# INTERNATIONAL CONSTRUCTIONS LIMITED

September 27, 2018

To

NATIONAL STOCK EXCHANGE OF INDIA LIMITED, MUMBAI
CALCUTTA STOCK EXCHANGE, KOLKATTA

Dear Sir/Madam,

Sub: 35th Annual General Meeting (`AGM') and voting results.

In continuation to our letter dated 8.8.2018, 35th Annual General Meeting (AGM') of the Company was held today and the business mentioned in the Notice dated August 08, 2018 were transacted.

In this regard, Please find enclosed the following-

(1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure - I

(2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure - II.

(3) Report of Scrutinizer dated September 27, 2018, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

Thanking You

Yours Sincerely,
For International Constructions Limited

**S Nakkiran**
Company Secretary

Encl / Attachment: As above

CIN : L45309KA1983PLC038816
Regd. Office: Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road, Bengaluru – 560 017
Tel: +91-80-49411700, Extn: 210, Fax: +91-80-49411700, email: info@addgroup.co.in

# INTERNATIONAL CONSTRUCTIONS LIMITED

Annexure - I

Summary of proceedings of the 35th Annual General Meeting:

The 35th Annual General Meeting (AGM) of the Members of International Constructions Limited (`the Company') was held on Friday, September 27, 2018 at 11.00 A.M at its Registered Office at the Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road, Bengaluru – 560 017. Mr.Anil Kumar Sethi, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. Mrs. Priti Devi Sethi another Director of the Company attended the meeting. 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 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 following items of business, as per the Notice of AGM dated August 8, 2018, 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, 2018 and the reports of the Board of Directors (`the Board') and Auditors thereon.

2. Re-Appointment of Mr. Amitava Basu as a director liable to retire by rotation

3. To Appoint of M/s G L Kothari, Chartered Accountants Bangalore as auditors of the company to hold office from the close of 35th Annual General Meeting (AGM) till the conclusion of the 40th Annual General Meeting at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company

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 as passed with item No.3 duly amended as stated above .

This is for your information and records.

Thanking you,

Yours Sincerely,
For International Constructions Limited

**S Nakkiran**
Company Secretary

# INTERNATIONAL CONSTRUCTIONS LIMITED

Annexure - II

Voting results

| | International Constructions Limited- 35th Annual General Meeting (AGM) Voting Results |
|---|---|
| Date of the AGM | 27-09-2018 |
| Total number of shareholders on record date | 90 |
| No. of shareholders present in the meeting either in person or through proxy: | 9 |
| Promoters and Promoter Group: | 5 |
| Public: | 4 |
| No. of Shareholders attended the meeting through Video | NA |
| Promoters and Promoter Group: | - |
| Public: | - |

| | |
|---|---|
| Resolution required: (Ordinary/ Special) | Ordinary -1. Adoption of financial statements (including the consolidated financial statements) |
| Whether promoter/ Promoter group are interested in the agenda/resolution? | NO |



International Constructions Limited

# INTERNATIONAL CONSTRUCTIONS LIMITED

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes -in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 3134840 | 1296740 | 41.37 | 1296740 | Nil | 41.37 | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil |
| | Ballot | | 1838100 | 58.63 | 1838100 | - | 58.63 | - |
| Public- Institutions | E-Voting | 436050 | 427460 | 98.03 | 427460 | Nil | 98.03 | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil |
| | Ballot | | - | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 63060 | 5200 | 8.25 | 5200 | Nil | 8.25 | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil |
| | Ballot | | Nil | Nil | Nil | Nil | Nil | Nil |
| | **Total** | **3633960** | **3567500** | | **3567500** | | | |

International Constructions Limited

CIN : L45309KA1983PLC038816
Regd. Office: Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road, Bengaluru – 560 017
Tel: +91-80-49411700, Extn: 210, Fax: +91-80-49411700, email: info@addgroup.co.in

# INTERNATIONAL CONSTRUCTIONS LIMITED

| Resolution required: (Ordinary/ Special) | Ordinary - 2. Re-Appointment of Mr. Amitava Basu as a Director liable to retire by rotation | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Whether promoter/ promoter group are interested in the | NO | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. of Votes -in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group | E-Voting | 3134840 | 1296740 | 41.37 | 1296740 | Nil | 41.37 | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil |
| | Ballot | | 1838100 | 58.63 | 1838100 | - | 58.63 | - |
| Public- Institutions | E-Voting | 436060 | 427460 | 98.03 | 427460 | Nil | 98.03 | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil |
| | Ballot | | - | - | - | - | - | |
| Public- Non Institutions | E-Voting | 63060 | 5200 | 8.25 | 5200 | Nil | 8.25 | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil |
| | Ballot | | Nil | Nil | Nil | Nil | Nil | Nil |
| | **Total** | **3633960** | **3567500** | | **3567500** | | | |

International Constructions Limited

CIN : L45309KA1983PLC038816
Regd. Office: Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road, Bengaluru – 560 017
Tel: +91-80-49411700, Extn: 210, Fax: +91-80-49411700, email: info@addgroup.co.in

# INTERNATIONAL CONSTRUCTIONS LIMITED

| Resolution required: (Ordinary/ Special) | Ordinary - 3. Appointment of auditors | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | NO | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. of Votes -in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3134840 | 1296740 | 41.37 | 1296740 | Nil | 41.37 | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil |
| | Ballot | | 1838100 | 58.63 | 1838100 | - | 58.63 | - |
| Public- Institutions | E-Voting | 436060 | 427460 | 98.03 | 427460 | Nil | 98.03 | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil |
| | Ballot | | - | - | - | - | - | |
| Public- Non Institutions | E-Voting | 63060 | 5200 | 8.25 | 5200 | Nil | 8.25 | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil |
| | Ballot | | Nil | Nil | Nil | Nil | Nil | Nil |
| | **Total** | **3633960** | **3567500** | | **3567500** | | | |

