INTERNATIONAL CONSTRUCTIONS LIMITED

CIN: L45309KA1983PLC038816

Date: 13th August 2022

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

Symbol: SUBCAPCITY

Sub: Postal Ballot Notice, inter-alia, to approve Voluntary Delisting.

Ref: Outcome of Board Meeting dated 10th August, 2022.

Dear Sir/Madam,

This is with reference to the captioned subject and in reference to the meeting of the Board of Directors ("Board") of the Company held on 10th August, 2022, wherein the Board approved the Delisting Proposal, in accordance with Regulation 10 of the Delisting Regulations, subject to further approval by shareholders.

In this regard, please find enclosed the copy of Postal Ballot Notice, inter-alia considering the following special business for approval of members of the Company:

- Item No. 1: Approval for voluntary delisting of the equity shares of the company from the National Stock Exchange of India Limited ("NSE")

The Schedule of Postal Ballot and E-voting is as follows:

Commencement of Postal Ballot/ E-voting	16th August, 2022 from 09: 00 Hours (IST).
End of Postal Ballot/ E-voting	14th September, 2022 up to 17:00 Hours (IST).
Result Declaration	On or before 16th September, 2022

Kindly take the above on record.

Thanking You

Yours Faithfully

For International Constructions Limited

International Constructions Limited

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

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)

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED, READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED.

Dear Member(s)

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 **("Companies Act")** read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 **("Management Rules")** read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, and 3/2022 dated May 05, 2022 (collectively referred to as the "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('SEBI Circulars') and other circulars and relevant amendments as may be applicable and amended thereto, from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")** and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of International Constructions Limited **("Company")**, to consider and if thought fit to pass the resolution set out herein below as a special resolution through postal ballot by remote e-voting process **("e-voting")** in accordance with Regulation 11 of the SEBI (Delisting Regulations), 2021 and other applicable laws.

The proposed resolution along with the explanatory statement, pursuant to Section 102 of the Companies Act and other applicable laws, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. Only members of the Company as on 8th August, 2022 (i.e., the cut-off date) are entitled to vote, and any other person who is not a member of the Company shall treat this Notice for information purposes only.

As permitted under the MCA Circular, the Company is sending the Notice in electronic form to all shareholders whose email-ids are registered with the company or registrar or their respective depositories, Hard copies of the postal ballot notice, explanatory statement and postal Ballot Form will be dispatched to shareholders whose email ids are not available with the company / Registrar / Depositories or upon receipt of specific request by a shareholder. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the rules framed there under and the

MCA Circular, the Company has extended the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolution through the remote e-voting facility. Assent or dissent of the members on the resolution mentioned in the Notice would be taken through the remote e-voting system as per the MCA Circular.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 (Act) read with Rule 22 of the (Management and Administration) Rules, 2014 (including any modification(s) and re-enactment(s) thereof for the time being in force). The board of directors of the Company ("Board") appointed Mr. Rahul Aggarwal, Practising Company Secretaries, Bangalore bearing Membership Number ACS: 42939 and Certificate of Practice Number No. 19315 as the scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner. The voting will commence on, 16th August, 2022 at 9:00 a.m. (IST) and will end on 14th September, 2022 at 5:00 p.m. (IST).

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR VOLUNTARY DELISTING OF THE EQUITY SHARES OF THE COMPANY FROM THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE")

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to (i) the initial public announcement dated 28th July, 2022 issued in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2021 **("SEBI Delisting Regulations")** by 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 all fully paid up equity shares of the Company, having a face value of Rs.10/- each, **("Equity Shares")** that are held by public shareholders of the Company (as defined under the Delisting Regulations and to be referred to as **"Public Shareholders"**), either individually/collectively or together with other members of the Promoter Group, as the case may be; and (b) consequently voluntarily delist the Equity Shares from NSE, where the Company is presently listed **("Stock Exchange(s)"**), by making a delisting offer in accordance with the Delisting Regulations ("Delisting Proposal"), (ii) the approval of the board of Directors of the Company **("Board")** granted in its meeting held on 10th August, 2022; and in accordance with the provisions of the Companies Act, 2013 **("Companies Act")** and the rules framed there under, the Delisting Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities Contract (Regulation) Act, 1956 (including the rules issued there under), the listing agreement entered with the Stock Exchanges, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, and all other applicable laws, rules, regulations and guidelines, if any, and subject to such approvals,

