# INTERNATIONAL CONSTRUCTIONS LIMITED

CIN: L45309KA1983PLC038816

Dated: 10th August 2022

To

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

Dear Sirs,

Sub: Outcome of Board Meeting under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the quarter ended 30th June, 2022.

***

The Board of Directors of our Company met today 10th August, 2022 between 5:00 P.M to 11:05 P.M at Corporate Office of the Company and has approved and taken on record the Consideration of the Un-audited standalone and consolidated Financial Results of the Company for the first quarter ended 30th June, 2022 along with limited review report submitted by the Statutory Auditor of the Company.

Kindly take the same on record and oblige.

Thanking You,

For **International Constructions Limited**

INTERNATIONAL CONSTRUCTIONS LIMITED

**Nitesh Kumar Jain**
**Company Secretary & Compliance Officer**

# INTERNATIONAL CONSTRUCTIONS LIMITED

CIN: L45309KA1983PLC038816

Dated: 10th August 2022

To

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

Dear Sirs,

Sub: Financial Results pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the quarter ended 30th June 2022

***

In Compliance with Regulations 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the copy of Un-Audited Consolidated and Standalone Financial Results of the Company for the first Quarter ended 30th June, 2022 together with the copy of Limited Review Report, as received from the Statutory Auditors of the Company.

The aforesaid financial results were approved / taken on record by the Board of Directors at their meeting held today i.e. 10th August, 2022.

Request you to kindly take the same on record and oblige

Thanking You,

For International Constructions Limited

International Constructions Limited

**Nitesh Kumar Jain**
Company Secretary & Compliance Officer

Encl: Statement of Un-Audited Financial Results for the First Quarter ended 30.06.2022
Copy of Limited Review Report

International Constructions Limited
Registered Office: Golden Enclave, Corporate Block, Tower B1, 5th Floor,HAL Old Airport Road,Bangalore - 560017
Tel: +91-080-49411700; Fax- +91-080-49411701
Website: www.inltd.co.in; Email: info@addgroup.co.in
CIN: L45309KA1983PLC038816

## STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE, 2022

(Rs In Lakhs)

| Particulars | Quarter Ended | | | Year ended |
|---|---|---|---|---|
| | 30-Jun-22 | 31-Mar-22 | 30-Jun-21 | 31-Mar-22 |
| | Unaudited | Audited | Unaudited | Audited |
| **1. Revenue** | | | | |
| a.Income from Operations | - | 11.00 | - | 11.00 |
| b. Other Income | 9.09 | 65.83 | 13.05 | 93.47 |
| **Total Income** | 9.09 | 76.83 | 13.05 | 104.47 |
| **2.Expenses** | | | | |
| a.Materials consumed and direct expenses | - | - | - | - |
| b. Employee Benefit Expenses | 32.29 | 36.39 | 26.12 | 118.01 |
| c. Depreciation and Amortization expenses | 0.05 | 0.20 | - | 0.20 |
| d. Other Expenses | 8.10 | 20.23 | 6.38 | 47.99 |
| e. Finance cost | 16.44 | 17.85 | 14.59 | 67.79 |
| **Total Expenses** | 56.88 | 74.67 | 47.09 | 233.99 |
| **3. Profit before Tax (1-2)** | (47.79) | 2.16 | (34.04) | (129.52) |
| **4. Tax Expense** | | | | |
| a. Current tax | - | - | - | - |
| b.Income tax of prior Years | - | - | - | - |
| c. Deferred Tax | (4.01) | (30.48) | (3.79) | (42.76) |
| **Total Tax Expenses** | (4.01) | (30.48) | (3.79) | (42.76) |
| **5. Net Profit after Tax (3-4)** | (43.78) | 32.64 | (30.25) | (86.76) |
| **6. Other comprehensive income/ (expenses) (net of tax) not to be reclassified to statement of Profit or Loss in** | | | | |
| Remeasurement of Post Employment Defined Benefit | 0.09 | 0.28 | - | 0.37 |
| **Other comprehensive income/ (expense) (Net of tax) to be reclassified to profit or loss in subsequent periods:** | (0.02) | | | (0.09) |
| | - | | | |
| Remeasurement of Investment at Fair value | (280.14) | 425.25 | 8.88 | 586.97 |
| Income Tax effect | 58.27 | (88.45) | (1.85) | (122.09) |
| **7. Other Comprehensive Income for the period** | (221.80) | 337.08 | 7.03 | 465.16 |
| **8. Total Comprehensive Income /(Loss) for the period net of Taxes** | (265.58) | 369.72 | (23.22) | 378.40 |
| **9. Paid-up equity share capital - (of Rs 10/- each)** | 363.39 | 363.39 | 363.39 | 363.39 |
| **10. Other Equity** | - | - | - | 1,280.51 |
| **11. Earnings per equity share (nominal value of equity** | | | | |
| Basic & Diluted (in `) | (1.20) | 0.90 | (0.83) | (2.39) |

**International Constructions Limited**

**Registered Office: Golden Enclave, Corporate Block, Tower B1, 5th Floor,HAL Old Airport Road, Bangalore - 560 017**

**Tel: +91-080-49411700; Fax- +91-080-49411701,Tel: +91-080-49411700; Fax- +91-080-49411701**

**Website: www.inltd.co.in; Email: info@addgroup.co.in**

**CIN: L45309KA1983PLC038816**

**Notes:**

1. The Audit Committee has reviewed, and the Board of Directors has approved the above results and its release at their respective meetings held on August 10, 2022. The statutory auditors of the Company have issued audit reports with unmodified opinion on the above results.

2. A member of the promoter and promoter group and Persons Acting in Concert (PAC) of the Company vide their Letter of Intent and Initial Public Announcement dated 28.07.2022, have expressed their intention to : (a) acquire all the Equity Shares that are held by public shareholders; and (b) consequently voluntarily delist the Equity Shares from the concerned stock exchange where the Equity Shares are presently listed, namely, National Stock Exchange of India Limited, by making a delisting offer in accordance with the provisions of the Delisting Regulations ("Delisting Proposal").

3. The Company is primarily engaged in the business of construction, which is as per Ind AS 108 on "Segment Reporting" notified pursuant to Companies (Indian Accounting Standard) Rules, 2015 is considered to be the only reportable business segment. The Company is primarily operating in India which is considered as single geographical segment.

