



International Conveyors Limited

Corporate Office : 10, Middleton Row
Post Box No. 9282, Kolkata - 700 071
CIN : L21300WB1973PLC028854
Phone : +91-33-2229 6033/1768
Facsimile : +91-33-2217 2269
Mail : icltd@iclbetting.com
Url : iclbetting.com

ICL/MA/2014-15/

September 26, 2014

The Deputy Manager,
Department of Corporate Services
BSE Limited
Floor 25, P.J.Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir/Madam,

Sub: Outcome of 41st Annual General Meeting & Submission of Scrutinizer's Report

As per the provisions of Companies Act, 2013 and the Listing Agreement, the Company had provided electronic voting facility to the members entitled to cast their vote for the 41st Annual General Meeting (AGM) held on 26th September, 2014 at Falta SEZ, Sector- II, Near Pump House No. 3, Vill. & Mza.- Akalmegh, Dist. 24 Paraganas (S), West Bengal-743504 at 2:00 P.M. on the resolutions mentioned in the Notice of AGM. The results of the Voting on the aforesaid resolutions were declared by the Chairman at the AGM on the basis of the Scrutinizer's Report (enclosed) for the E-voting as no poll was demanded at the AGM. The resolutions for the following Ordinary and Special business have been duly passed by requisite majority.

1. Adoption of audited financial statement of the Company for the financial year ended 31st March, 2014 the reports of the Board of Directors and Auditors thereon..
2. Declaration of dividend on equity shares for the financial year ended 31st March, 2014.
3. Re-appointment of M/s. Lodha & Company, Chartered Accountants (Firm Registration No. 301051E) as Statutory Auditors of the Company.
4. Appointment of Mr. Lakshmikant Tibrawalla (DIN: 00423521) as an Independent Director of the Company.
5. Appointment of Mr. Mahadeo Prasad Jhunjhunwala (DIN: 00567070) as an Independent Director of the Company.
6. Appointment of Mr. Jinesh Suryakant Vanzara (DIN: 00239574) as an Independent Director of the Company.
7. Appointment of Mr. Kunchala Thirupal Reddy (DIN: 03330182) as an Independent Director of the Company.
8. Appointment of Mr. Sunit Mehra (DIN: 00359482) as Director of the Company.



Registered Office & Works I :
Falta SEZ, Sector - II, Near Pump House No. 3
Village & Mouza - Akalmegh
Dist. South 24 Parganas, West Bengal-743 504

Works II :
E-39, M.I.D.C. Area, Chikalthana
Aurangabad - 431 006
Maharashtra

INTERNATIONAL CONVEYORS LIMITED

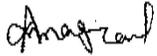
9. Appointment of Ms. Nandini Khaitan (DIN: 06941351) as Director of the Company.
10. Re-Appointment of Mr. Rajendra Kumar Dabriwala (DIN: 00086658) as Managing Director of the Company.
11. To approve the remuneration of the Cost Auditors for the Financial Year ending March 31, 2015.

Kindly take the same on record.

Thanking You.

Yours faithfully,

For International Conveyors Limited



**Mohita Agrawal
(Company Secretary)**

Encl.: A/A

K. GULGULIA & CO
Chartered Accountants

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

**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.



K. GULGULIA & CO
Chartered Accountants

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

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

Result of Voting through Electronic Means

Resolution No - 1

HEADING OF RESOLUTION	TYPE	PROMOTER AND PROMOTER GROUP/ PUBLIC	VOTING IN FAVOUR (ASSENT)			VOTED AGAINST (DISSENT)		
			NO. OF MEMBERS VOTING	NO. OF VOTES	%	NO. OF MEMBERS VOTING	NO. OF VOTES	%
Adoption of Audited Financial Statements for the Financial year ended 31.03.2014	Ordinary	PROMOTER AND PROMOTER GROUP	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	39	2,262,766	3.35%	0	0	0.00%
TOTAL			51	38,159,072	56.53%	0	0	0.00%

Percentage of votes cast in favour : 56.53%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 56.53% exceed the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 1 is passed with requisite majority.

