

K. GULGULIA & CO
Chartered Accountants

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

**Scrutinizer's Consolidated Report for E Voting and Postal Ballot 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 and physical Ballot Forms received from the shareholders 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 and physical Ballot Forms received from the shareholders in respect of the resolutions as contained in the Notice (pursuant to Section 110 of the Companies Act, 2013) dated 8th August, 2014 of International Conveyors Limited (ICL) in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the said Notice, submit my report as under

1. 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>. The e-voting period remained open from 26th August, 2014 (10.00 A.M.) to 25th September, 2014 (6.00 P.M.). My detailed Scrutinizer's Report on E-voting is attached herewith.
2. The Company has also provided facility of voting through the physical ballot forms. Physical Ballots received upto 6:00 P.M. on 25th September, 2014 were considered. My detailed Scrutinizer's Report on Postal Ballot is attached herewith.
3. A consolidated report on details of e-voting done on all the Resolutions is attached herewith.
4. The particulars of all the electronic votes casted by the members through e-voting process and votes casted through physical Ballot Forms have been recorded in a register separately maintained for this purpose. The Register, Postal Ballots and 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.



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5. 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, and 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.
6. Corporate members who have participated in the e-voting have provided scanned copy of resolutions passed by their Board of Directors for authorisation.
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. A detailed 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
Consolidated Result of Voting through Electronic Means and Physical Ballot Forms
INTERNATIONAL CONVEYORS LIMITED**

Resolution - 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	%
INCREASE IN LIMIT OF BORROWINGS UNDER SECTION 180(1)	SPECIAL	PROMOTER AND PROMOTER GROUP	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	59	2,504,088	3.71%	3	110	0.00%
TOTAL			71	38,400,394	56.89%	3	110	0.00%

Percentage of votes cast in favour : 56.89%

Percentage of votes cast against : 0.00 %

As the votes casted in favour of the resolution i.e., 56.89% is more than three times the number of votes cast against i.e., 0.00%, the Special Resolution contained in Item no 1 is passed with requisite majority.

Resolution - 2

CREATION OF CHARGES ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY U/S 180(1)(a) IN CONNECTION WITH THE BORROWINGS OF THE COMPANY	SPECIAL	PROMOTER AND PROMOTER GROUP	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	58	2,503,888	3.71%	4	310	0.00%
TOTAL			70	38400194	56.89%	4	310	0.00%

Percentage of votes cast in favour : 56.89%

Percentage of votes cast against : 0.00 %

As the votes casted in favour of the resolution i.e., 56.89% is more than three times the number of votes cast against i.e., 0.00%, the Special Resolution contained in Item no 2 is passed with requisite majority.

Resolution - 3

INCREASE IN LIMIT FOR LOANS AND INVESTMENTS BY THE COMPANY U/S 186	SPECIAL	PROMOTER	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	59	2,503,893	3.71%	3	305	0.00%
TOTAL			71	38400199	56.89%	3	305	0.00%

Percentage of votes cast in favour : 56.89%

Percentage of votes cast against : 0.00 %

As the votes casted in favour of the resolution i.e., 56.89% is more than three times the number of votes cast against i.e., 0.00%, the Special Resolution contained in Item no 3 is passed with requisite majority.



**Result of Voting through Electronic Means
INTERNATIONAL CONVEYORS LIMITED**

Resolution - 1

HEADING OF RESOLUTION	TYPE	PROMOTER/ PUBLIC	VOTING IN FAVOUR (ASSENT)			VOTED AGAINST/ (DISSENT)		
			NO. OF MEMBERS VOTING	NO. OF VOTES	%	NO. OF MEMBERS VOTING	NO. OF VOTES	%
INCREASE IN LIMIT OF BORROWINGS UNDER SECTION 180(1)	SPECIAL	PROMOTER	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	45	2,243,320	3.32%	1	100	0.00%
TOTAL			57	38,139,626	56.50%	1	100	0.00%

Resolution - 2

CREATION OF CHARGES ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY U/S 180(1)(a) IN CONNECTION WITH THE BORROWINGS OF THE COMPANY	SPECIAL	PROMOTER	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	45	2,243,320	3.32%	1	100	0.00%
TOTAL			57	38,139,626	56.50%	1	100	0.00%

Resolution - 3

INCREASE IN LIMIT FOR LOANS AND INVESTMENTS BY THE COMPANY U/S 186	SPECIAL	PROMOTER	12	35,896,306	53.18%	0	0	0.00%
		PUBLIC	45	2,243,320	3.32%	1	100	0.00%
TOTAL			57	38,139,626	56.50%	1	100	0.00%



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**Scrutinizer's Report for Postal Ballot 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 Physical Ballot Forms received from the shareholders 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 for the purpose of scrutinizing voting process through physical Ballot Forms received from the shareholders in respect of the resolutions as contained in the Notice (pursuant to Section 110 of the Companies Act, 2013) dated 8th August, 2014 of International Conveyors Limited (ICL) in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the said Notice, submit my report as under

1. Postal Ballot Forms were received by me in the self-addressed, postage pre-paid envelope sent to the shareholders along with the Notice.
2. It is ensured that Physical Ballots received upto 6:00 P.M. on 25th September, 2014 were considered.
3. The particulars of all the votes casted by the members through physical Ballot Forms have been recorded in a register separately maintained for this purpose. The Register, physical Ballot Forms and 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.
4. The result of Postal ballot is attached herewith.



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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

**Result of Voting through Physical Ballot Forms
INTERNATIONAL CONVEYORS LIMITED**

Resolution - 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	%
INCREASE IN LIMIT OF BORROWINGS UNDER SECTION 180(1)	SPECIAL	PROMOTER AND PROMOTER GROUP	0	0	0.00%	0	0	0.00%
		PUBLIC	14	260,768	0.39%	2	10	0.00%
TOTAL			14	260,768	0.39%	2	10	0.00%

Resolution - 2

CREATION OF CHARGES ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY U/S 180(1)(a) IN CONNECTION WITH THE BORROWINGS OF THE COMPANY	SPECIAL	PROMOTER	0	0	0.00%	0	0	0.00%
		PUBLIC	13	260,568	0.39%	3	210	0.00%
TOTAL			13	260,568	0.39%	3	210	0.00%

Resolution - 3

INCREASE IN LIMIT FOR LOANS AND INVESTMENTS BY THE COMPANY U/S 186	SPECIAL	PROMOTER	0	0	0.00%	0	0	0.00%
		PUBLIC	14	260,573	0.39%	2	205	0.00%
TOTAL			14	260,573	0.39%	2	205	0.00%