4.Comparative Figure has been regrouped/ rearranged wherever necessary.

for **International Constructions Limited**

**(Anil Kumar Sethi)**
Managing Director
DIN : 00035800

**Place : Bangalore**
**Date : 10.08.2022**

G. L. Kothari & Co
CHARTERED ACCOUNTANTS

No. 23, Arihant Complex
3rd Floor, A. M. Road, J. C. Road Cross
Bangalore - 560 002
Phone : +91 80 22236978, 41608884
Mob. : 93412 20928, 98867 01321
e-mail : glk@glkothari.com

## LIMITED REVIEW REPORT

**Independent Auditor's Limited Review Report on Standalone Unaudited Quarterly Financial Result of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirement Regulations,2015 (as amended)**

To The Board of Directors International Constructions Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results('the statement') of International Constructions Limited ('the Company') for the quarter ended 30th June 2022 (The statement), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

2. The Statement which is the responsibility of the company management and approved by the Company's Board of Directors, has been prepared in accordance with recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (Ind AS 34) prescribed under section 133 of the Companies Act,2013 (as amended) read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review in accordance with the Standard Review Engagement (SRE)2410,"*Review of Interim Financial information performed by the Independent Auditor of the Entity*" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement prepared in accordance with the applicable accounting standards i e. Indian Accounting Standard (*Ind As*) prescribed under section 133 of the Companies Act ,2013 (as amended), read with relevant rules issued thereunder and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of SEBI Regulations, Including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **G. L Kothari & Co.,**
Chartered Accountants
(Firm Registration No.001445S)

G.L. KOTHARI & CO. BANGALORE CHARTERED ACCOUNTANTS

CA G. L. Kothari
Proprietor
M.No.025481

Place: Bangalore
Dated:10.08.2022
UDIN: 22025481AOTPHM8971

**International Constructions Limited**
Registered Office: Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road,Bangalore - 560 017
**Tel: +91-080-49411700; Fax- +91-080-49411701**
**Website: www.inltd.co.in; Email: info@addgroup.co.in**
**CIN: L45309KA1983PLC038816**

## UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE, 2022

( Rs in Lakhs)

| Particulars | Quarter Ended | | | Year ended |
|---|---|---|---|---|
| | 30-Jun-22 | 31-Mar-22 | 30-Jun-21 | 31-Mar-22 |
| | Unaudited | Audited | Unaudited | Audited |
| **1. Revenue** | | | | |
| Net Sales/ Income from Operations | 155.57 | 174.10 | 150.80 | 691.45 |
| Other Income | 20.82 | 207.70 | 9.94 | 234.76 |
| **Total Income** | 176.39 | 381.80 | 160.74 | 926.21 |
| **2. Expenses** | | | | |
| Cost of Material Consumed | 20.59 | 23.80 | 5.82 | 68.50 |
| Employee Benefit Expenses | 128.02 | 136.12 | 118.85 | 552.24 |
| Finance cost | 40.52 | 51.09 | 38.63 | 183.79 |
| Depreciation and Amortization expenses | 12.74 | 12.74 | 16.39 | 73.11 |
| Other Expenses | 37.81 | 41.94 | 28.49 | 195.71 |
| **Total Expenses** | 239.68 | 265.69 | 208.18 | 1,073.35 |
| **3. Profit before Tax (1-2)** | (63.29) | 116.11 | (47.44) | (147.14) |
| **Profit / (Loss) before share of (profit) / loss of associate and joint venture, exceptional items and tax** | | | | |
| Share of profit / (loss) from investment in associates and joint ventures | 24.32 | (15.98) | 10.43 | 44.85 |
| Adjustment for Non-controlling interests | (2.47) | (21.63) | (5.21) | 1.80 |
| Exceptional Items | | | | - |
| **Profit/(loss) before tax from continuing operations** | (41.44) | 78.50 | (42.22) | (100.49) |
| **4. Tax Expense** | | | | |
| a. Current tax | - | - | 6.89 | - |
| Less Mat Credit entitlement | - | - | - | - |
| Net Current Tax | - | - | 6.89 | - |
| b.Income tax of prior Years | - | (14.99) | - | -14.99 |
| c. Deferred Tax | (15.42) | (93.42) | 3.71 | (121.78) |
| **Total Tax Expenses** | (15.42) | (108.41) | 10.60 | (136.77) |
| **5. Net Profit after Tax (3-4)** | (26.02) | 186.91 | (52.82) | 36.28 |
| **6. Other comprehensive income/ (expenses) (net of tax) not to be reclassified to statement of Profit or Loss in subsequent periods** | | | | |
| Remeasurement of Post Employment Defined Benefit | 2.92 | 11.94 | - | 11.94 |
| Income Tax effect | (0.73) | (3.01) | - | (3.01) |
| **Other comprehensive income/ (expense) (Net of tax) to be reclassified to profit or loss in subsequent periods:** | | | | |
| Remeasurement of Investment at Fair value | (280.14) | 271.57 | 8.88 | 440.13 |
| Income Tax effect | 58.27 | (56.49) | (1.85) | (91.55) |
| **7. Other Comprehensive Income for the period** | (219.68) | 224.01 | 7.03 | 357.51 |
| **8. Total Comprehensive Income for the period net of taxes** | **(245.70)** | **410.92** | **(45.79)** | **393.79** |
| **9. Paid-up equity share capital - (of Rs 10/- each)** | 363.39 | 363.39 | 363.39 | 363.39 |
| **10. Other Equity** | - | - | - | 3,115.45 |
| **11. Earnings per equity share (nominal value of equity share Rs10 each)** | | | | |
| Basic & Diluted (in `Rs) | (0.72) | 5.14 | (1.45) | 1.00 |

INTERNATIONAL CONSTRUCTIONS LIMITED

**International Constructions Limited**
**Registered Office: Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road,Bangalore - 560 017**
**Tel: +91-080-49411700; Fax- +91-080-49411701**
**Website: www.inltd.co.in; Email: info@addgroup.co.in**
**CIN: L45309KA1983PLC038816**

NOTES:

1. The Audit Committee has reviewed, and the Board of Directors has approved the above results and its release at their respective meetings held on August 10, 2022 The statutory auditors of the Company have issued audit reports with unmodified opinion on the above results.

2. A member of the promoter and promoter group and Persons Acting in Concert (PAC) of the Company vide their Letter of Intent and Initial Public Announcement dated 28.07.2022, have expressed their intention to : (a) acquire all the Equity Shares that are held by public shareholders; and (b) consequently voluntarily delist the Equity Shares from the concerned stock exchange where the Equity Shares are presently listed, namely, National Stock Exchange of India Limited, by making a delisting offer in accordance with the provisions of the Delisting Regulations ("Delisting Proposal").

