

**Compliance Report on Corporate Governance**

Name of Listed Entity : International Conveyors Limited

Quarter ending : June 30, 2018

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)refer note below</b>	
Details of business	<b>Yes</b>	
Terms and conditions of appointment of independent directors	<b>Yes</b>	
Composition of various committees of board of directors	<b>Yes</b>	
Code of conduct of board of directors and senior management personnel	<b>Yes</b>	
Details of establishment of vigil mechanism/Whistle Blower policy	<b>Yes</b>	
Criteria of making payments to non-executive directors	<b>Yes</b>	
Policy on dealing with related party transactions	<b>Yes</b>	
Policy for determining 'material' subsidiaries	<b>Yes</b>	
Details of familiarization programmes imparted to independent directors	<b>Yes</b>	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	<b>Yes</b>	
Email address for grievance redressal and other relevant details	<b>Yes</b>	
Financial results	<b>Yes</b>	
Shareholding pattern	<b>Yes</b>	
Details of agreements entered into with the media companies and/or their associates	<b>NA</b>	
New name and the old name of the listed entity	<b>NA</b>	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	<b>Yes</b>
Board composition	17(1)	<b>Yes</b>



Meeting of Board of Directors	17(2)	<b>Yes</b>
Review of Compliance Reports	17(3)	<b>Yes</b>
Plans for orderly succession for appointments	17(4)	<b>Yes</b>
Code of Conduct	17(5)	<b>Yes</b>
Fees/compensation	17(6)	<b>Yes</b>
Minimum Information	17(7)	<b>Yes</b>
Compliance Certificate	17(8)	<b>Yes</b>
Risk Assessment & management	17(9)	<b>NA</b>
Performance Evaluation of Independent Directors	17(10)	<b>Yes</b>
Composition of Audit Committee	18(1)	<b>Yes</b>
Meeting of Audit Committee	18(2)	<b>Yes</b>
Composition of nomination & remuneration committee	19(1) & (2)	<b>Yes</b>
Composition of stakeholder relationship committee	20(1) & (2)	<b>Yes</b>
Composition and role of risk management committee	21(1),(2),(3),(4)	<b>NA</b>
Vigil Mechanism	22	<b>Yes</b>
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	<b>Yes</b>
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	<b>Yes</b>
Approval for material related party Transactions	23(4)	<b>Yes</b>
Composition of Board of Directors of unlisted material Subsidiary	24(1)	<b>Yes</b>
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	<b>Yes</b>
Maximum Directorship & Tenure	25(1) & (2)	<b>Yes</b>
Meeting of independent directors	25(3) & (4)	<b>Yes</b>
Familiarization of independent directors	25(7)	<b>Yes</b>
Membership in Committees	26(1)	<b>Yes</b>
Affirmation with compliance to code of conduct from members of Board of Directors and Senior	26(3)	<b>Yes</b>



management personnel		
Disclosure of Shareholding by Non-Executive Directors	26(4)	<b>Yes</b>
Policy with respect to Obligations of directors and Senior management	26(2) & 26(5)	<b>Yes</b>
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
<p><i>Neha Khandelwal</i></p> <p><b>Neha Khandelwal</b>  <b>Company Secretary &amp; Compliance officer</b></p>		