permissions and consents, as may be required and necessary for the Company, the Acquirers and PACs, as the case may be, under applicable laws and subject to the terms of such approvals, permissions and consents, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, while granting such approvals, permissions and consent, the approval of the members of the Company be and is hereby accorded to voluntarily delist the Equity Shares from NSE, pursuant to the proposed acquisition by the Acquirers, either individually/collectively or together with PACs, as detailed in the initial public announcement dated 28th July, 2022, of Equity Shares that are held by the Public Shareholders in accordance with the terms of the Delisting Regulations and other applicable provisions of applicable laws, and the Company shall accordingly take all necessary actions and make all the necessary disclosures and filings to facilitate the proposed voluntary delisting of the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the directors of the Company, and/or Company Secretary, be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters, and things as they may at their discretion deem necessary or expedient for such purpose, and seek relevant third party consents, as may be required, and make all necessary filings/ applications including but not limited to filing/ applications to any statutory/ regulatory/government authority including to the concerned stock exchange, for seeking their approval for the aforesaid Delisting Proposal in accordance with the provisions of Delisting Regulations, if required, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board/ Committee thereof, in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified, as the case may be, and confirmed in all respects.

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

Sd/-
Nitesh Kumar Jain
Company Secretary & Compliance Officer

Date: 10.08.2022
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)

NOTES AND INSTRUCTIONS:

1. The explanatory statement pursuant to Section 102 of the Companies Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, setting out material facts and reasons in relation to the proposed special business is annexed hereto.

2. The Notice is being sent to all the members, whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on 08th August, 2022 ("Cut-off Date"), which will be considered for the purposes of e- voting. A person who is not a member of the Company as on the aforesaid date should treat this Notice for information purposes only.

3. As permitted under the applicable MCA Circulars, the Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company's Registrar and Share Transfer Agent i.e., Niche Technologies Private Limited ("RTA"). The Company/ RTA can send the hard copies of the postal ballot notice, explanatory statement and Postal Ballot Form along with pre-paid postal envelope. Accordingly, the communication on Assent or Dissent of the Members will take place through remote e-voting system and physical mode to shareholders whose email-ids are not available with the company / RTA / Depository System or upon receipt of specific request by a respective shareholder(s).

4. In accordance with the applicable MCA Circulars, to facilitate such shareholders to receive this Notice electronically and cast their vote electronically, the Company has made special arrangement with its RTA for registration of email addresses in terms of the General Circular No. 17/2020 issued by the Ministry of Corporate Affairs dated April 13, 2020. The process for registration of email addresses is as under:

   i. Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not yet registered their email address and in consequence, the e-voting notice cannot be serviced, may temporarily get their email address registered with the RTA by sending an email on nichetechpl@nichetechpl.com with following details:
   Name registered as per records of the Company;
   - DP ID- Client ID / Folio No.;
   - Email ID to be registered for receiving the Postal Ballot Notice.

   ii. Post successful registration of the email, the shareholder will get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot.All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East),

Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43 and 1800225533.

iii. It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, Niche Technologies Private Limited, having its Registered Office Address situated at, 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017, India at nichetechpl@nichetechpl.com or to the Company at nitesh@addgroup.co.in, along with signed request letter to the name, address, folio no. of the Member, self-attested copy of the PAN card, scanned copy of the share certificate (front and back) and Self-attested scanned copy of any document (such as AADHAAR card/ latest Electricity Bill/ latest Telephone/ Mobile Bill/ Driving License/ Passport/ Voter ID card/ Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.

iv. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's RTA, to enable servicing of notices/documents / Annual Reports electronically to their respective email addresses.

5. The board of directors of the Company has appointed Mr. Rahul Aggarwal, Practising Company Secretaries, Bangalore bearing Membership Number ACS: 42939 and Certificate of Practice Number No. 19315, as the scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner ("Scrutinizer").