3. Figures pertaining to subsidiaries and associates has been reclassified wherever considered necessary to bring them inline with holding company's financial statements.

for **International Constructions Limited**

**Place : Bangalore**
**Date : 10th August 2022**




**(Anil Kumar Sethi)**
Managing Director, DIN : 00035800

**International Constructions Limited**
**Registered Office: Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road,Bangalore - 560 017**
**Tel: +91-080-49411700; Fax- +91-080-49411701**
**Website: www.inltd.co.in; Email: info@addgroup.co.in**
**CIN: L45309KA1983PLC038816**

## UNAUDITED CONSOLIDATED SEGMENT INFORMATION FOR THE QUARTER ENDED 30TH JUNE, 2022

Rs. In Lakhs

| SL. | PARTICULARS | Quarter Ended | | | Year ended |
|---|---|---|---|---|---|
| | | 30-Jun-22 | 31-Mar-22 | 30-Jun-21 | 31-Mar-22 |
| | | Unaudited | Audited | Unaudited | Audited |
| 1 | **Segment revenue (gross)** | | | | |
| | a) Technology - ATP | 112.54 | 114.92 | 110.67 | 507.26 |
| | b) Technology - GPS | 43.03 | 48.18 | 40.12 | 173.19 |
| | c) Others | - | 11.00 | - | 11.00 |
| | **Revenue from Operations** | 155.57 | 174.10 | 150.79 | 691.45 |
| 2 | **Segment results (Profit / (Loss) before tax and interest)** | | | | |
| | a) Technology - ATP | 35.88 | 27.16 | 35.18 | 138.71 |
| | b) Technology - GPS | (0.83) | (2.82) | 8.26 | (14.97) |
| | c) Others | (78.73) | 164.72 | (27.49) | (1.13) |
| | **Total** | **(43.68)** | **189.06** | **15.95** | **122.61** |
| | i. Finance Costs | (40.52) | (51.09) | (38.63) | (183.79) |
| | ii. Unallocable expenditure net off unallocable income | 20.90 | (21.87) | (24.77) | (85.97) |
| | **Total Profit/(loss) before share of Profit/(loss) of Associates and Joint Ventures and Tax** | **(63.30)** | **116.10** | **(47.45)** | **(147.14)** |
| 3 | **Segment Assets** | | | | |
| | a) Technology - ATP | 408.44 | 415.65 | 463.28 | 415.65 |
| | b) Technology - GPS | 137.70 | 151.88 | 224.66 | 151.88 |
| | c) Others | 9,539.65 | 9,349.04 | 7,590.44 | 9,349.04 |
| | d)Unallocable assets | 235.80 | 160.79 | 162.18 | 160.79 |
| | **Total Segment Assets** | **10,321.59** | **10,077.36** | **8,440.56** | **10,077.36** |
| 4 | **Segment Liabilities** | | | | |
| | a) Technology - ATP | 214.11 | 240.65 | 185.05 | 240.65 |
| | b) Technology - GPS | 211.32 | 160.51 | 140.44 | 160.51 |
| | c) Others | 3,737.70 | 3,302.66 | 2,035.48 | 3,302.66 |
| | d)Unallocable liabilities | 331.64 | 307.15 | 478.64 | 307.15 |
| | **Total Segment Liabilities** | **4,494.77** | **4,010.97** | **2,839.61** | **4,010.97** |



INTERNATIONAL CONSTRUCTIONS LIMITED

G. L. Kothari & Co
CHARTERED ACCOUNTANTS

No. 23, Arihant Complex
3rd Floor, A. M. Road, J. C. Road Cross
Bangalore - 560 002
Phone : +91 80 22236978, 41608884
Mob. : 93412 20928, 98867 01321
e-mail : glk@glkothari.com

**Independent Auditor Review Report on the Quarterly Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**To The Board of Directors of International Constructions Limited**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of International Constructions Limited (the "Parent"), which includes its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), its associates for the quarter ended 30th June 2022 (the "Statement") attached herewith, being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015, as amended (the "Listing Regulations").

2. The Statement which is the responsibility of the Parent's management and approved by the Parent Company's Board of Directors, has been prepared in accordance with recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (Ind AS 34) prescribed under section 133 of the Companies Act,2013 read with relevant rules issued thereunder, and other accounting principles generally accepted in India and in compliance with regulation 33 of the Listing Regulations. Our responsibility is to issue a report on the Statement based on our review of the Statement.

3. We conducted our review in accordance with the Standard Review Engagement (SRE)2410,*"Review of Interim Financial information performed by the Independent Auditor of the Entity"* issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

4. We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

5. The Statement includes the results of the following entities :

| **List of Subsidiaries** |
|---|
| ADD Realty Limited |
| **Step Down Subsidiaries** |
| Add Technologies (India) Limited |
| Add Industrial Park (Tamilnadu) Limited |
| Add Elcina Electronics Park Private Limited |
| Ratnatray Mega Food Park Private Limited |
| **List of Associates** |
| Delhi Waste Management Limited |
| SPM Engineers Limited |

G. L. KOTHARI & CO. BANGALORE CHARTERED ACCOUNTANTS

6. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 7 and 8 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

7. We did not review the interim financial statements / financial information/financial results of One subsidiary and 2(Two) step down subsidiary included in the consolidated unaudited financial result, whose financial result reflect total revenue 155.57 lacs, total loss of Rs 5.85 lacs and total comprehensive Loss is 4.37 lacs for the quarter ended 30th June 2022 as considered in the statement. These interim financial statements / financial information/financial results have been reviewed by the other respective auditors whose reports have been furnished to us by the Management and our conclusion on the statement, in so far as its relates to the amounts and disclosure included in respect of these subsidiary is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

8. The Consolidated Unaudited Financial Result includes the interim financial statements / financial information/financial results of 2(Two) subsidiaries which have not been reviewed by their auditors , whose financial statements / financial information/financial results reflect, total revenues of Nil, total net loss after tax of Rs. 0.08 lacs and total comprehensive loss is Rs. 0.08 lacs for the quarter ended 30th June 2022, as considered in the consolidated unaudited financial results. The consolidated unaudited financial results also include the Group's share of 2 (Two) associates based on their financial statements which have not been reviewed by their auditors, whose financial statements / financial information/financial results reflect Group share of net profit after tax of Rs. 24.32 lacs and total comprehensive income of Rs. 24.32 lacs for the quarter ended 30th June 2022, as considered in the consolidated unaudited financial results, Accordingly to the information and explanations given to us by the Management, these interim financial result are not material to the Group.

Our conclusion on the Statement is not modified in respect of our reliance on the interim financial result certified by the Management.

For **G.L Kothari & Co.,**
Chartered Accountants
Firm Registration No.001445S




C.A G L Kothari
Proprietor
Membership No.025481

Place : Bangalore
Date : 10.08.2022
UDIN No: 22025481AOTQQA1466

# INTERNATIONAL CONSTRUCTIONS LIMITED

CIN: L45309KA1983PLC038816

Dated: August 10, 2022

To

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

Dear Sir,

Sub: Declaration for Un-Modified Opinion – Un-Audited Financial Results for first Quarter ended 30.06.2022

***

We hereby declare and confirm that the Limited Review Report issued by the statutory auditors of our company for the Un-Audited Consolidated and Standalone Financial Results for the first Quarter ended 30.06.2022 has an unmodified opinion i.e. there is no modified opinion by them.

