INTERNATIONAL CONSTRUCTIONS LIMITED

Annexure - II

Voting results

	International Constructions Limited- Extra Ordinary General Meeting (EOGM) Voting Results
Date of the AGM	30-01-2019
Total number of shareholders on record date	100
No. of shareholders present in the meeting either in person or through proxy:	8
Promoters and Promoter Group:	5
Public:	3
No. of Shareholders attended the meeting through Video	NA
Promoters and Promoter Group:	-
Public:	-

Resolution required: (Ordinary/ Special)	Special Resolution - 1. Ratification for existing loans & advances made by the Company and fixation of limits for making loans & investments and giving security and guarantee Under Section 186 of the Companies Act for Rs. 100 Crs.
Whether promoter/ Promoter group are interested in the agenda/resolution?	NO

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	2725470	373670	13.71	373670	Nil	13.71	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Ballot		2351800	86.29	2351800	-	86.29	-
Public- Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Ballot		Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E-Voting	908490	5200	0.57	5200	Nil	0.57	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total	**3633960**	**2730670**		**2730670**			

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)	Special Resolution - 2. Fixation of limits for borrowing under Section 181 of the Companies Act for Rs. 50 Crs.							
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	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	2725470	373670	13.71	373670	Nil	13.71	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Ballot		2351800	86.29	2351800	Nil	86.29	Nil
Public- Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Ballot		Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E-Voting	908490	5200	0.57	5200	Nil	0.57	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total	**3633960**	**2730670**		**2730670**			

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

No. 218 A.H. Block 2nd Street
Anna Nagar, Chennai – 600 040
: +91-9445264142
:

REPORT OF SCRUTINIZER

Date: 30th January 2019

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

Dear Sir,

REF: Exra-Ordinary General Meeting of the members of M/s International Constructions Limited held on 30-01-2019 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 29-12-2018 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 27-01-2019 10.00 A.M. to 29-01-2019 05.00 P.M.

The Chairman of the Extra-Ordinary General Meeting (EGM) 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 EGM of the members of the Company, held on on 30-01 2019 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 EGM Venue. Three members used facility of voting through ballot papers at the EGM.

Based on voting done by using ballot papers at he EGM Venue and based on the data downloaded from the Official website *of the Central Depository Services Limited for the* E-Voting process, I now submit combined report (E-Voting and Ballot) as under::

S. JAYARAMAN Company Secretary in Practice FCS-6807

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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
M:

ResolutionNo:-1 To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

RESOLVED TIIAT pursuant to section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, the investment in shares of, loans and corporate guarantee given to the Group and other Companies totaling Rs. 32 Crs as on 30.11.18, exceeding 60% of its paid-up share capital and free reserves or 100% of its free reserves, whichever is more be ratified and that the Board of Directors of the Company be and is hereby further authorized either by itself or by delegation to Director(s) of the Company to do all such acts, deeds, matters and things as may be considered desirable in order to give effect to the foregoing resolution.

RESOLVED FURTEHR THAT pursuant to section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the company be and is hereby authorized to (i) make loans to anybody corporates (ii) give guarantee or provide security, in connection with a loan made by any person to or to any person by, any Body corporate and (iii) acquire by way of subscription, purchase or otherwise the securities of anybody corporate, exceeding 60% of its paid-up share capital and free reserves or 100% of its free reserves, whichever is more subject to a maximum limit of Rs.100 Crores (Rupees One Hundred Crores) towards such loans / security & guarantee / investments as the case may be, and that the Board of Directors of the Company be and is hereby further authorized either by itself or by delegation to Director(s) of the Company to do all such acts, deeds, matters and things as may be considered desirable in order to give effect to the foregoing resolution.

	Special resolution			
	Number of Valid Votes			
Particulars	Ballot paper	E-voting	Total	Percentage
Assent	2351800	378870	2730670	75.14
Dissent	0	0	0	0
Invalid	0	0	0	0
Total	2351800	378870	2730670	75.14

RESULT

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

Resolution No:-2 To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

RESOLVED THAT pursuant to section 180(1)(c) along with rules and other applicable provisions, of the Companies Act 2013,(including any statutory modifications or re-enactment thereof, for the time being in force) if any, of the Companies Act, 2013 and subject to the consent/ approvals as may be required from the Central Government and other appropriate authorities, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which expression shall be deemed to include a committee of Directors duly authorized in this behalf), to borrow from time to time any sum(s) of money as they may deem requisite for the purpose of the business of the Company notwithstanding that the money to be

S. JAYARAMAN Company Secretary in Practice ACS-8807

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

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Anna Nagar, Chennai – 600 040
: +91-9445264142
:

borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Companies, Bankers in the ordinary course of the business) exceeds the aggregate of the paid-up capital of the Company and its free reserves, however, the total amount so borrowed shall not exceed Rs. 50 Crores (Rupees Fifty Crores Only).

