

K. GULGULIA & CO
Chartered Accountants

7A Bentinck Street
4th Floor, R.No.401
Kolkata – 700 001
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27th September, 2014

To
The Chairman & Managing Director
International Conveyors Limited
Falta SEZ, Sector-II, near Pump House No. 3
Village & Mouza- Akalmegh
Dist. 24 Parganas (s), West Bengal-743504

Dear Sir,

Sub: Rectification in the Scrutinizer's Report for E-voting in connection with the 41st Annual General Meeting of members of International Conveyors Limited.

I, Khushboo Gulgulia, Practicing Chartered Accountant, Proprietor of K. Gulgulia & Co. (Membership No.-306808 and Firm Registration No.-328690E) appointed as Scrutinizer by the Company for the purpose of scrutinizing the Electronic Voting process in connection with the 41st Annual General Meeting of members of International Conveyors Limited held on Friday, 26th September, 2014, had submitted the Scrutinizer's Report on 25th September.

I now submit a revised Scrutinizer's Report to rectify the following errors in my original Report

1. The percentage of votes cast for or against was inadvertently stated incorrectly in the annexure to the Scrutinizer's Report.
2. A new column relating to votes casted on the outstanding shares have been added in the revised report, which was not stated in the original Report.

I, therefore, request you to kindly omit the original Scrutinizer's Report and in its place accept the Revised Scrutinizer's Report attached herewith.

Thanking you.

Yours faithfully,
For K. Gulgulia & Co

Khushboo Gulgulia
(Khushboo Gulgulia)
(Proprietor)
FRN No. : 328690E
MEM No.: 306808



K. GULGULIA & CO
Chartered Accountants

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**Scrutinizer's Report for E Voting for
International Conveyors Limited**

25th September, 2014

To
The Chairman & Managing Director
International Conveyors Limited
Falta SEZ, Sector-II, near Pump House No. 3
Village & Mouza- Akalmegh
Dist. 24 Parganas (s), West Bengal-743504

Dear Sir,

Sub: Scrutinizer's Report on E-voting process conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for 41st Annual General Meeting of International Conveyors Limited.

I, Khushboo Gulgulia, Practicing Chartered Accountant, Proprietor of K. Gulgulia & Co. (Membership No.-306808 and Firm Registration No.-328690E) appointed as Scrutinizer as per the letter dated 8th August, 2014 issued by the Company as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(ix) of Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Electronic Voting process in connection with the 41st Annual General Meeting of members of International Conveyors Limited (ICL) to be held on Friday, 26th September, 2014 at 2:00 P.M. at the Registered Office of the Company at Falta SEZ, Sector-II, near Pump House No. 3, Village & Mouza- Akalmegh, Dist. 24 Parganas (s), West Bengal-743504 in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the Notice dated 8th August, 2014, submit my report as under

1. Pursuant to Section 101, 108 of the Act and 3(i) of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Notice convening the meeting including Statement under Section 102 of the Act has been dispatched by Registered Post and by email.
2. The Company has provided the facility of e-voting to its shareholders. ICL has made arrangements with the System Provider, National Securities Depository Limited (NSDL) for providing a system of recording votes of the shareholders electronically through e-Voting on the NSDL e-voting website <http://www.evoting.nsdl.com>. ICL through its Registrar and Transfer Agent, Maheshwari Datamatics Private Limited has also uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Event Number by the system provider. All necessary formalities in compliance with the requirements specified by NSDL have been done by the Company through its Registrar and Transfer Agent. Necessary Instructions in this regard to be followed by shareholders have also been duly mentioned in the Notice dated 8th August, 2014 sent to the shareholders by email and registered post.



3. The Public Advertisement with respect to dispatch of notice and conducting of voting through electronic means was published in an English newspaper with wide circulation and a vernacular newspaper on 6th September, 2014.
4. The members of the Company holding shares on the record date of 8th August, 2014 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting.
5. The e-voting period remained open from Thursday, 18th September, 2014 (10.00 A.M.) to Saturday, 20th September, 2014 (6.00 P.M.).
6. At the end of the e-voting period on Saturday, 20th September, 2014, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company. My detailed Scrutinizer Report is attached herewith.
7. The details containing list of shareholders who vote for or against each of the resolutions that were put to vote were downloaded from the e-voting website of NSDL (www.evoting.nsdl.com).
8. Corporate members who have participated in the e-voting have provided scanned copy of resolutions passed by their Board of Directors for authorisation.
9. The particulars of all the electronic votes casted by the members through e-voting process have been recorded in a register separately maintained for this purpose. The Register, all other papers and relevant records relating to voting were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
10. A report on details of e-voting done on all the Resolutions is attached herewith.