Thanking you,

Yours faithfully,

For **International Constructions Limited**

International Constructions Limited

**Nitesh Kumar Jain**
Company Secretary & Compliance Officer

# INTERNATIONAL CONSTRUCTIONS LIMITED

CIN: L45309KA1983PLC038816

**Date: 10/08/2022**

**To**

**The Manager,**
**National Stock Exchange of India Ltd,**
**Exchange Plaza, C-1, Block G,**
**Bandra Kurla Complex,**
**Bandra – East, Mumbai -400051**

**SYMBOL: SUBCAPCITY**

**Sub:** ***Outcome of meeting of the Board of Directors* of *International Constructions Limited ("Company") held on Wednesday, the 10th Day of August 2022 in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")***

**Ref: Prior intimation dated 29th July, 2022 of the meeting of Board of Directors to consider delisting.**

Dear Sir/Madam,

1. This is with reference to the captioned subject and in continuation of our letter dated 29th July, 2022, convening of a meeting of the Board of Directors ("Board") of the Company on 10th August 2022.

2. As mentioned earlier, an initial public announcement dated 28th July, 2022 made by SKI Capital Services Limited, Manager to the delisting offer for and on behalf of Mrs. Priti Devi Sethi ("Acquirer") along with Anil Kumar Sethi HUF ("PAC 1"), Deepak Sethi ("PAC 2") and Zoom Industrial Services Limited ("PAC 3"), person acting in concert with the Acquirer who are forming a part of the promoter and promoter group of the company, as defined under the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 (collectively referred to as the "PACs"), inter alia to:

    a. Acquire 9,08,490 (Nine Lakhs Eight Thousand Four Hundred and Ninety) fully paid-up equity shares of the Company, having a face value of INR 10/- (Indian Rupee Ten) each, ("Equity Shares") representing (25%) of the paid-up capital held by the public shareholders of the Company (as defined under the Delisting Regulations and to be referred to as "Public Shareholders") either individually / collectively along with the persons acting in concert, as the case maybe; and

    b. Consequently, voluntarily delist the Equity Shares from the concerned stock exchange where the equity shares of the Company, presently listed namely, National Stock Exchange of India Limited (hereinafter referred to as, "Stock Exchange'), by making a delisting offer in accordance with the SEBI Delisting Regulations ("Delisting Proposal").

3. This is to inform you that the Board met today (i.e., 10th August, 2022) and the following business was conducted:

3.1. The due diligence report dated 10th August, 2022 (" Due Diligence Report") submitted by M/s. Heena Jaysinghani & Co., a Peer Review Company Secretaries bearing Membership Number 11432 and Certificate of Practice Number No. 20242, was reviewed and taken on record by the Board.

3.2. The Board took on record the Reconciliation of Share Capital Audit Report dated 10th August, 2022 submitted by M/s. N. Jhunjhunwala & Associates, a Peer Review Company Secretaries, prepared in accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 read with Regulation 12(2) of the SEBI Delisting Regulations, covering a period of 6 months prior to the date of the Board meeting ("Audit Report").

3.3. While considering the Delisting proposal, the Board, based on the information available with the Company and the Due Diligence Report, in accordance with Regulation 10(4) of the SEBI Delisting Regulations, certified that:

- The Company is in compliance with applicable provisions of securities laws.
- Mrs. Priti Devi Sethi ("Acquirer") along with Anil Kumar Sethi HUF ("PAC 1"), Deepak Sethi ("PAC 2") and Zoom Industrial Services Limited ("PAC 3"), person acting in concert with the Acquirer who are forming a part of the promoter and promoter group of the company, as defined under the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 (collectively referred to as the "PACs"), are in compliance with the applicable provisions of securities laws in terms of the Due Diligence Report, and are also in compliance of Regulation 4(5) of the SEBI Delisting Regulations; and
- The Delisting Proposal is in the interest of the shareholders of the Company.

3.4. After discussion of the Due Diligence Report and the Share Capital Audit Report and after taking cognizance of various other factors relevant to the circumstances, the Board approved the Delisting Proposal, in accordance with Regulation 10(1) of the SEBI Delisting Regulations to the Delisting Proposal and consequently voluntary delisting of the Equity Shares of the company from the Stock Exchange Limited, subject to further necessary approval by shareholders, NSE, for Delisting Proposal, after having and considered various factors of the Due Diligence Report;

3.5. Approved the draft of the postal ballot notice and the explanatory statement thereto, inter-alia, to seek shareholder's approval for the delisting offer.

3.6. Mr. Rahul Aggarwal, Practicing Company Secretary, Bangalore bearing Membership Number 42939 and Certificate of Practice Number No. 19315 has been appointed as the scrutinizers in terms of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to conduct the process of the postal ballot in a fair and transparent manner.

3.7. The Board took on record the letter dated 10th August, 2022 received for and on behalf of the Acquirer informing the Company that the floor price for the delisting offer is ₹13.26 /- (Indian Rupees Thirteen and Twenty Six Paisa Only) per Equity Share, which is determined in accordance with Regulation 20(2) of the Delisting Regulations read with Regulation 8 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations. 2011. In support of the aforesaid, the letter was accompanied by a certificate dated 10-08-2022 issued by, *Mr. Subodh Kumar*, Registered Valuer Registration Reg. No. IBBI/RV/05/2019/11705. Further, it is informed that as per the Delisting Regulations, the Acquirers have offered ₹16.50 /- (Indian Rupees Sixteen and Fifty Paisa) per Equity Share as the indicative price for the purpose of the Delisting Offer.

**As required under Regulation 10(5) of the Delisting Regulations:**

a. The copy of the Due Diligence Report is enclosed as "Annexure A"; and
b. The copy of the Report on Reconciliation of Share Capital Audit is enclosed as "Annexure B"

Kindly take the above on record

**Thanking You**
**Yours Faithfully**
**For International Constructions Limited**

INTERNATIONAL CONSTRUCTIONS LIMITED

Nitesh Kumar Jain
**(Company Secretary)**
**ACS: 54402**
**Encl: A/a**

**Heena Jaysinghani & Co.**
Company Secretaries

**Date: 10/08/2022**

# DUE DILIGENCE REPORT
for
**International Constructions Limited**
**[Pursuant to Regulation 10(3) of the SEBI (Delisting of Equity Shares) Regulations, 2021]**

**To,**
**The Board of Directors**
**International Constructions Limited**
**Regd. Office:** Golden Enclave, Corporate Block,
Tower B1, 5th floor, HAL Old Airport Road, Bengaluru,
Bangalore, KA - 560017 IN

In terms of Regulation 10 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021(**"Delisting Regulations"**), I, Heena Jaysinghani, on behalf of M/s. Heena Jaysinghani & Co., having an office at Mumbai, Peer Reviewed Practicing Company Secretaries bearing Membership Number 11432 and Certificate of Practice Number No. 20242, have been appointed by the Board of Directors of **International Constructions Limited, CIN: L45309KA1983PLC038816** (hereinafter referred to as the "Company") having registered office at Golden Enclave, Corporate Block, Tower B1, 5th floor, HAL Old Airport Road, Bengaluru, Bangalore, KA - 560017 IN vide Resolution dated 29th July, 2022, to carry out the due diligence in accordance with Regulation 10(3)and other applicable provisions under the Delisting Regulations and issue a Due Diligence Report(**"DDR"**).

