



K. GULGULIA & CO.
Chartered Accountants

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Scrutinizer's Report on E-Voting

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(ix) of the Companies (Management and Administration) Amendment Rules, 2015]

To
The Chairman of the 44th Annual General Meeting of the Members of INTERNATIONAL CONVEYORS LIMITED held on the 23rd day of September, 2017 at Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza - Akalmegh, Dist. 24 Parganas (S), West Bengal-743504.

Dear Sir,

I, Khushboo Gulgulia, Chartered Accountant -in-Practice, have been appointed as a Scrutinizer by the Board of Directors of **INTERNATIONAL CONVEYORS LIMITED** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and ascertain the requisites on majority on e-voting, under the provisions of Section 108 of the Companies Act, 2013 (the 'Act') read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice of the 44th Annual General Meeting (AGM) of the Members of the Company dated 28th August, 2017, held on Saturday, the 23rd September, 2017 at 2.00 P.M. at Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza - Akalmegh, Dist. 24 Parganas (S), West Bengal-743504.

1. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to voting through electronic means on the resolution contained in the Notice of the **44th Annual General Meeting (AGM)** of the Members of the Company dated 28th August, 2017. My responsibility as the Scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast in "favour" or "against" on the resolutions as set out in the notice to the AGM, based on the reports generated from e-voting platform provided by **National Securities Depository Limited (NSDL)**, the authorized agency to provide e-voting facilities, engaged by the Company.
2. The Company had also provided the facility to vote through poll to its shareholders on 23rd September, 2017 at the venue of the meeting to its Shareholders who had not opted to vote through the remote e-voting. However, since no shareholder present opted to vote through poll, no poll was required to be conducted.
3. Further to the above, I submit my report as under :-
 - i. The e-voting period remained open from **Wednesday, the 20th September, 2017 (10.00 a.m.)** till **Friday, the 22nd September, 2017 (5.00 p.m.)**.
 - ii. The Members of the Company as on "**cut-off**" date i.e. on **Saturday, the 16th September, 2017**, were entitled to vote on the resolutions (Items No. 1 to 9 as set out in the notice of the AGM of the Company dated 28th August, 2017).
 - iii. The total paid-up equity share capital of the Company as on "**cut-off**" date 16th September, 2017, was Rs. 6,75,00,000/- divided into 6,75,00,000 equity shares of Rs.1/- each.
 - iv. The votes cast were unblocked on 23rd September, 2017 after the completion of AGM in the presence of two witnesses, Ms. Vineeta Gulgulia & Mr. Ashish Gulgulia who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Vineeta Gulgulia

Witness 1 : Ms. Vineeta Gulgulia

Ashish Gulgulia

Witness 2 : Ms. Ashish Gulgulia

- v. Thereafter, the details containing *inter-alia*, list of Equity Share Holders, who voted "**for**" and "**against**" each of the resolution contained in the notice of the AGM dated 28th August 2017, that were put to vote, were generated from the e-voting website of **National Securities Depository Limited (NSDL)**, and based on such reports generated, the result of e-voting is as under :-

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: 2:

Item No. 1 : (Ordinary Resolution) : - Adoption of audited financial statements of the Company for the financial year ended 31st March, 2017, and the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	2,94,62,007	100.00

(ii) Voted against the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	139	Nil

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

Item No. 2 : (Ordinary Resolution) : - Declaration of dividend on Equity Shares for the financial year ended 31st March, 2017.

(i) Voted in favour of the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	2,94,62,007	100.00

(ii) Voted against the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	139	Nil

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

Item No. 3: (Ordinary Resolution) - Appointment of a Director in place of Mr. Sunit Om Prakash Mehra (DIN: 00359482), who retires from office by rotation, and being eligible, offer himself for re-appointment.

(i) Voted in favour of the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	2,94,62,007	100.00

(ii) Voted against the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	139	Nil

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

Item No. 4: (Ordinary Resolution): - To appoint M/s. G. P. Agrawal & Co., Chartered Accountants (Firm Registration No. 302082E) as Statutory Auditors of the Company and to fix their remuneration.

(i) Voted in favour of the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	2,94,62,007	100.00

(ii) Voted against the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	139	Nil

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil



Cont. page 3

: 3:

Item No. 5: (Special Resolution): - Re-Appointment of Mr. Rajendra Kumar Dabriwala (DIN- 00086658) as Managing Director.

(i) Voted in favour of the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	2,94,62,007	100.00

(ii) Voted against the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	139	Nil

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

Item No. 6: (Special Resolution): - Giving Loans/ Guarantees or providing securities for and on behalf of Subsidiary Companies (including overseas subsidiaries) and/or making investments in such Subsidiary Companies.

