Meeting.

4. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form and requested to notify the change in their addresses 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

5. All Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days upto the date of the AGM.

6. 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 Monday, 20th August 2021.

7. 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.

8. Members may also note that the Notice of the 38th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for financial year 2021 will also be available on the Company's WEBSITE at http://www.inltd.co.in and websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively for their download. 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. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Bangalore for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's Investor's Email ID: nitesh@addgroup.co.in

10. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

11. 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.

12. 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

13. 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 Thursday, 23rd September 2021. A person who is not a member as on cut-off date should treat this notice for information purpose only.

b) The shareholders shall have one vote per equity share held by them as on the cut-off date of Thursday, 23rd September 2021. The facility of e-voting would be provided once for every folio/client ID, irrespective of the number of joint holders.

c) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as on the cut-off date, i.e., Thursday, 23rd September 2021, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with Central Depository Services Limited (CDSL) for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com.

d) 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).

e) 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.

f) 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

14. The Board of Directors of the Company at their meeting held on Tuesday 31st August, 2021 has appointed Mr. Rahul Aggarwal, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process and voting at the Annual General Meeting through ballot or polling paper in a fair and transparent manner.

15. The Chairman shall at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutiniser by use of ballot or polling paper or by using an electronic voting system for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

16. 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.

17. 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).

18. 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, 2021, upto 5:00 pm without which the vote shall not be treated as valid.

19. Members / proxies are requested to bring their Attendance Slip duly filled in along with their copy of Annual Report to the meeting.

20. 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. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.

21. Members, seeking any information with regard to the accounts of the Company, are requested to write to the Company, at an early date, so as to enable the Management to keep the information ready at the Meeting.

22. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (i.e. Agency/Bank, with whom they are maintaining their demat accounts), directly. Members, who hold shares in physical form, are requested to notify such changes to the Company's Registrars and Share Transfer Agents (i.e. M/s. Niche Technologies Private Limited, Kolkata).

23. 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

24. 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.

25. 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.

26. 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.

27. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Shareholders at the AGM.

28. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Shareholders at the AGM.

29. To support the **'Green Initiative'** announced by the Government of India and pursuant to Regulation 36(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a soft copy of full Annual Report and Notice of the Meeting are being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. In order to support the **'Green Initiative'**, Members, who have not registered their e-mail address, so far, are requested to register their e-mail addresses with their concerned Depository Participants or the Company at "nitesh@addgroup.co.in" or Registrar, M/s. Niche Technologies Pvt. Ltd. at nichetechpl@nichetechpl.com for receiving all communication from the Company, electronically.

30. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, September 30, 2021.

31. Voting through electronic means (e-voting):

(i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Clause 8 of Secretarial Standards-2 (SS-2) of The Institute of Company Secretaries of India, and regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e- voting") will be provided by Central Depository Services (India) Limited ("CDSL").

(ii) The facility for voting through ballot paper is also made available. The members may record their assent (for) or dissent (against) in the ballot paper annexed to this notice and return the same duly completed in original so as to reach the scrutinizer on or before the close of the working hours on Wednesday 29th September, 2021. The Ballot forms received thereafter shall be deemed invalid. Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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

1. The remote e-voting period commences on Monday, September 27, 2021 (9:00 a.m.) and ends on Wednesday, September 29, 2021 (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 Thursday, September 23, 2021 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.

2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. The facility for voting through ballot or polling paper shall be made available at the Annual General Meeting and the members as on the "cut-off date", i.e. Thursday, 23rd 2021, who have not cast their vote by remote e-voting & opting to vote physically can do the same by remaining present at the meeting and be able to exercise their right to vote through ballot or polling paper. However, in case members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.

3. The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 27th September, 2021 at 9.00 A.M. and ends on 29th September, 2021 at 5.00 P.M. During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd day of September, 2021, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant

to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.

(iv) Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(V) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
2) Click on "Shareholders" tab.
3) 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.
4. Next enter the Image Verification as displayed and Click on Login.