## Background:

1. The Company, International Constructions Limited, engaged in the business of job contract works & financing activities business got listed on NSE on February 14, 2001

2. The present paid-up equity share capital of the Company is Rs. 3,63,39,600/- comprising of 3,63,39,60 Equity Shares of Rs. 10/- each.

HEENA JAYSINGHANI & CO. * ACS No. 11432 CP No. 20242 Mumbai * COMPANY SECRETARIES *

**Contact Details**
**Add:** Off. 106A, Vikas Bldg, 11th Bank Street, Fort. Mumbai-400001
**Email Id:** heena.jaysinghani@hjcadvisory.com; **Phone No:** +91 9769273834
**Website:** www.hjcadvisory.com

3. In terms of Regulation 8 of the Delisting Regulations, an Initial Public Announcement dated 28th July, 2022 ("Initial Public Announcement") was made by SKI Capital Service Limited, Manager to the delisting offer for and on behalf of Mrs. Priti Devi Sethi ("Acquirer") along with Anil Kumar Sethi HUF ("PAC 1"), Deepak Sethi ("PAC 2") and Zoom Industrial Services Limited ("PAC 3"), person acting in concert with the Acquirer who are forming a part of the promoter and promoter group of the company, as defined under the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 (collectively referred to as the "PACs"), inter alia to:

(a) Acquire 9,08,490 (Nine Lakhs Eight Thousand Four Hundred and Ninety) fully paid-up equity shares of the Company, having a face value of INR 10/- (Indian Rupee Ten) each, ("Equity Shares") representing (25%) of the paid-up capital held by the public shareholders of the Company (as defined under the Delisting Regulations and to be referred to as "Public Shareholders") either individually / collectively along with the persons acting in concert, as the case maybe; and

(b) Consequently, voluntarily delist the Equity Shares from the concerned stock exchange where the equity shares of the Company, are presently listed namely, National Stock Exchange of India Limited (hereinafter referred to as, "Stock Exchange'), by making a delisting offer in accordance with the SEBI Delisting Regulations ("Delisting Proposal").

4. The present Capital structure of the Company including the details of the Authorized, Subscribed, Issued, Paid-up and Listed Equity share Capital of the Company is placed at **Annexure I.**

5. Shareholding Pattern of the Company as on 08th August, 2022 is placed at **Annexure II.**

6. The distribution of public shareholding as on 08th August, 2022 is as per **Annexure III**

7. The distribution of Promoters & Promoter Group shareholding as on 08th August, 2022 (i.e. date prior to the Board Meeting date) is placed at **Annexure IV.**

8. The list of Top Twenty-Five shareholders (other than Acquirer / Promoter Group) as on 08th August, 2022 (i.e. date prior to the Board Meeting date) is placed at **Annexure V.**

**Methodology:**

a) During the course of our due diligence, in line with the requirements as set out in Regulation 10(2) of the Delisting Regulations, we requested the Company to provide us the following details:

HEENA JAYSINGHANI & CO. FCS No. 11432 CP No. 20242 Mumbai COMPANY SECRETARIES

- details of buying, disposal and dealing in the Equity Shares by the Acquirers and their related entities (including members of Promoter Group) during the period starting from 8th August, 2020 till 09th August,2022 i.e. two years prior to the date of Board Meeting to be held to consider the Delisting Proposal ("Review Period") including the details of the Top 25 shareholders, for the said period;

- list of the Top 25 Public Shareholders (other than Acquirer / Promoter Group) and Promoter from M/s. Niche Technologies Pvt Limited, Registrar & Share Transfer Agent of the Company ("RTA") having office at 3A, Auckland Place, Room No. 7A & 7B, 7th Floor, Kolkata-70001, for the review period

- The details of off-market transactions of the aforesaid persons/ shareholders, for the Review Period.

- Data relating to on market transactions from concern Stock Exchange of India Limited where shares of the Company is listed (Which excludes off market data and data for physical shares) for the review period.

[**Note:** For the purpose of carrying out Due-Diligence in accordance with Regulation 10(3) of SEBI Delisting Regulations, the details shall be obtained for a period of two years prior to the date of Board Meeting held to consider the proposal for delisting, which is scheduled on Wednesday, 10/08/2022 and since the previous day i.e., Tuesday, was trading holiday, the benpos as on 08th August, 2022, was considered for the purpose of carrying out Due diligence.]

For the purpose of verifying applicability and compliance of securities laws, we have identified the following regulations and their applicability:

| Regulations | Acquirer and their related entities (including members of Promoter Group) | Top 25 Public Shareholders |
|---|---|---|
| The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (SEBI PIT Regulations) as amended from time to time. | Applicable | Not Applicable |
| The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers Regulations,2011(SEBI SAST Regulations) as amended from time to time. | Applicable | Applicable |

HEENA JAYSINGHANI & CO. COMPANY SECRETARIES
FCS No. 11432
CP No. 20242
Mumbai

*** As per the information received no disclosure was required to be made by the Top 25 public Shareholders and accordingly (SEBI SAST Regulations) were not applicable to the Top 25 public shareholders.**

**Verification:**

**On the basis of the aforesaid information/documents received, our analysis is as under:**

**(a) The details of buying, selling/ disposal and dealing in the Equity Shares of the Company by the acquirer or their related entities (Including members of Promoter Group) and details of off-market transactions of the aforesaid persons / shareholders during the Review Period based on RTA Benpos as of dated 08/08/2022; (Annexed as Annexure VI and VI-A)**

**(b) The details of buying, selling/disposal and dealing in the Equity Shares of the Top 25 Public shareholders, for the review period is as under;(Annexed as Annexure VII)**

**(c) As confirmed by the acquirer & Company vide Representation Letter dated 10th August, 2022 as well as on the basis of the disclosure of related parties in the financial statements of the Company for the financial year 2020-2021 and 2021-2022, none of the public shareholders from the Top 25 Public Shareholders are related to the Promoter of the Company.**

**(d) On the basis of RTA Benpos as on 08/08/2022, following three shareholders became part of Top 25 Public shareholders.**

| Name of Shareholders | No. of shares | % of Shareholding | PAN No. |
|---|---|---|---|
| Cherekandy Jibi | 3631 | 0.099 | ALYPJ3448E |
| Mickey Gautam | 2327 | 0.064 | AWYPG5157E |
| Ramesh Ravi | 1914 | 0.052 | CIXPR3072G |

**Certification:**

**Based on our review of the, RTA Benpos, Company Representation Letter dated 10th August, 2022 and Representation Letter of Acquirers dated 10th August, 2022, we hereby certify that, during the review period:**

- **The buying, selling and dealing in the equity shares of the company carried out by the Acquirer or its related entities and the Top Twenty-Five Shareholders is in compliance with the applicable provisions of securities laws; and**