Particulars	Special resolution Number of Valid Votes			Percentage
	Ballot paper	E-voting	Total	
Assent	2351800	378870	2730670	75.14
Dissent	0	0	0	0
Invalid	0	0	0	0
Total	2351800	378870	2730670	75.14

RESULT

As the number of votes cast in favour of the resolution is more than the votes cast against, I report that the Special Resolution with regard to Item no. 2 as set out in the Notice of the -EGM is passed 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 -Extra-Ordinary General Meeting.

Thanking you,

S. JAYARAMAN Company Secretary in Practice FCS-8857

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

MINUTES

MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF M/S INTERNATIONAL CONSTRUCTIONS LIMITED HELD ON WEDNESDAY THE 30TH DAY OF JANUARY, 2019 AT 11:00 AM AND ENDED AT 12:30 P.M. AT ITS REGISTERED OFFICE GOLDEN ENCLAVE, CORPORATE BLOCK, TOWER B1, 5TH FLOOR, HAL OLD AIRPORT ROAD, BENGALURU – 560 017

DIRECTORS PRESENT:

1. MR. ANIL KUMAR SETHI
2. MRS PRITI DEVI SETHI

ALSO PREDENT

Mr. S. NAKIIRAN, COMPANY SECRETARY

MEMBERS PRESENT:

IN PERSON: 8

IN PROXY: NIL

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 Extra Ordinary General Meeting of the Company was 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 EOGM 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 following items of business, as per the Notice of EOGM dated August 8, 2018, were transacted at the meeting.

CHAIRMAN'S INITIALS

MINUTES

5. RATIFICATION OF EXISTING LOANS & ADVANCES MADE BY THE COMPANY AND FIXATION OF LIMITS FOR MAKING LOANS & INVESTMENTS AND GIVING SECURITY AND GUARANTEE UNDER SECTION 186 OF THE COMPANIES ACT FOR RS. 100 CR.

RESOLVED THAT pursuant to section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, the investment in shares of, loans and corporate guarantee given to the Group and other Companies totaling Rs. 32 Crs as on 30.11.18, exceeding 60% of its paid-up share capital and free reserves or 100% of its free reserves, whichever is more be ratified and that the Board of Directors of the Company be and is hereby further authorized either by itself or by delegation to Director(s) of the Company to do all such acts, deeds, matters and things as may be considered desirable in order to give effect to the foregoing resolution.

RESOLVED FURTEHR THAT pursuant to section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the company be and is hereby authorized to (i) make loans to anybody corporates (ii) give guarantee or provide security, in connection with a loan made by any person to or to any person by, any Body corporate and (iii) acquire by way of subscription, purchase or otherwise the securities of anybody corporate, exceeding 60% of its paid-up share capital and free reserves or 100% of its free reserves, whichever is more subject to a maximum limit of Rs.100 Crores (Rupees One Hundred Crores) towards such loans / security & guarantee / investments as the case may be, and that the Board of Directors of the Company be and is hereby further authorized either by itself or by delegation to Director(s) of the Company to do all such acts, deeds, matters and things as may be considered desirable in order to give effect to the foregoing resolution.

6. FIXATION OF LIMITS FOR BORROWING UNDER SECTION 180 OF THE COMPANIES ACT FOR RS. 50 CR.

RESOLVED THAT pursuant to section 180 (1) (c) along with rules and other applicable provisions, of the Companies Act 2013,(including any statutory modifications or re-enactment thereof, for the time being in force) if any, of the Companies Act, 2013 and subject to the consent/ approvals as may be required from the Central Government and other appropriate authorities, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which expression shall be deemed to include a committee of Directors duly authorized in this behalf), to borrow from time to time any sum(s) of money as they may deem requisite for the purpose of the business of the Company notwithstanding that the money to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Companies, Bankers in the ordinary course of the business) exceeds the aggregate of the paid-up capital of the Company and its free reserves, however, the total amount so borrowed shall not exceed Rs. 50 Crores (Rupees Fifty Crores Only).

CHAIRMAN'S INITIALS

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 **as special resolutions**.

VOTE OF THANKS TO CHAIR

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

PLACE: BANGALORE
ENTERED: 31.01.2019

CHAIRMAN
DATE: 31.01.2019

CHAIRMAN'S INITIALS