INTERNATIONAL CONSTRUCTIONS LIMITED

Dated: 8th September 2022

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 39th Annual General Meeting of the Company.

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We hereby submit the notice of the 39th 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 Jain
Digitally signed by Nitesh Jain
Date: 2022.09.08 19:08:11 +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 39th ANNUAL GENERAL MEETING

NOTICE

Notice is hereby given that the Thirty Ninth (39th) Annual General Meeting of the Members of M/s International Constructions Limited (the "Company") will be held on Friday, September 30, 2022 at 3:00 PM (IST) through Video Conferencing/Other Audio Visual Means organized by the Company to transact the following businesses.

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, 2022, 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 & Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 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: 31.08.2022
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 of the Director	Mrs. Priti Devi Sethi
DIN	00635846
Designation	Non-Executive, Non-Independent Director
Date of Birth	30.06.1959
Date of Appointment	25.03.2015
Qualification	Graduated with a Bachelor of Commerce degree
Experience	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. Meena Holdings Private Limited 2. Meena Add Charity Initiative Foundation
Membership & Chairmanship of Committees of Listed Entities (Including Audit Committee & Stakeholders Relationship Committee)	Nil
No. of Board meetings attended	08
Details of Remuneration	None
Share Holding in the Company	12,94,670 (Equity Shares of Rs. 10/- each)

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

Date: 31.08.2022
Place: Bangalore

Registered Office:

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

Notes:

1. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021 and 2/2022 dated 5th May, 2022, issued by the Ministry of Corporate Affairs ("MCA") read with relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conference ("VC") or Other Audio-Visual Means ("OAVM") upto 31st December 2022, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM

   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. 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 24/09/2022 to 30/09/2022 (both days inclusive).

6. The Cut-off Date (Record Date) is Friday, the 26th day of August 2022 for the ascertainment of Members entitled to attend and vote in the Annual General Meeting through VC/OAVM.

7. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 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.

8. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Niche Technologies Private Limited, at nichetechpl@nichetechpl.com, to receive copies of the Annual Report 2021-22 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report:

<table>
<tr><th>Type of holder</th><th colspan="2">Process to be followed</th></tr>
<tr><td rowspan="8">Physical</td><td colspan="2">For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Niche Technologies Private Limited, at nichetechpl@nichetechpl.com, or by post to 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</td></tr>
<tr><td>Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode.</td><td>Form ISR-1</td></tr>
<tr><td>Update of signature of securities holder.</td><td>Form ISR-2</td></tr>
<tr><td>For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014</td><td>Form SH-13</td></tr>
<tr><td>Declaration to opt out of nomination</td><td>Form ISR-3</td></tr>
<tr><td>Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee</td><td>Form SH-14</td></tr>
<tr><td>Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form</td><td>ISR-4*</td></tr>
<tr><td colspan="2">The forms for updating the above details are available at https://www.inltd.co.in/Other_Documents.html</td></tr>
<tr><td>Demat</td><td colspan="2">Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP</td></tr>
<tr><td colspan="3">* Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022, Form ISR-4, will not be required for transmission service requests.</td></tr>
</table>

9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate, consolidation of securities certificates/folios; and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.

10. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Companies RTA, for assistance in this regard.

11. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars Link Intime India Pvt. Ltd., at nichetechpl@nichetechpl.com,. The forms for updating the same are available at https://www.inltd.co.in/Other_Documents.html.

12. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s).

13. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. if the securities continue to remain frozen as on December 31, 2025, the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

14. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at https://www.inltd.co.in/Other_Documents.html. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.

15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Companies RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

16. 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

17. 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

18. 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.

19. 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.

20. 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.

21. 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.

22. 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.

23. 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.

24. Members are requested to note that the venue of the 39th Annual General Meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM), and hence, the route map is not annexed in this Notice

25. 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.

26. **VOTING THROUGH ELECTRONIC MEANS:**

All the shareholders of the Company including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the AGM to be held through VC/OAVM.

Voting Options – In view of the meeting being held by audio visual means, the members shall have two options of voting, both electronically as follows:

A. Remote e-voting

B. Electronic e-voting during the AGM

A. Remote e-voting

(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 39th 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:

1) The remote e-voting period commences on Tuesday, September 27, 2022 (9:00 a.m.) and ends on Thursday, September 29, 2022 (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 26, 2022 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.

3) Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.

4) Shareholders are advised to update their mobile number and e-mail ID with the RTA/DPs in order to access e-Voting facility.

5) 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.** 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

6) 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 abovesaid SEBI Circular, Login method for e-Voting **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 Depository**	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. 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 Depository**	**A. NSDL IDeAS facility:** If you are already registered for NSDL IDeAS facility, 1) 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. 2) Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. 3) 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.

	4) Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 5) 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. If the user is not registered for IDeAS e-Services, 1) option to register is available at https://eservices.nsdl.com. 2) Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Please follow steps given in points 1-5 above. **e-Voting website of NSDL** 1) Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 3) 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. 4) 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. 5) Shareholders /Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience NSDL Mobile App is available on App Store Google Play
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

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.com or contact at toll free no. 1800 22 55 33
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

7) Login method for Remote e-Voting 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.

2) Click on "Shareholders" module.

3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

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.

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.

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 e-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:
7) After entering these details appropriately, click on "SUBMIT" tab.
8) 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.
9) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10) Click on the EVSN for the relevant Company Name i.e. **INTERNATIONAL CONSTRUCTIONS LIMITED** on which you choose to vote.
11) 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.
12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13) 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.
14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
16) 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.
17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
18) 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.

8) NOTE FOR INSTITUTIONAL SHAREHOLDERS & CUSTODIANS:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- 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 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.

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

1. The deemed venue of the meeting shall be the registered office of the Company.
2. CDSL will be providing facility for voting through remote e-Voting, for participation at the 39th AGM through VC/OAVM facility and e-Voting during the 39th AGM.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.
8. 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.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. The Company reserves the right to restrict the number of questions, depending on the availability of time for the AGM.

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.

27. 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 26, 2022. 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 26, 2022, 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 contact Mr. Nitin Kunder (022-23058738)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, 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 at toll free no. 1800 22 55 33

(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.

28. The Board of Directors has appointed Mr. Rahul Aggarwal, Practicing Company Secretary, Bangalore as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the AGM in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose. 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.

29. A member may participate in the 39th Annual General Meeting ("AGM") even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

32. 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).

33. 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, 2022, upto 5:00 pm without which the vote shall not be treated as valid.

34. 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 26, 2022.

35. The shareholders shall have one vote per equity share held by them as on the cut-off date of August, 26, 2022. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

36. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, September 30, 2022.

37. 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-
Nitesh Kumar Jain
Company Secretary & Compliance Officer

Date: 31.08.2022
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)

Brief profile of Directors seeking appointment/re-appointment at the 39th Annual General Meeting to be held on September 30, 2022

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 more than 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:

   - MEENA HOLDINGS PRIVATE LIMITED
   - INTERNATIONAL CONSTRUCTIONS LIMITED
   - MEENA ADD CHARITY INITIATIVE FOUNDATION

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