HEENA JAYSINGHANI & CO. FCS No. 11432 CP No. 20242 Mumbai COMPANY SECRETARIES

- **The Acquirer(s)has not, directly or indirectly:**
  **(a) Employed any device, scheme or artifice to defraud any shareholder or any other person; or**
  **(b) engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or**
  **(c) engaged in any other practice that is fraudulent, deceptive, or manipulative in connection with delisting of Equity Shares of the Company sought or permitted or exit opportunity given or other acquisition of Equity Shares made under the Delisting Regulations**

**Assumption & Limitation of Scope & Review:**

**For the purpose of this DDR, we have relied on the following:**

1. **List of the Top 25 Public Shareholders and Promoter received from RTA annexed herewith as set out in Regulation 10(2) of the Delisting Regulations as on 08th August, 2022.**

2. **Details of benpos as on dated 08th August, 2022, provided by RTA with respect to off-market trade data of the Company.**

3. **Shareholding pattern filed by the Company with the Stock Exchange for the period for the quarter ended June 30th,2022.**

4. **Shareholding pattern as received from RTA as on dated 08th August, 2022.**

5. **Data for physical shares as provided by the RTA as on dated 08th August, 2022.**

6. **Benpos as on dated 8th August, 2022 provided by RTA. (Which excludes off market data and data for physical shares)**

7. **List of Related parties as disclosed in the financial statements of the company for the financial years ending March 31, 2021 and March 31, 2022.**

8. **Disclosures under the SEBI SAST Regulations and the SEBI PIT Regulations with respect to trading or transactions by the Promoter of the Company, as available on the website of the concerned Stock Exchange.**

   **[Note: The respective disclosures made is w.r.t off – market Inter se Transfer pursuant to Gift]**

HEENA JAYSINGHANI & CO. ★ COMPANY SECRETARIES ★ FCS No. 11432 CP No. 20242 Mumbai

9. Representation letter dated 10th August, 2022 received from the Company a) confirming the list of Top 25 Public Shareholders and Promoter and; b) that except the Promoter & Promoter Group shareholders, there are no other persons/entities belonging to the Promoter & Promoter Group of Company and their related entities or PAC's which hold any Equity Share(s) as on 08th August, 2022.

10. The Acquirer has confirmed vide representation letter August 10th, 2022 that neither of them nor their related entities or other members of the Promoter Group have any connection, direct or indirect, with the Top 25 Public Shareholders.

11. This DDR is based on due diligence of documents/information shared by the Company for our review. We have assumed the truthfulness, accuracy and correctness of the information and authenticity of the documents and data furnished by the company, acquirer, the RTA and as available on the website of the concerned stock exchange. Our responsibility is to give a report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

12. Ensuring the authenticity of information furnished by RTA is the responsibility of the Board of Directors of the Company.

13. Various concepts viz. defraud, deceit, fraudulent, deceptive, manipulative are used in the SEBI Delisting Regulations. However, parameters/methodology for determining the same are not prescribed therein. By reading these terminologies, it can be construed that the Acquirer shall not directly or Indirectly cause any loss to the Public Shareholders by adopting any malpractice.

From the above details, we can conclude that the Acquirer has not;

i. Employed any device, scheme or artifice to defraud any shareholder or other person;
ii. Engaged in any transaction or practice that operates as a fraud or deceit upon any shareholders other person; and
iii. Engaged in any act or practice that is fraudulent, deceptive or manipulative.

We are not expressing any opinion on the Floor price and/or the price at which the shares would ultimately be delisted. We have assumed that the Company / Acquirer would comply with the applicable provisions related to floor price. Further, we are not an investment adviser or tax advisor or a broker/ dealer. This report should not be construed as investment/ disinvestment advice.

HEENA JAYSINGHANI & CO. ★ COMPANY SECRETARIES ★ FCS No. 11432 CP No. 20242 Mumbai

14. This DDR is solely intended for the purpose of delisting of Equity Shares of the Company and for your information and it is not to be used, circulated, quoted or otherwise referred to for any purpose other than Delisting purposes and as required under the Delisting Regulations.

**For Heena Jaysinghani & Co.**
**Company Secretaries**
**UDIN: F011432D000778957**

HEENA JAYSINGHANI & CO. FCS No. 11432 CP No. 20242 Mumbai COMPANY SECRETARIES

**Heena Jaysinghani**
**M.NO.: F11432 / COP: 20242**
**Peer Review Cer No: 2562/2022**

**Date: 10/08/2022**
**Place: Mumbai**

**ANNEXURE I**

## CAPITAL STRUCTURE OF THE COMPANY AS ON THE DATE OF THIS REPORT

### AUTHORISED CAPITAL

| Particulars | Number of shares | Nominal values per share | Total Authorized capital |
|---|---|---|---|
| Equity | 1,00,00,000 | 10 | 10,00,00,000 |
| Preference | NA | NA | NA |
| Unclassified | NA | NA | NA |

### ISSUED, SUBSCRIBED & PAID-UP CAPITAL

| Particulars | Number of shares | Nominal values per share | Total issued, Subscribed & Paid-up Capital |
|---|---|---|---|
| Equity | 3,63,39,60 | 10 | 3,63,39,600 |
| Preference | NA | NA | NA |
| Unclassified | NA | NA | NA |

HEENA JAYSINGHANI & CO. FCS No. 11432 CP No. 20242 Mumbai COMPANY SECRETARIES

**ANNEXURE II**

| SHAREHOLDING PATTERN AS ON (09/08/2022) | | |
|---|---|---|
| **CATEGORY** | **NO. OF SHARES** | **%** |
| **ACQUIRER:**<br>**(a) who decides to make an offer for delisting of equity shares and Persons acting in concert In accordance with regulation SA of the Takeover Regulations; or**<br>**(b) who is a Promoter or part of Promoter Group along with persons acting in concert.** | **12,94,670**<br><br>**14,30,800** | **35.63%**<br><br>**39.37%** |
| **Total of(a) & (b)** | **27,25,470** | **75%** |
| **PUBLIC SHAREHOLDERS** | **9,08,490** | **25%** |
| **Total** | **36,33,960** | **100%** |

**Annexure III**

**The distribution of Public Shareholding as on 08th August, 2022.**

| Range of Shares | No. of shareholders | % of shareholding | No. of share held | % of Total shares |
|---|---|---|---|---|
| 1-500 | 975 | 94.1120 | 55,485 | 1.5268 |
| 501-1,000 | 22 | 2.1236 | 16,688 | 0.4592 |
| 1,001-5,000 | 29 | 2.7992 | 54,659 | 1.5041 |
| 5,001-10,000 | 1 | 0.0965 | 6,900 | 0.1899 |
| 10,001-50,000 | 1 | 0.0965 | 30,000 | 0.8255 |
| 50,001-1,00,000 | 2 | 0.1931 | 1,22,000 | 3.3572 |
| 1,00,001 and above | 6 | 0.5792 | 33,48,228 | 92.1372 |
| **Total** | **1036** | **100.0000** | **36,33,960** | **100.0000** |

