MINUTES

MINUTES OF THIRTY SIXTH (36th) ANNUAL GENERAL MEETING OF M/S INTERNATIONAL CONSTRUCTIONS LIMITED HELD ON WEDNESDAY 11TH SEPTEMBER, 2019 STARTING AT 11:00 AM TO 01:30 PM AT ITS REGISTERED OFFICE AT GOLDEN ENCLAVE, CORPORATE BLOCK, TOWER B1, 5TH FLOOR, HAL OLD AIRPORT ROAD, BENGALURU – 560 017

DIRECTORS PRESENT:

Mr. Anil Kumar Sethi

Mrs. Priti Devi Sethi

ALSO PRESENT:

Mr. S Nakkiran- Company Secretary
Mr. Seetharaman Jayaraman- PCS, Scrutinizer

MEMBERS PRESENT:

IN PERSON: 8

IN PROXY: 1

1. **CHAIRMAN OF THE MEETING**

Mr. Anil Kumar Sethi, Chairman of the Board, took the 'Chair' and presided over the meeting.

2. **ASCERTAINMENT OF QUORUM**

After ascertaining that the requisite quorum is present for the meeting, the Chairman called the meeting to order.

3. **INSPECTION OF REGISTER**

The Chairman informed the Members that the Statutory Books and Registers were kept in the meeting and are open for inspection.

4. **READING OF NOTICE**

With the permission of the Members, the notice convening the Annual General Meeting of the Company was taken as read.

5. **AUDITORS' REPORT**

Mr. S Nakkiran Company secretary read the Auditors' Report for the year ended 31st March 2019 and the Annexure to the Auditors' Report with the permission of the shareholders.

CHAIRMAN'S INITALS

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6. BOARDS' REPORT

With the consent of the Members present at the meeting, the Boards' Report and Accounts annexed thereto which, having been circulated to the members along with the notice were taken as read.

Mr. S Nakkiran, Company Secretary informed that the Company had provided the Members the facility to cast their vote electronically on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes by ballot at the end of the meeting. It was further informed that there would be no voting by show of hands. The Company Secretary read the Auditors' Report.

The Company Secretary read the Auditors' Report.

The following items of business, as per the Notice of AGM dated July 25, 2019, were transacted at the meeting.

1. Adoption of Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors ('the Board') and Auditors thereon.

2. Re-Appointment of Mrs. Priti Devi Sethi as a director liable to retire by rotation

3. Appointment of Mr. Rajesh Kandoi [who was earlier appointed as an additional Director on 14.02.19 and holds office upto this AGM] as an Independent Director, as recommended by Nomination and Remuneration Committee and Board of Directors, at their meeting held on 25.7.19 to hold office for a period of five years w.e.f. 11.09.2019 who shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013."

Clarifications were provided to the queries raised by the members.

The Board of Directors had appointed PCS S Jayaraman as the Scrutinizer to supervise the e-voting and ballot voting process. The Chairman authorized the Company secretary to declare the results of voting.

The scrutinizers' report was received and accordingly all the resolutions as set out in the notice were declared by the Company Secretary as passed.

VOTE OF THANKS TO CHAIR

As there being no other business, the meeting was ended with a 'Vote of Thanks' to the 'Chair'.

CHAIRMAN'S INITALS

PLACE: BANGALORE
DATE OF ENTRY: 13.09.2019

CHAIRMAN
DATE OF SIGNING: 18.09.2019