

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 : iclfd@iclbelting.com
Url : iclbelting.com

ICL/AKG/2015-16/460

September 28, 2015

The Secretary,
Department of Corporate Services
Bombay Stock Exchange Limited
Floor 25, P.J.Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir,

Sub: **Outcome and Proceedings of the 42nd Annual General Meeting of the Company**

This is to inform you that at the 42nd Annual General Meeting of the Members of the Company held on Saturday, September 26, 2015, all resolutions mentioned in the notice dated August 12, 2015 has been passed with requisite majority. A brief summary of the resolutions passed are as under:

Ordinary Business:

1. Adoption of Audited financial statements for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. Declaration of Dividend of ₹0.25 per share (i.e. 25%) on 67,500,000 shares of ₹1/- each for the financial year ended March 31, 2015.
3. Appointment of Mr. Sunit Mehra, who retires by rotation and being eligible, offered himself for re-appointment as a Director of the Company.
4. Ratification of the appointment of M/s. Lodha & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 44th AGM of the Company.

Special Business:

5. Appointment of Mr. Colin William Benjamin as a Director of the Company.
6. Re-appointment of Mr. R.K. Dabriwala as Managing Director for a further period of 1(one) year.

Further, pursuant to Clause 35A of the listing agreement, we furnish below the details regarding the voting results in respect of all the resolutions as set out in the notice dated August 12, 2015, in the format prescribed under the same.

Also enclosed herewith, a copy of the Report submitted by M/s. K. Gulgulia & Co., Chartered Accountants, who were appointed as Scrutinizer for e-voting and by use of poll at the 42nd Annual General Meeting.

Please take the same on record.

Thanking you

Yours faithfully

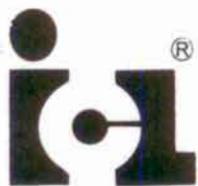
INTERNATIONAL CONVEYORS LTD.

[Signature]
Authorized Signatory



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



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Details of Voting Results pursuant to Clause 35A of the Listing Agreement

Particulars	Details
Date of AGM	26 th September, 2015
Total number of Shareholders on record date	1817 shareholders as on 19 th September, 2015
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	8 9
No. of Shareholders attended the meeting through video conferencing: Promoters and Promoter Group: Public:	Not arranged

Agenda-wise

Sl. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Poll /E-voting)	Remarks
1.	Adoption of Annual Accounts	Ordinary	e-voting	Passed with requisite majority
2.	Declaration of Dividend	Ordinary	e-voting	Passed with requisite majority
3.	Re-appointment of Mr. Sunit Mehra, retiring by rotation	Ordinary	e-voting	Passed with requisite majority
4.	Appointment of M/s. Lodha & Co. as Statutory Auditors	Ordinary	e-voting	Passed with requisite majority
5.	Appointment of Mr. Colin William Benjamin as a Director of the Company.	Special	e-voting	Passed with requisite majority
6.	Re-appointment of Mr. Rajendra Kumar Dabriwala as Managing Director	Special	e-voting	Passed with requisite majority

INTERNATIONAL CONVEYORS LTD

Anita Aggarwal
Authorized Signatory



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Village & Mouza - Akalmegh
Dist. South 24 Parganas, West Bengal-743 504

Works II :
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Aurangabad - 431 006
Maharashtra

Details of reporting of Poll/E-voting

Resolution no.1: Ordinary Resolution

Adoption of Audited financial statements together with the Reports of the Board of Directors and Auditors thereon for the financial year ended March 31, 2015

Promoter/ Public	No. of Shares held (1)	No. of Votes e- voted (2)	% of Votes e- voted on outstanding Shares $(3)=[(2)/(1)]*100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes e-voted $(6)=[(4)/(2)]*100$	% of Votes against on votes e-voted $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	25238344	25238344	100	25238344	0	100	0
Public – Institutional holders	26202400	0	0	0	0	0	0
Public – Others	16059256	3476112	21.64	3476112	0	100	0
Total	67500000	28714519	42.54	28714519	0	100	0

Resolution no.2: Ordinary Resolution

Declaration of Dividend on Equity Shares for the financial year ended March 31, 2015

Promoter/ Public	No. of Shares held (1)	No. of Votes e- voted (2)	% of Votes e- voted on outstanding Shares $(3)=[(2)/(1)]*100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes e-voted $(6)=[(4)/(2)]*100$	% of Votes against on votes e-voted $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	25238344	25238344	100	25238344	0	100	0
Public – Institutional holders	26202400	0	0	0	0	0	0
Public – Others	16059256	3476112	21.64	3476112	0	100	0
Total	67500000	28714519	42.54	28714519	0	100	0