CIN : L45309KA1983PLC038816
Regd. Office: Golden Enclave, Corporate Block, Tower B1, 5th Floor, HAL Old Airport Road, Bengaluru – 560 017
Tel: +91-80-49411700, Extn: 210, Fax: +91-80-49411700, email: info@addgroup.co.in

International Constructions Limited

*S. JAYARAMAN*
*B.Com., F.C.S., F.I.I.I.*
*Company Secretary in Practice*

*No. 218 A.H. Block 2nd Street*
*Anna Nagar, Chennai – 600 040*
*: +91-9445264142*
*: jayaramansarma@yahoo.co.in*

# REPORT OF SCRUTINIZER

Date:27th September 2018

To,
The Chairman
International Constructions Limited
*Golden Enclave, Corporate Block, Tower B1 5th Floor,*
*HAL OLD Airport Road, Bengaluru -560 017*

Dear Sir,

*REF:* Annual General Meeting of the members of M/s International Constructions Limited held on 27-09-2018 at the Registered Office of the Company at *Golden Enclave, Corporate Block, Tower B1 5th Floor, HAL OLD Airport Road, Bengaluru -560 017*

*I, Seetharama Jayaraman, Practising Company Secretary has been appointed as Scrutinizer by:*

- The Board of Directors of M/s International Constructions Limited vide resolution dated 8-8-2018 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 24-09-2018 .9.00 A.M. to 26-09-2018 05.00 P.M.

*The Chairman of the Annual General Meeting (AGM) issued ballot papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 35th AGM of the members of the Company, held on on 27-09-2017 at the Registered Office of the Company at Golden Enclave, Corporate Block, Tower B1 5th Floor, HAL OLD Airport Road, Bengaluru - 560 017*

The Company has issued Ballot papers to the shareholders who could not vote through e-voting to vote at the AGM Venue. Two members used facility of voting through ballot papers at the AGM.

Based on voting done by using ballot papers at he AGM Venue and based on the data downloaded from the Official website *of the Central Depository*

S. JAYARAMAN Company Secretary in Practice PCS-6857

*S. JAYARAMAN*
*B.Com., F.C.S., F.I.I.I.*
*Company Secretary in Practice*

*No. 218 A.H. Block 2nd Street*
*Anna Nagar, Chennai – 600 040*
*: +91-9445264142*
*: jayaramansarma@yahoo.co.in*

*Services Limited for the E*-Voting process, I now submit combined report (E-Voting and Ballot ) as under::

ResolutionNo:-1To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and the Auditors thereon.

| | Ordinary resolution | | | |
|---|---|---|---|---|
| | Number of Valid Votes | | | |
| Particulars | Ballot paper | E-voting | Total | Percentage |
| Assent | 1838100 | 1729400 | 3567500 | 98.17 |
| Dissent | 0 | 0 | 0 | 0 |
| Invalid | 0 | 0 | 0 | 0 |
| Total | 1838100 | 1729400 | 3567500 | 98.17 |

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No:-2 To appoint Mr. Anitava Basu, Director of the Company who retires by rotation at the ensuing Annual General Meeting as per provisions of the Companies Act, 2013, and being eligible offers himself for re-appointment.

| | Ordinary resolution | | | |
|---|---|---|---|---|
| | Number of Valid Votes | | | |
| Particulars | Ballot paper | E-voting | Total | Percentage |
| Assent | 1838100 | 1729400 | 3567500 | 98.17 |
| Dissent | 0 | 0 | 0 | 0 |
| Invalid | 0 | 0 | 0 | 0 |
| Total | 1838100 | 1729400 | 3567500 | 98.17 |

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

S. JAYARAMAN Company Secretary in Practice PCS-6851

**S. JAYARAMAN**
*B.Com., F.C.S., F.I.I.I.*
*Company Secretary in Practice*

*No. 218 A.H. Block 2nd Street*
*Anna Nagar, Chennai – 600 040*
*: +91-9445264142*
*: jayaramansarma@yahoo.co.in*

Resolution No:-3: To Appoint of M/s G.L. Kothari & Co., Chartered Accountants Bangalore as auditors of the company in place of M/s Maheswari & Associates, Chartered Accountants,Bangalore as Auditors for five years from 2018-19 and fix their remuneration

| | Ordinary resolution | | | |
|---|---|---|---|---|
| | Number of Valid Votes | | | |
| Particulars | Ballot paper | E-voting | Total | Percentage |
| Assent | 1838100 | 1729400 | 3567500 | 98.17 |
| Dissent | 0 | 0 | 0 | 0 |
| Invalid | 00 | 0 | 0 | 0 |
| Total. | 1838100 | 1729400 | 3567500 | 98.17 |

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

All the relevant records pertaining to e-voting and use of ballot papers will be handed over to the Company Secretary/Director safe keeping by the Company.after the Chairman considers, approves and signs the minutes of the 34th Annual General Meeting.

Thanking you,

S. JAYARAMAN Company Secretary in Practice FCS-8957

SEETHARAMA JAYARAMAN
Practising Company Secretary
CP No: 6857
FCS No.: 8738