Thanking you.

Yours faithfully,

For K. Gulgulia & Co

Khushboo Gulgulia
(Khushboo Gulgulia)
(Proprietor)

FRN No. : 328690E

MEM No.: 306808



Place : Kolkata

Dated: 25th September, 2014

Annexure to the Scrutinizer's Report

**International Conveyors Limited
41st Annual General Meeting - 26th September, 2014**

Result of Voting through Electronic Means

Date of Notice of Annual General Meeting	8th August, 2014
Record Date for reckoning voting Rights	8th August, 2014
Total No of Promoter & Promoter Group Shareholders on Record Date	12
Total No of Public Shareholders on Record Date	1,798
Total No of Shareholders on Record Date	1,810
No of Shares held by Promoter & Promoter Group Shareholders on Record Date	35,896,306
No of Shares held by Public Shareholders on Record Date	31,603,694
Total No of Shares on Record Date	67,500,000
Medium of Voting	E-voting
Period of E-Voting	18th September, 2014 (10.00 A.M.) to . Saturday, 20th September, 2014 (6.00 P.M.)



Annexure to the Scrutinizer's Report

**International Conveyors Limited
41st Annual General Meeting - 26th September, 2014**

Result of Voting through Electronic Means

Resolution No - 1 (Ordinary Resolution)

Adoption of Audited Financial Statements, Auditor's Report and Director's Report for the Financial year ended 31.03.2014

Promoter & Promoter Group/ Public	No of Shares held	No of Votes Casted	% Of Votes casted on Outstanding Shares	Voting in Favour(Assent)			Voted Against (Dissent)		
				No. of Members Voting	No. of Votes	%	No. of Members Voting	No. of Votes	%
Promoter & Promoter Group	35,896,306	35,896,306	100.00%	12	35,896,306	100.00%	0	0	0.00%
Public	31,603,694	2,262,766	7.16%	39	2,262,766	100.00%	0	0	0.00%
Total	67,500,000	38,159,072	56.53%	51	38,159,072	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 100.00% exceeds the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 1 is passed with requisite majority.

Resolution No - 2 (Ordinary Resolution)

Declaration of Final Dividend on Equity Shares for the Financial year ended 31.03.2014

Promoter & Promoter Group	35,896,306	35,896,306	100.00%	12	35,896,306	100.00%	0	0	0.00%
Public	31,603,694	2,262,766	7.16%	39	2,262,766	100.00%	0	0	0.00%
Total	67,500,000	38,159,072	56.53%	51	38,159,072	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 100.00% exceeds the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 2 is passed with requisite majority.



International Conveyors Limited
41st Annual General Meeting - 26th September, 2014

Result of Voting through Electronic Means

Resolution No - 3(Ordinary Resolution)

Re-appointment of M/s. Lodha & Company, Charetered Accountants as Statutory Auditors and fixing their remuneration

Promoter & Promoter Group/ Public	No of Shares held	No of Votes Casted	% Of Votes casted on Outstanding Shares	Voting in Favour(Assent)			Voted Against (Dissent)		
				No. of Members Voting	No. of Votes	%	No. of Members Voting	No. of Votes	%
Promoter & Promoter Group	35,896,306	35,896,306	100.00%	12	35,896,306	100.00%	0	0	0.00%
Public	31,603,694	2,262,766	7.16%	39	2,262,766	100.00%	0	0	0.00%
Total	67,500,000	38,159,072	56.53%	51	38,159,072	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 100.00% exceeds the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 3 is passed with requisite majority.

Resolution No - 4 (Ordinary Resolution)

Appointment of Mr. Lakshmikant Tibrawalla as an Independent Director

Promoter & Promoter Group	35,896,306	35,896,306	100.00%	12	35,896,306	100.00%	0	0	0.00%
Public	31,603,694	2,262,766	7.16%	39	2,262,766	100.00%	0	0	0.00%
Total	67,500,000	38,159,072	56.53%	51	38,159,072	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 100.00% exceeds the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 4 is passed with requisite majority.