Resolution No - 2

Declaration of Final Dividend on Equity Shares for the Financial year ended 31.03.2014	Ordinary	PROMOTER AND PROMOTER GROUP	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	39	2,262,766	3.35%	0	0	0.00%
TOTAL			51	38,159,072	56.53%	0	0	0.00%

Percentage of votes cast in favour : 56.53%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 56.53% exceed 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

Result of Voting through Electronic Means

Resolution No - 3

HEADING OF RESOLUTION	TYPE	PROMOTER AND PROMOTER GROUP/ PUBLIC	VOTING IN FAVOUR (ASSENT)			VOTED AGAINST (DISSENT)		
			NO. OF MEMBERS VOTING	NO. OF VOTES	%	NO. OF MEMBERS VOTING	NO. OF VOTES	%
Re-appointment of M/s. Lodha & Company, Chartered Accountants as Statutory Auditors and fixing their remuneration	Ordinary	PROMOTER AND PROMOTER GROUP	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	39	2,262,766	3.35%	0	0	0.00%
TOTAL			51	38,159,072	56.53%	0	0	0.00%

Percentage of votes cast in favour : 56.53%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 56.53% exceed the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 3 is passed with requisite majority.

Resolution No - 4

Appointment of Mr. Lakshmikant Tibrawalla as an Independent Director	Ordinary	PROMOTER AND PROMOTER GROUP	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	39	2,262,766	3.35%	0	0	0.00%
TOTAL			51	38,159,072	56.53%	0	0	0.00%

Percentage of votes cast in favour : 56.53%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 56.53% exceed the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 4 is passed with requisite majority.

Resolution No - 5

Appointment of Mr. Mahadeo Prasad Jhunjhunwala as an Independent Director	Ordinary	PROMOTER AND PROMOTER GROUP	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	39	2,262,766	3.35%	0	0	0.00%
TOTAL			51	38,159,072	56.53%	0	0	0.00%

Percentage of votes cast in favour : 56.53%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 56.53% exceed the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 5 is passed with requisite majority.



**International Conveyors Limited
41st Annual General Meeting**

Result of Voting through Electronic Means

Resolution No - 6

HEADING OF RESOLUTION	TYPE	PROMOTER AND PROMOTER GROUP/ PUBLIC	VOTING IN FAVOUR (ASSENT)			VOTED AGAINST (DISSENT)		
			NO. OF MEMBERS VOTING	NO. OF VOTES	%	NO. OF MEMBERS VOTING	NO. OF VOTES	%
Appointment of Mr. Jinesh Suryakant Vanzara as an Independent Director	Ordinary	PROMOTER AND PROMOTER GROUP	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	38	2,262,764	3.35%	0	0	0.00%
TOTAL			50	38,159,070	56.53%	0	0	0.00%

Percentage of votes cast in favour : 56.53%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 56.53% exceed the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 6 is passed with requisite majority.

Resolution No - 7

Appointment of Mr. Kunchala Thirupal Reddy as an Independent Director	Ordinary	PROMOTER AND PROMOTER GROUP	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	39	2,262,766	3.35%	0	0	0.00%
TOTAL			51	38,159,072	56.53%	0	0	0.00%

Percentage of votes cast in favour : 56.53%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 56.53% exceed the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 7 is passed with requisite majority.

Resolution No - 8

Appointment of Mr. Sunit Mehara as Director	Ordinary	PROMOTER AND PROMOTER GROUP	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	38	2,262,764	3.35%	0	0	0.00%
TOTAL			50	38,159,070	56.53%	0	0	0.00%

Percentage of votes cast in favour : 56.53%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 56.53% exceed the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 8 is passed with requisite majority.



International Conveyors Limited
41st Annual General Meeting

Result of Voting through Electronic Means

Resolution No - 9

HEADING OF RESOLUTION	TYPE	PROMOTER AND PROMOTER GROUP/ PUBLIC	VOTING IN FAVOUR (ASSENT)			VOTED AGAINST (DISSENT)		
			NO. OF MEMBERS VOTING	NO. OF VOTES	%	NO. OF MEMBERS VOTING	NO. OF VOTES	%
Appointment of Ms. Nandini Khaitan as Director	Ordinary	PROMOTER AND PROMOTER GROUP	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	39	2,262,766	3.35%	0	0	0.00%
TOTAL			51	38,159,072	56.53%	0	0	0.00%

Percentage of votes cast in favour : 56.53%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 56.53% exceed the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 9 is passed with requisite majority.

Resolution No - 10

Re appointment of Mr. Rajendra Kumar Dabriwala as Managing Director	Special	PROMOTER AND PROMOTER GROUP	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	39	2,262,766	3.35%	0	0	0.00%
TOTAL			51	38,159,072	56.53%	0	0	0.00%

Percentage of votes cast in favour : 56.53%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 56.53% are 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

Approve the remuneration of the Cost Auditors for the Financial year ending 31.03.2015	Ordinary	PROMOTER AND PROMOTER GROUP	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	39	2,262,766	3.35%	0	0	0.00%
TOTAL			51	38,159,072	56.53%	0	0	0.00%

Percentage of votes cast in favour : 56.53%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 56.53% exceed the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 11 is passed with requisite majority.