6. All members are requested to cast their votes through remote e-voting as per procedure herein;

7. Voting, can be exercised only by the member or its duly constituted attorney or in case of body corporates, by the duly authorised person.

8. The resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the members.

9. The procedure and instructions for E-voting are as follows:

a) Date and time of commencement of voting through electronic means: (Tuesday)16th August, 2022 from 09: 00 am(IST).
b) Date and time of end of voting through electronic means beyond which voting will not be allowed: (Wednesday) 14th September, 2022 upto 5.00 pm (IST).
c) Details of Website: https://www.evotingindia.com
d) Details of Scrutinizer Mr. Rahul Aggarwal, Practising Company Secretaries, Bangalore, bearing Membership Number ACS 42939 and Certificate of Practice Number No. 1931, Bangalore.

10. The instructions for e-voting are as under:

Step 1: Login method for Individual shareholders holding securities in demat mode 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 e-voting 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**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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.

i. Member(s) holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

ii. Member(s) may then cast their vote(s) by selecting an appropriate option and click on "Submit".

iii. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once confirmed, member(s) will not be allowed to modify their vote(s). During the voting period, member(s) can login any number of times till they have voted on the Resolution(s).

iv. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: rahul@csra.in with a copy to nichetechpl@nichetechpl.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name - 220811001"

v. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

11. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
12. In case of any query pertaining to e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 22 5533 or Or contact Mr. Nitin Kunder (022-23058738) or
or Mr. Rakesh Dalvi (022-23058542).

You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to CDSL Depository site after successful authentication. 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.

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 detail**
Individual Shareholders holding securities in demat	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at

mode with **NSDL**	evoting@nsdl.co.in or call at toll free no.: **1800 1020 990 and 1800 22 44 30**
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 **022-23058738 or 22- 23058542-43.**

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

(i) 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.

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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

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

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

(v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(vi) 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.

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

(viii) 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.

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

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

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

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

13. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- 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 a Compliance User 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.
- It is Mandatory that, 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 mandatory 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, www.inltd.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

14. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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

15. All documents referred to in the Notice and Explanatory Statement will be available for electronic inspection by the members from the date of dispatch of this Notice until the last date for receipt of votes by remote e-voting i.e., 14th September, 2022 till 5:00 p.m.

16. (IST). Members seeking to inspect such documents can send an e-mail to nitesh@addgroup.co.in

17. Upon completion of the scrutiny of the votes cast in a fair and transparent manner, the Scrutinizer will submit its report to the authorized person. The authorized person shall declare the results of the postal ballot as per the statutory timelines. The results of the postal ballot will be announced within 2 (two) working days of conclusion of the voting through postal ballot process.

18. The results along with the Scrutinizer's report will also be posted on the website of the Company's website https://www.inltd.co.in , website of the concerned Stock Exchange, i.e National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of CDSL i.e www.evotingindia.com. The Company will also display the results at its registered office. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., Wednesday, 16th September, 2022.

EXPLANATORY STATEMENT

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

ITEM No. 1: APPROVAL FOR VOLUNTARY DELISTING OF THE EQUITY SHARES OF THE COMPANY FROM NSE:

1. The fully paid-up equity shares of the Company, each having a face value of Rs.10/-, ("Equity Shares") is presently listed on National Stock Exchange Ltd. (NSE);

2. As on date, the members of the Promoter Group (as defined below) collectively hold 2725470 Equity Shares representing (75%) of the paid-up equity share capital of the Company and the Public Shareholders (as defined below) hold 908490 Equity Shares representing (25%) of the paid-up equity share capital of the Company.

3. On 28th July, 2022, the Company received the initial public announcement dated 28th July, 2022 by SKI Capital Services Limited, SEBI registered Category I Merchant Banker, issued in accordance with the Delisting Regulations ("Initial Public Announcement") for and on behalf of one of the promoters of the International Constructions Limited viz., 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"), to the Public Shareholders (as defined below) expressing 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.