(i) Voted in favour of the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	2,94,62,007	100.00

(ii) Voted against the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	139	Nil

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

Item No. 7: (Special Resolution): - Authorisation to borrow monies for Company's Business pursuant to Section 180(1)(c)

(i) Voted in favour of the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	2,94,62,007	100.00

(ii) Voted against the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	139	Nil

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

Item No. 8: (Ordinary Resolution): - Approval for entering into Related Party Transactions (pursuant to Section 188) by the Company for availing Inter Corporate Deposit

(i) Voted in favour of the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	2,94,62,007	100.00

(ii) Voted against the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	139	Nil

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil



Cont. page 4

: 4 :

Item No. 9: (Ordinary Resolution): - Approval for entering into Related Party Transactions (pursuant to Section 188) by the Company for sale purchase or supply of goods, materials and services

(i) Voted in favour of the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	2,94,62,007	100.00

(ii) Voted against the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	139	Nil

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

The Report of E-Voting in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure – “A”**.

Note: All the above resolutions passed by Majority

Thanking You,

Yours Faithfully,

Khushboo Gulgulia

[KHUSHBOO GULGULIA]
Chartered Accountant-in-Practice
Membership No. 306808



Place : Kolkata

Dated : 25th September, 2017

**Format for Voting Results prescribed under Regulation 44 of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015,
being part of Scrutinizer's Report (E-voting result)**

ANNEXURE - "A" (Page 1 of 4)

Date of the AGM	23-09-2017
Total number of shareholders on record date	1,814
No. of shareholders presented in the meeting either in person or through proxy :	
Promoters and Promoters Group :	8
Public :	10
No. of shareholders attended the meeting through Video Conferencing :	
Promoters and Promoters Group :	--- NIL ---
Public :	--- NIL ---

Agenda – wise disclosure

Resolutions / Agenda No. 1 : (Ordinary Resolution) : - Adoption of audited financial statements of the Company for the financial year ended 31st March, 2017, and the reports of the Board of Directors and Auditors thereon.

Resolution required : (Ordinary/Special)		ORDINARY RESOLUTIONS						
Whether promoter / promoter group are interested in the agenda/resolution		NO						
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes – 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	2,52,38,344	2,52,38,344	100.00	2,52,38,344	--- NIL ---	100.00	--- NIL ---
Public-Institutions	E-voting	2,62,02,400	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N.A. ---
Public- Non Institutions	E-voting	1,60,59,256	42,23,802	26.30	42,23,663	139	100.00	--- NIL ---
TOTAL		6,75,00,000	2,94,62,146	43.65	2,94,62,007	139	100.00	--- NIL ---

Resolutions / Agenda No. 2 : (Ordinary Resolution) : - Declaration of dividend on Equity Shares for the financial year ended 31st March, 2017.

Resolution required :		ORDINARY RESOLUTIONS						
Whether promoter / promoter group are interested in the agenda/resolution		NO						
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes – 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	2,52,38,344	2,52,38,344	100.00	2,52,38,344	--- NIL ---	100.00	--- NIL ---
Public-Institutions	E-voting	2,62,02,400	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N.A. ---
Public- Non Institutions	E-voting	1,60,59,256	42,23,802	26.30	42,23,663	139	100.00	--- NIL ---
TOTAL		6,75,00,000	2,94,62,146	43.65	2,94,62,007	139	100.00	--- NIL ---



ANNEXURE - "A" (Page 2 of 4)

Resolutions / Agenda No. 3 : (Ordinary Resolution) : - Appointment of a Director in place of Mr. Sunit Om Prakash Mehra (DIN: 00359482), who retires from office by rotation, and being eligible, offer himself for re-appointment.								
Resolution required : (Ordinary/Special)			ORDINARY RESOLUTIONS					
Whether promoter / promoter group are interested in the agenda/resolution			NO					
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes – 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	2,52,38,344	2,52,38,344	100.00	2,52,38,344	--- NIL ---	100.00	--- NIL ---
Public-Institutions	E-voting	2,62,02,400	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N.A. ---
Public- Non Institutions	E-voting	1,60,59,256	42,23,802	26.30	42,23,663	139	100.00	--- NIL ---
TOTAL		6,75,00,000	2,94,62,146	43.65	2,94,62,007	139	100.00	--- NIL ---

Resolutions / Agenda No. 4 : (Ordinary Resolution) : - To appoint M/s. G. P. Agrawal & Co., Chartered Accountants (Firm Registration No. 302082E) as Statutory Auditors of the Company and to fix their remuneration.								
Resolution required : (Ordinary/Special)			ORDINARY RESOLUTIONS					
Whether promoter / promoter group are interested in the agenda/resolution			NO					
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes – 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	2,52,38,344	2,52,38,344	100.00	2,52,38,344	--- NIL ---	100.00	--- NIL ---
Public-Institutions	E-voting	2,62,02,400	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N.A. ---
Public- Non Institutions	E-voting	1,60,59,256	42,23,802	26.30	42,23,663	139	100.00	--- NIL ---
TOTAL		6,75,00,000	2,94,62,146	43.65	2,94,62,007	139	100.00	--- NIL ---