**Annexure IV**

**Details of Promoters and Promoter Group shareholding as on 08th August, 2022.**

| Sr no. | Name of shareholder | No. of shares | % to paid up equity capital |
|---|---|---|---|
| 1. | ANIL KUMAR SETHI HUF | 30000 | 0.826 |
| 2. | DEEPAK SETHI | 887100 | 24.411 |
| 3. | PRITI DEVI SETHI | 1294670 | 35.627 |
| 4. | ZOOM INDUSTRIAL SERVICES LTD | 513700 | 14.136 |
| | TOTAL | 2725470 | 75% |



**Annexure V**

**Details of Top Twenty-Five shareholders (other than Acquirer) as on 08th August, 2022.**

| Sr No. | Name of shareholder | No. of shares | %to paid up equity capital | PAN No. |
|---|---|---|---|---|
| 1. | TECHNO MECHANICAL SERVICES PVT LTD | 424260 | 11.67 | AABCT8449C |
| 2. | SUSHILA PATNI | 115618 | 3.18 | AASPP2899Q |
| 3. | VIMAL PATNI | 112880 | 3.10 | ADUPP9023D |
| 4. | ANITA JAIN | 62000 | 1.70 | ADAPJ0395A |
| 5. | SEEMA JAIN | 60000 | 1.70 | AGIPJ9074H |
| 6. | OCTAL CREDIT CAPITAL LIMITED | 6900 | 0.18 | AAACO3001C |
| 7. | SAURABH AGARWAL | 5000 | 0.137 | AFIPA2428R |
| 8. | SURESH KUMAR JALAN | 3713 | 0.102 | ACMPJ7524Q |
| 9. | CHEREKANDY JIBI | 3631 | 0.099 | ALYPJ3448E |
| 10. | SUBHASH CHANDER AGARWAL | 3137 | 0.086 | AAIHS6516H |
| 11. | MICKEY GAUTAM | 2327 | 0.064 | AWYPG5157E |
| 12. | AMAR CHAND BAKLIWAL (HUF) | 2000 | 0.055 | - |
| 13. | BABITA JAIN | 2000 | 0.055 | - |
| 14. | BHIKAM CHAND LAHOTI | 2000 | 0.055 | - |
| 15. | MAHAVEER PRASAD VERMA | 2000 | 0.055 | - |
| 16. | NIDHI GOENKA | 2000 | 0.055 | - |
| 17. | RADHESHYAM VARMA | 2000 | 0.055 | ADQPV1962R |
| 18. | RAMESH RAVI | 1914 | 0.052 | CIXPR3072G |
| 19. | MAHESH RAMDAYAL SHARMA | 1896 | 0.052 | AIIPS0437K |
| 20. | AMIT R AGARWAL | 1843 | 0.050 | AGRPA3119M |
| 21. | KAMAL BIJLANI | 1665 | 0.045 | ASQPB5094F |
| 22. | MANMAL SHARMA | 1640 | 0.045 | - |
| 23. | SANGEETA KANDOI | 1501 | 0.041 | AHYPA4421A |
| 24. | SHIVAM GOLHANI | 1331 | 0.036 | BUDPG3135J |
| 25. | LAXMI PAT JAIN | 1300 | 0.035 | - |

**Note:**

1) **The Above details of Top 25 Public Shareholders as on 08.08.2022 is as per RTA BENPOS**

HEENA JAYSINGHANI & CO. * COMPANY SECRETARIES *

## Annexure VI

**Details of Share Transactions by Acquirer and their related entities (Including members of promoter group) during the Review Period:**

| Date of buying, selling/ disposal and dealing | Nature of Transaction (Acquisition/selling/ Disposal and dealing) | Name of the Shareholders | Category (Acquirer/ Promoter/ Promoter Group/ PACs) | Mode of Acquisition (market purchase/ Public right/ Preferential offer/ off market/ Inter se transfer, etc) | PreTransaction | | | Post Transaction | | Whether off market/ on exchange |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | No. of shares/acquired/sold | Number of securities | % of shareholding | Number of securities | % of shareholding | Whether off market/ on Exchange |
| 11.03.2022 | Disposal( Gift) | ANIL KUMAR SETHI | Promoter | Inter-se transfer (Gift) | 343670 | 343670 | 9.457 | 0 | 0 | Off market |

HEENA JAYSINGHANI & CO. COMPANY SECRETARIES
FCS No. 11432
CP No. 20242
Mumbai

**Annexure VI-A**

**Details of buying, Selling/ disposal and dealing in the equity shares of the company on Stock exchange by the Acquirer, its related entities, Promoter and Promoter Group during the period from 8th August, 2020 till 9th August, 2022.**

| Sr No. | Name of the Promoter/ Promoter Group | Folios Nos./DP IDs in which shares are held | Shareholding as on 8th August, 2020 | | Buy/ Credit in demat account | Selling / Disposal/ Debit in demat account | Shareholding as on 9th August, 2022 | |
|---|---|---|---|---|---|---|---|---|
| | | | No. of shares | % age | | | No. of shares | % age |
| 1 | ANIL KUMAR SETHI | 10005312 | 343670 | 9.457% | - | 343670 (Off-Market transaction) | 0% | 0% |
| 2 | ANIL KUMAR SETHI HUF | 10009727 | 30000 | 0.826% | - | - | 30000 | 0.826% |
| 3 | DEEPAK SETHI | 10005304 | 887100 | 24.411% | - | - | 887100 | 24.411% |
| 4 | PRITI DEVI SETHI | 10824220 | 951000 | 26.170% | 343670 (Off-Market Transaction) | - | 1294670 | 35.626% |
| 5 | ZOOM INDUSTRIAL SERVICES LTD | 50524197 | 513700 | 14.136% | - | - | 513700 | 14.136% |



Heena Jaysinghani & Co.
Company Secretaries

**Annexure VII**

**On the Basis of RTA Benpos as of dated 08th August, 2022, details of buying, Selling/ disposal and dealing in the equity shares of the Company on the stock exchange, by top 25 Shareholders during the period from 07th August, 2020 till 9th August, 2022. (Review Period).**