4. Mrs. Priti Devi Sethi, pursuant to her letter dated 28th July, 2022, had inter alia expressed her intention to voluntarily delist the Equity Shares in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2021 by acquiring Equity Shares of Public shareholders either individually/ collectively or together with other members of the Promoter Group. Pursuant to the said letter, the board of directors of the Company ("Board"), at its meeting held on 10th August, 2022, approved the delisting proposal after having discussed and taking into account various factors including the due diligence report submitted by the Peer Review Company Secretary.

5. As per the Initial Public Announcement, the rationale for the Delisting Proposal is as follows:
    5.1. The Delisting Offer would enable the Acquirer along with PACs to obtain full ownership of the Company;

5.2. The Delisting Offer will provide the Public Shareholders an opportunity to realize immediately a certain value for their Equity Shares. The price will be determined in accordance with the reverse book building mechanism set out in the SEBI Delisting Regulations; and

5.3. Save compliance costs and reducing the management time to comply with stock exchange requirements and listing regulations

6. The due diligence report dated 10th August, 2022 ("Due Diligence Report") was submitted by M/s. Heena Jaysinghani & Co., a Peer Review, Practising Company Secretary, bearing Membership Number F-11432 and Certificate of Practice Number No. 20242, a Peer Review, Practising Company Secretary, was reviewed and taken on record by the Board at its meeting held on 10th August, 2022. Based on the information available with the Company and after taking on record the Report, the Board approved the said Delisting proposal and in accordance with Regulation 10(4) of the 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.

7. The floor price, as on the date of the Board Meeting (i.e. 10th August, 2022) 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 is Rs. 13.26 /- per Equity Share. It is further informed that the "Indicative Price" for the said delisting offer is Rs. 16.5 /- per Equity Share, which is the price offered by the Acquirer.

8. The "reference date" with respect to the computation of "floor price" for the proposed delisting is 10th August, 2022 i.e., date on which the recognized stock exchange(s) was required to be notified of the board meeting in which the delisting proposal was considered and approved.

9. The discovered price will be determined through the Reverse Book Building process specified in Schedule II of the Delisting Regulations i.e, the discovered price will be the price at which shares are accepted through eligible bids, that takes the shareholding of the members of the Promoter Group (along with persons acting in concert),

collectively referred to as Acquirers, to 90% of the total issued shares excluding the shares which are held by following:

a) custodian(s) holding shares against which depository receipts have been issued overseas.

b) inactive shareholders such as vanishing companies, struck off companies, shares transferred to Investor Education and Protection Fund account and shares held in terms of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

10. The Public Shareholders may tender their Equity Shares during the reverse book building process at the Indicative Price or any such price above the Indicative Price as they deem fit. The members are requested to note that the Floor Price/ Indicative Price is neither a ceiling nor the maximum price.

11. The acquisition of Equity Shares by the Acquirers, individually/ collectively or together with other members of the Promoter Group, as the case may be, from the Public Shareholders will be conditional upon the following:
    a) approval of the shareholders of the Company by way of a special resolution through postal ballot/ e- voting in accordance with the SEBI Delisting Regulations and other applicable laws wherein the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against the Delisting Proposal.;
    b) receipt of the approval of NSE in accordance with the SEBI Delisting Regulations and/or any other statutory/ regulatory approvals and third party consents, as may be required, in relation to the Delisting Proposal;
    c) the acceptance by the Acquirers (and/ or other members of the Promoter Group, as the case may be) of the discovered price determined by the reverse book building process including other rights and obligations in terms of the SEBI Delisting Regulations;
    d) the number of Equity Shares being validly tendered in the delisting offer is sufficient enough to result in the delisting offer being successful in accordance with the SEBI Delisting Regulations; and
    e) such other terms and conditions as may be set out in the 'detailed public announcement' or the 'letter of offer' to be made/ dispatched to the Public Shareholders in accordance with the SEBI Delisting Regulations.