5. 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.
6. If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for M/s **INTERNATIONAL CONSTRUCTIONS LIMITED** on which you choose to vote.

(x) 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.

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

(xii) 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.

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

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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 in the "Corporates" module.
- 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; 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/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 Company/RTA email id.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

xix 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 200 5533.

xx. 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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

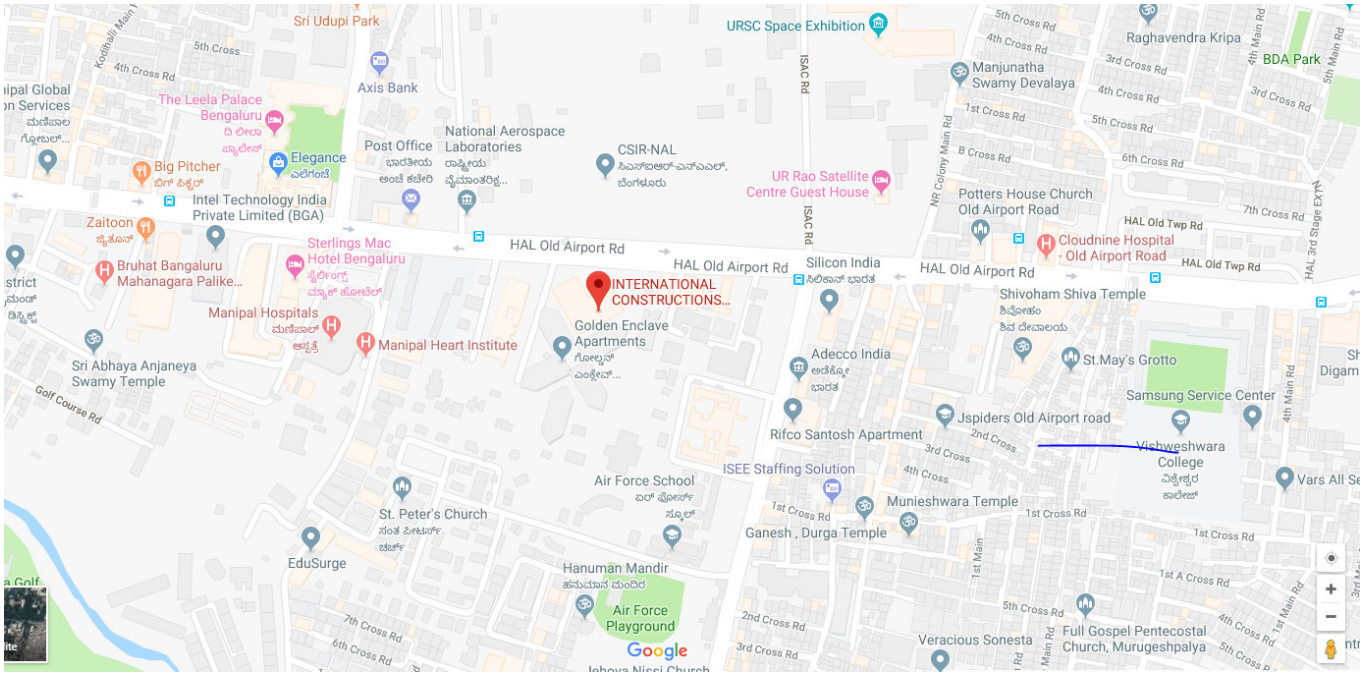
All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send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

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 31, 2021

Route Map of the Venue of the Annual General Meeting

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



AGM VENUE

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

NTERNATIONAL CONSTRUCTIONS LIMITED

(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)

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 address of the Company: Golden Enclave, Corporate Block, Tower B1 5th floor, HAL Old Airport Road Bengaluru - 560017

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No / *Client-ID – *DPID:	

(*Applicable for investors holding shares in electronic form)

I/We, being the member(s) of _____, holding _____shares of International Constructions Limited, hereby appoint:

(1) Name:_____ Address:_____

E-mail Id: _____ Signature:_____or failing him;