International Conveyors Limited
41st Annual General Meeting - 26th September, 2014

Result of Voting through Electronic Means

Resolution No - 5 (Ordinary Resolution)

Appointment of Mr. Mahadeo Prasad Jhunjunwala as an Independent Director

Promoter & Promoter Group/ Public	No of Shares held	No of Votes Casted	% Of Votes casted on Outstanding Shares	Voting in Favour(Assent)			Voted Against (Dissent)		
				No. of Members Voting	No. of Votes	%	No. of Members Voting	No. of Votes	%
Promoter & Promoter Group	35,896,306	35,896,306	100.00%	12	35,896,306	100.00%	0	0	0.00%
Public	31,603,694	2,262,766	7.16%	39	2,262,766	100.00%	0	0	0.00%
Total	67,500,000	38,159,072	56.53%	51	38,159,072	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 100.00% exceeds the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 5 is passed with requisite majority.

Resolution No - 6 (Ordinary Resolution)

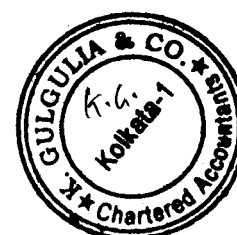
Appointment of Mr. Jinesh Suryakant Vanzara as an Independent Director

Promoter & Promoter Group	35,896,306	35,896,306	100.00%	12	35,896,306	100.00%	0	0	0.00%
Public	31,603,694	2,262,764	7.16%	38	2,262,764	100.00%	0	0	0.00%
Total	67,500,000	38,159,070	56.53%	50	38,159,070	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 100.00% exceeds the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 6 is passed with requisite majority.



International Conveyors Limited
41st Annual General Meeting - 26th September, 2014

Result of Voting through Electronic Means

Resolution No - 7 (Ordinary Resolution)

Appointment of Mr. Kunchala Thirupal Reddy as an Independent Director

Promoter & Promoter Group/	No of Shares held	No of Votes Casted	% Of Votes casted on Outstanding Shares	Voting in Favour(Assent)			Voted Against		
				No. of Members Voting	No. of Votes	%	No. of Members Voting	No. of Votes	%
Promoter & Promoter Group	35,896,306	35,896,306	100.00%	12	35,896,306	100.00%	0	0	0.00%
Public	31,603,694	2,262,766	7.16%	39	2,262,766	100.00%	0	0	0.00%
Total	67,500,000	38,159,072	56.53%	51	38,159,072	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 100.00% exceeds the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 7 is passed with requisite majority.

Resolution No - 8 (Ordinary Resolution)

Appointment of Mr. Sunit Mehara as Director

Promoter & Promoter Group	35,896,306	35,896,306	100.00%	12	35,896,306	100.00%	0	0	0.00%
Public	31,603,694	2,262,764	7.16%	38	2,262,764	100.00%	0	0	0.00%
Total	67,500,000	38,159,070	56.53%	50	38,159,070	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 100.00% exceeds the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 8 is passed with requisite majority.

Resolution No - 9 (Ordinary Resolution)

Appointment of Ms. Nandini Khaitan as Director

Promoter & Promoter Group	35,896,306	35,896,306	100.00%	12	35,896,306	100.00%	0	0	0.00%
Public	31,603,694	2,262,766	7.16%	39	2,262,766	100.00%	0	0	0.00%
Total	67,500,000	38,159,072	56.53%	51	38,159,072	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 100.00% exceeds the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 9 is passed with requisite majority.



International Conveyors Limited
41st Annual General Meeting - 26th September, 2014

Result of Voting through Electronic Means

Resolution No - 10 (Special Resolution)

Re appointment of Mr. Rajendra Kumar Dabriwala as Managing Director

Promoter & Promoter Group/ Public	No of Shares held	No of Votes Casted	% Of Votes casted on Outstanding Shares	Voting in Favour(Assent)			Voted Against (Dissent)		
				No. of Members Voting	No. of Votes	%	No. of Members Voting	No. of Votes	%
Promoter & Promoter Group	35,896,306	35,896,306	100.00%	12	35,896,306	100.00%	0	0	0.00%
Public	31,603,694	2,262,766	7.16%	39	2,262,766	100.00%	0	0	0.00%
Total	67,500,000	38,159,072	56.53%	51	38,159,072	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 100.00% is more than three times the number of votes cast against i.e., 0.00%, the Special Resolution contained in Item no 10 is passed with requisite majority.

Resolution No - 11 (Ordinary Resolution)

Approve the remuneration of the Cost Auditors for the Financial year ending 31.03.2015

Promoter & Promoter Group	35,896,306	35,896,306	100.00%	12	35,896,306	100.00%	0	0	0.00%
Public	31,603,694	2,262,766	7.16%	39	2,262,766	100.00%	0	0	0.00%
Total	67,500,000	38,159,072	56.53%	51	38,159,072	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 100.00% exceeds the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 11 is passed with requisite majority.