12. In terms of Regulation 11(4) of the Delisting Regulations, the special resolution shall be acted upon only if the votes cast by Public Shareholders in favour of the Delisting Resolution are at least two times the number of votes cast by the Public Shareholders against it. Accordingly, approval for the Delisting Resolution is sought from the shareholders, and upon receipt of such approval, the Acquirers (and/ or other members of the Promoter Group, as the case may be) will proceed to make an offer to the Public Shareholders and purchase the Equity Shares at the exit price in accordance with the Delisting Regulations.

The Board recommends the special resolution and places it for consideration and approval of the Shareholders of the Company.

All the Promoters and the Promoter Group and directors belonging to the Promoter Group are concerned and interested in the resolution. Except as provided, none of the other directors or key managerial personnel of the Company or their relatives are directly or indirectly concerned or interested in this resolution.

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

Sd/-
Nitesh Kumar Jain
Company Secretary & Compliance Officer

Date: 10.08.2022
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)

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)

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Sl. No:

Name and address of Member :

Name(s) of Joint holder(s), if any :

Registered Folio No./DP ID No./Client ID No.*:
(*Applicable to Members holding
shares in dematerialised form)

No of Shares held as on 8th August 2022 :

I/We hereby exercise my/our vote in respect of the following special resolution to be passed through Postal Ballot for the business stated in the Notice dated 10-08-2022 of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate boxes below:

Item No.	Description	No. of shares	Please mark the tick(✓) against assent or (X) dissent as the case may be in the box below.	
			I/We assent to the resolution	I/We dissent to the resolution
1.	APPROVAL FOR VOLUNTARY DELISTING OF THE EQUITY SHARES OF THE COMPANY FROM THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE")			

Place:

Date: (Signature of shareholder(s))

Note:

1. If the voting rights are exercised electronically, there is no need to use this form. Please read the instructions carefully printed overleaf before exercising the vote and return this form to the scrutinizer by using the enclosed postage pre-paid self-addressed envelope.
2. Last date for receipt of postal ballot form by Scrutinizer is Wednesday,14th September, 2022, up to 5.00 P.M. Please read the instructions printed overleaf carefully before completing this form
3. The instructions for members for voting are mentioned in the Postal Ballot Notice dated 10/08/2022.

INSTRUCTIONS

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or remote e-voting. In case you are opting for e-voting, then do not vote by physical ballot also and vice-versa. However, in case member(s) cast their vote both by Physical Ballot & e-voting, then voting done through e-Voting shall prevail and voting done by Postal Ballot shall\ be treated as invalid.

1. A member desiring to exercise his vote by Postal Ballot may complete this postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope before the close of working hours (5.00 p.m.) of (Wednesday, 14.09.2022. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.

2. The self-addressed Business reply envelope is addressed to the Scrutinizer appointed by the Board of the Company.

3. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified in point (1) above.

4. The postal Ballot form must be completed and signed by the member as per the specimen signature registered with the company/ Depository participant.

5. Incomplete/Unsigned and incorrect postal Ballot form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.

6. In case the shares are held by Body Corporate/ trust, the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board Resolution/ authorization together with the attested specimen signature of the authorised signatories.

Mr. Rahul Aggarwal, Practising Company Secretaries, Bangalore bearing Membership Number ACS: 42939 and Certificate of Practice Number No. 19315 , has been appointed as the Scrutinizer to scrutinize the Postal Ballots/voting through electronic means. Members are requested to notify immediately any change in their address and E - Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Mr. Ashok Sen M/s. Niche Technologies Private Limited, 3A, Auckland Place, Room No. 7A & 7B, 7th Floor, Kolkata-700017 Phone: 033 – 2280-6616/6617/6618; E-mail: nichetechpl@nichetechpl.com

Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office and on the website of the Company From the date of circulation of this notice till the last date of e-voting, on all workings days (except Saturday, Sundays & Public Holidays).

7. Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members

holding shares in physical form are requested to intimate such changes to Mr. Ashok Sen M/s. Niche Technologies Private Limited, 3A, Auckland Place, Room No. 7A & 7B, 7th Floor, Kolkata-700017 Phone: 033 – 2280-6616/6617/6618; E-mail: nichetechpl@nichetechpl.com

8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically**.**

9. To view / download Postal Ballot Form click here

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