Resolutions / Agenda No. 5 : (Special Resolution): - Re-Appointment of Mr. Rajendra Kumar Dabriwala (DIN-00086658) as Managing Director								
Resolution required : (Ordinary/Special)			SPECIAL RESOLUTIONS					
Whether promoter / promoter group are interested in the agenda/resolution ?			YES. Mr. R.K. Dabriwala and three other promoters holding in total 1,77,09,379 shares, i.e., 26.24% shareholding of the Company are concerned or interested, financially or otherwise, in the resolution					
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes – 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	2,52,38,344	2,52,38,344	100.00	2,52,38,344	--- NIL ---	100.00	--- NIL ---
Public-Institutions	E-voting	2,62,02,400	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N.A. ---
Public- Non Institutions	E-voting	1,60,59,256	42,23,802	26.30	42,23,663	139	100.00	--- NIL ---
TOTAL		6,75,00,000	2,94,62,146	43.65	2,94,62,007	139	100.00	--- NIL ---



ANNEXURE - "A" (Page 3 of 4)

Resolutions / Agenda No. 6 : (Special Resolution): - Giving Loans/ Guarantees or providing securities for and on behalf of Subsidiary Companies (including overseas subsidiaries) and/or making investments in such Subsidiary Companies.

Resolution required : (Ordinary/Special)			SPECIAL RESOLUTIONS					
Whether promoter / promoter group are interested in the agenda/resolution ?			NO					
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes – 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	2,52,38,344	2,52,38,344	100.00	2,52,38,344	--- NIL ---	100.00	--- NIL ---
Public-Institutions	E-voting	2,62,02,400	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
Public- Non Institutions	E-voting	1,60,59,256	42,23,802	26.30	42,23,663	139	100.00	--- NIL ---
TOTAL		6,75,00,000	2,94,62,146	43.65	2,94,62,007	139	100.00	--- NIL ---

Resolutions / Agenda No. 7 : (Special Resolution): - Authorisation to borrow monies for Company's Business pursuant to Section 180(1)(c)

Resolution required : (Ordinary/Special)			SPECIAL RESOLUTIONS					
Whether promoter / promoter group are interested in the agenda/resolution ?			NO					
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes – 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	2,52,38,344	2,52,38,344	100.00	2,52,38,344	--- NIL ---	100.00	--- NIL ---
Public-Institutions	E-voting	2,62,02,400	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
Public- Non Institutions	E-voting	1,60,59,256	42,23,802	26.30	42,23,663	139	100.00	--- NIL ---
TOTAL		6,75,00,000	2,94,62,146	43.65	2,94,62,007	139	100.00	--- NIL ---

Resolutions / Agenda No. 8 : (Special Resolution): - Approval for entering into Related Party Transactions (pursuant to Section 188) by the Company for availing Inter Corporate Deposit

Resolution required : (Ordinary/Special)			ORDINARY RESOLUTIONS					
Whether promoter / promoter group are interested in the agenda/resolution ?			NO					
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes – 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	2,52,38,344	2,52,38,344	100.00	2,52,38,344	--- NIL ---	100.00	--- NIL ---
Public-Institutions	E-voting	2,62,02,400	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
Public- Non Institutions	E-voting	1,60,59,256	42,23,802	26.30	42,23,663	139	100.00	--- NIL ---
TOTAL		6,75,00,000	2,94,62,146	43.65	2,94,62,007	139	100.00	--- NIL ---

ANNEXURE - "A" (Page 4 of 4)

Resolutions / Agenda No. 9 : (Special Resolution): - Approval for entering into Related Party Transactions (pursuant to Section 188) by the Company for sale purchase or supply of goods, materials and services								
Resolution required : (Ordinary/Special)			ORDINARY RESOLUTIONS					
Whether promoter / promoter group are interested in the agenda/resolution ?			NO					
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes -- 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	2,52,38,344	2,52,38,344	100.00	2,52,38,344	--- NIL ---	100.00	--- NIL ---
Public-Institutions	E-voting	2,62,02,400	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N.A. ---	--- N.A. ---
Public- Non Institutions	E-voting	1,60,59,256	42,23,802	26.30	42,23,663	139	100.00	--- NIL ---
TOTAL		6,75,00,000	2,94,62,146	43.65	2,94,62,007	139	100.00	--- NIL ---

Note: All the above resolutions have been passed by Majority.

Thanking You,

Yours Faithfully,

Khushboo Gulgulia

[KHUSHBOO GULGULIA]
Chartered Accountant-in-Practice
Membership No. 306808



Place : Kolkata

Dated : 25th September, 2017