| Sr No. | Folio Nos/ DP ID & Client ID | Name of Shareholders | Shareholding as on 07th August, 2020 | | Variation | | Shareholding as on 9th August, 2022 | |
|---|---|---|---|---|---|---|---|---|
| | | | No. of shares | % age | Bought | Sold | No. of shares | % age |
| 1 | 60043571 | TECHNOMECHANICAL SERVICES PVT LTD | 427460 | 12% | - | 3200 | 424260 | 11.67% |
| 2 | 12888975 | SUSHILA DEVI PATNI | 115118 | 3.16% | - | - | 115618 | 3.16% |
| 3 | 12893332 | VIMAL KUMAR PATNI | 112180 | 3.08% | 700 | - | 112880 | 3.103% |
| 4 | 10206369 | ANITA JAIN | 62000 | 1.706% | - | - | 62000 | 1.706% |
| 5 | 10320266 | SEEMA JAIN | 60000 | 1.65% | - | - | 60000 | 1.65% |
| 6 | 1201060002739984 | NIRMALA JAIN | 17500 | 0.48% | - | - | - | - |
| 7 | 10040465 | ARUN KUMAR GOYAL | 9019 | 0.248% | - | - | - | - |
| 8 | 1208160012867179 | HEMLATA | 8007 | 0.22% | - | - | - | - |
| 9 | 10000150 | OCTAL CREDIT CAPITAL LIMITED | 6900 | 0.189% | - | - | 6900 | 0.189% |
| 10 | 1201910300215738 | SURESH KUMAR JALAN | 6000 | 0.165% | - | 2287 | 3713 | 0.102% |
| 11 | 1208160014818081 | MADEM CHANDRA SEKHAR REDDY | 5028 | 0.138% | - | - | - | - |
| 12 | 10002093 | SUNIL KUMAR BARJATYA | 5000 | 0.137% | - | - | - | - |
| 13 | 1302860000091420 | SAURABH AGARWAL | 5000 | 0.137% | - | - | 5000 | 0.137% |
| 14 | 12216764 | SANGEETA KANDOI | 4544 | 0.125% | - | 3043 | 1501 | 0.041% |
| 15 | 10000498 | KESHRI SINGH KOCHAR | 4100 | 0.112% | - | - | - | - |
| 16 | 1302860000091420 | SUBHASH CHANDER AGARWAL | 3137 | 0.086% | - | - | 3137 | 0.086% |
| 17 | 000359 | AMAR CHAND BAKLIWAL (HUF) | 2000 | 0.055% | - | - | 2000 | 0.055% |
| 18 | 000551 | BABITA JAIN | 2000 | 0.055% | - | - | 2000 | 0.055% |
| 19 | 000538 | BHIKAM CHAND LAHOTI | 2000 | 0.055% | - | - | 2000 | 0.055% |
| 20 | 000411 | MAHAVEER PRASAD VERMA | 2000 | 0.055% | - | - | 2000 | 0.055% |
| 21 | 000569 | NIDHI GOENKA | 2000 | 0.055% | - | - | 2000 | 0.055% |
| 22 | 12100316 | RADHESHYAM VARMA | 2000 | 0.055% | - | - | 2000 | 0.055% |
| 23 | 1201060500540866 | SURBHI JAIN | 2000 | 0.055% | - | - | - | - |
| 24 | 1205420000680770 | MAHESH RAMDAYAL SHARMA | 1896 | 0.052% | - | | 1896 | 0.052% |
| 25 | 000415 | MANMAL SHARMA | 1640 | 0.045% | - | | 1640 | 0.045% |

N. JHUNJHUNWALA & ASSOCIATES
Company Secretaries

18, HO CHI MINH SARANI
TOWER-5, FLAT-5G
KOLKATA - 700 061
PH.: 9831282412

## RECONCILIATION OF SHARE CAPITAL AUDIT

| | | |
|---|---|---|
| 1 | For the six months Ended<br>[under Regulation 12(2) of the SEBI (Delisting of Equity Shares) Regulations, 2021] | 08th August, 2022 |
| 2 | ISIN : | INE845C01016 |
| 3 | Face Value : | Rs.10/- |
| 4 | Name of the Company | **INTERNATIONAL CONSTRUCTIONS LIMITED** |
| 5 | Registered Office Address | Golden Enclave, Corporate Block<br>Tower B1, 5th Floor<br>HAL Old Airport Road<br>Bengaluru - 560 017 |
| 6 | Correspondence Address | Same as (5) above |
| 7 | Telephone & Fax Nos. | Tel No. 080-49411700 |
| 8 | E-mail Address | sindhukeshavan@addgroup.co.in |
| 9 | Names of the Stock Exchanges where the company's securities are listed : | The National Stock Exchange of India Ltd. |

| | | | Number of shares | % of Total Issued Cap. |
|---|---|---|---|---|
| 10 | Issued Capital | | 3633960 | |
| 11 | Listed Capital | The National Stock Exchange of India Ltd.# | 3633960 | 100 |

(as per company records)
# As intimated to us by company representatives, certificate from stock exchanges not available.

| | | |
|---|---|---|
| 12 | Held in dematerialised form in CDSL | 63063 |
| 13 | Held in dematerialised form in NSDL | 3534337 |
| 14 | Physical | 36560 |
| 15 | Total No. of shares (12 + 13 + 14) | 3633960 |
| 16 | Reasons for difference if any, between (10 & 11), (10 & 15), (11 & 15) : | N.A. |

17 Certifying the details of changes in share capital during the quarter under consideration as per Table below :

| Particulars | No. of shares | Applied / Not Applied for listing | Listed on Stock Exchanges | Whether intimated to CDSL | Whether intimated to NSDL | In-principle approval pending for stock exchange |
|---|---|---|---|---|---|---|
| N.A. | | | | | | |



Contd….2

N. JHUNJHUNWALA & ASSOCIATES
Company Secretaries

18, HO CHI MINH SARANI
TOWER-5, FLAT-5G
KOLKATA - 700 061
PH.: 9831282412



| | |
|---|---|
| 18 Register of Members is updated (yes/No) if not, updated up to which date | Yes |
| 19 Reference of previous quarter with regards to excess dematerialised shares, if any, | N.A. |
| 20 Has the company resolved the matter mentioned in point no.19 above in the current quarter ? If not, reason why ? | N.A. |

21 Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay :

| Total No. of demat requests | No. of requests | No. of shares | Reasons for delay |
|---|---|---|---|
| Confirmed after 21 days | Nil | Nil | N.A. |
| Pending for more than 21 days | Nil | Nil | N.A. |

| | |
|---|---|
| 22 Name, Address, Telephone & Fax No. of Compliance Officer of the Company | Mr.Nitesh Jain<br>Golden Enclave, Corporate Block<br>Tower B1, 5th Floor<br>HAL Old Airport Road<br>Bengaluru - 560 017<br>Tel No. 080-49411700;E-mail ID: nitesh@addgroup.co.in |
| 23 Name, Address, Tel. & Fax No. Registration No. of the Auditor | N.Jhunjhunwala & Associates<br>18, Ho Chi Minh Sarani,<br>Tower-5, Flat-5G<br>Kolkata - 700 061<br>Tel:9831282412<br>C.P.No.5184 |
| 24 Appointment of common agency for share registry work, if yes (name & address) | Niche Technologies Pvt. Ltd.<br>3A, Auckland Place, 7th Floor, Room No.7A & 7B<br>Kolkata - 700 017 |
| 25 Any other detail that the auditor may like to provide (e.g. BIFR company, delisting from Stock Exchange, company changed its name, etc.) | Nil |

**For N.JHUNJHUNWALA & ASSOCIATES**
COMPANY SECRETARIES

**CS NAVNEET JHUNJHUNWALA**
PROPRIETOR
CP No.: 5184

Place : Kolkata
Date : 10th August, 2022
UDIN: F006397D000773658