(2) Name:_____ Address:_____

E-mail Id:_____ Signature:_____or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on Thursday, September 30, 2021 at 11:00 AM at Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road, Bengaluru – 560 017., and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	Optional**	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements (including consolidated financial statements) for the year ended March 31, 2021		
2	Re-Appointment of Mrs. Priti Devi as a Director who retires by rotation at this Annual General Meeting		

Signed this..... day of.....2021

Signature of Shareholder: _____ Signature of Proxy holder(s): _____

Affix Revenue Stamp of One Rupee

Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A Proxy need not be a member of the Company.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. **This is only optional. Please put a 'v' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

INTERNATIONAL CONSTRUCTIONS LIMITED

(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)

ATTENDANCE SLIP

Registered Folio No. / * DP ID and Client ID	
Name of Member	
Address of Member	
Name of Proxy, if any	
No. of Shares held	

* Applicable for investors holding shares in electronic/dematerialized form.

I certify that I am a registered member / proxy for the registered member of the Company. I hereby record my presence at the 38th Annual General Meeting of the Company on Thursday, September 30, 2021 at 11:00 AM at Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road, Bengaluru – 560 017.

Notes:

1. Equity Shareholders are requested to bring the Attendance Slip with them when they come to the meeting and hand it over at the gate after signing it.
2. Incomplete attendance slips shall not be accepted.
3. The Equity Shareholders / proxies are advised to bring original photo identity proof for verification.
4. Joint shareholders may obtain additional Slip at the venue of the meeting.

_____
Signature of Member / Proxy

……✂……✂……..

FORM FOR REGISTRATION/UPDATION OF EMAIL ADDRESS

To

The Company *(for members holding shares in physical mode)* /
The Depository Participants *(for members holding shares in Demat mode)*

Dear Sir,

Sub: Registration/Updation of email address (International Constructions Limited)

Please register/update my email address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name of the Shareholder(s)	
Email Id	
Folio No. / DP Id	
Client Id	
Mobile No	

Date:
Place: Signature of the Shareholder(s) **

Notes:

**Please ensure that the form is signed by the registered shareholder himself, along with joint shareholders, if any.

Form No. MGT- 12
Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: INTERNATIONAL CONSTRUCTIONS LIMITED
Registered Office: Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road, Bengaluru – 560 017
CIN: L45309KA1983PLC038816

BALLOT PAPER

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, 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 and being eligible offers herself for re-appointment.			

Place:
Date: **(Signature of the shareholder*)**

(*as per Company records)

INSTRUCTIONS:

- This Polling Paper is provided for the benefit of Members who do not have access to e-voting facility. A Member can opt for only one mode of voting i.e. either through e-voting or by Polling Paper at the AGM Venue. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Polling Paper shall be treated as invalid.
- For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
- The Scrutinizer will collate the votes downloaded from the e-voting system, votes received through Polling Paper at the AGM venue, to declare the final result for each of the Resolutions forming part of the Notice of the AGM. This Polling Form is provided for the benefit of members who do not have access to E-Voting Facility.
- The vote should be cast either in favour or against by putting tick (“) mark in the column provided for assent or dissent.
- This form should be completed and signed by the Member/Proxy Holder as per the specimen signatures registered with the Company/ Depository. In case of joint holding, this form should be completed and signed by the first named member.
- Unsigned, incomplete, improperly or incorrectly tick marked Polling Paper will be rejected. A Polling Paper will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favour or against or if the signature cannot be verified
- The decision of Scrutinizer on the validity of the Polling Paper and any other related matter shall be final.
- The Scrutinizer will collate the votes downloaded from the remote e-voting system and votes cast through Polling Paper to declare the final result for each of the Resolutions enumerated above.
- The Results shall be declared on the company’s website www. www.inltd.co.in and on the website of Central Depository Securities limited within Two (2) days of passing of resolutions at the AGM of the company on 30th September 2021 and communicated to NSE Limited, where the shares of the company are listed.

Brief profile of Directors seeking appointment/re-appointment at the

38th Annual General Meeting to be held on September 30, 2021

1. 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.