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Authorized Signatory
Authorized Signatory

Resolution no.3: Ordinary Resolution

Appointment of Mr. Sunit Om Prakash Mehra, who retires by rotation and being eligible, offered himself for re-appointment, as a Director of the Company

Promoter/ Public	No. of Shares held (1)	No. of Votes e- voted (2)	% of Votes e- voted on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes e-voted (6)=[(4)/(2)]*100	% of Votes against on votes e-voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	25238344	25238344	100	25238344	0	100	0
Public – Institutional holders	26202400	0	0	0	0	0	0
Public – Others	16059256	3476112	21.64	3476112	0	100	0
Total	67500000	28714519	42.54	28714519	0	100	0

Resolution no.4: Ordinary Resolution

Ratification of the Appointment of M/s. Lodha & Co., as Statutory Auditors of the Company

Promoter/ Public	No. of Shares held (1)	No. of Votes e- voted (2)	% of Votes e- voted on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes e-voted (6)=[(4)/(2)]*100	% of Votes against on votes e-voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	25238344	25238344	100	25238344	0	100	0
Public – Institutional holders	26202400	0	0	0	0	0	0
Public – Others	16059256	3476112	21.64	3476112	0	100	0
Total	67500000	28714519	42.54	28714519	0	100	0

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Resolution no.5: Special Resolution**Regularization of Mr. Colin William Benjamin as Director of the Company**

Promoter/ Public	No. of Shares held (1)	No. of Votes e- voted (2)	% of Votes e- voted on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes e-voted (6)=[(4)/(2)]*100	% of Votes against on votes e-voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	25238344	25238344	100	25238344	0	100	0
Public – Institutional holders	26202400	0	0	0	0	0	0
Public – Others	16059256	3476112	21.64	3476112	0	100	0
Total	67500000	28714519	42.54	28714519	0	100	0

Resolution no.6: Special Resolution**Re-appointment of Mr. Rajendra Kumar Dabriwala as Managing Director of the Company for a further period of 1(one) year**

Promoter/ Public	No. of Shares held (1)	No. of Votes e- voted (2)	% of Votes e- voted on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes e-voted (6)=[(4)/(2)]*100	% of Votes against on votes e-voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	25238344	25238344	100	25238344	0	100	0
Public – Institutional holders	26202400	0	0	0	0	0	0
Public – Others	16059256	3476112	21.64	3476112	0	100	0
Total	67500000	28714519	42.54	28714519	0	100	0

INTERNATIONAL VIYORS LTD.

Anil Kumar Aggarwal
Authorized Signatory



K. GULGULIA & CO.
Chartered Accountants

7A Bentinck Street
4th Floor, Room - 401
Kolkata - 700 001
Ph: 033 2243 7820
Email:khushboo.gulgulia@yahoo.com

Report of Scrutinizer
[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the
Companies (Management and Administration Rules, 2014)]

To

The Chairman
42nd Annual General Meeting of the
International Conveyors Limited,
Held on 26th September, 2015 at 2.00 P.M. at the Registered Office at
Falta SEZ, Sector-II, Near Pump House No. 3
Village and Mouza- Akalmegh, Dist. 24 Parganas (S), West Bengal-743504

I, Khusbhoe Gulgulia, Proprietor of M/s K. Gulgulia & Co., Practicing Chartered Accountants, appointed by the Board of Directors of International Conveyors Limited (the Company) to act as the Scrutinizer for the purpose of scrutinizing the voting process through Remote E-voting and by us of ballot at the Annual General Meeting pursuant to the provisions of Sections 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, in respect of the Resolutions mentioned in the Annual General Meeting (AGM) Notice dated 12th August 2015, do hereby submit my report as under:

1. The Notice dated August 12, 2015 convening the 42nd Annual General Meeting of the Company setting out all material facts in respect of resolutions mentioned therein were sent to all the shareholders of the Company.
2. The Company had engaged the services of National Securities Depository Limited (NSDL) for providing remote e-voting facility. The Company had also provided the facility to vote through poll to its shareholders on 26th September 2015 at the venue of the meeting to its Shareholders who had not opted to vote through the remote e-voting. However, since no such shareholder was present, no poll was required to be conducted.
3. The members holding shares either in physical or in dematerialized form as on the cut-off date i.e., September 19, 2015 were entitled to vote on the resolutions.



4. The period for remote e-voting had commenced at 10.00 a.m. on Wednesday, 23rd September 2015 and closed on 25th September at 5.00 p.m. At the end of the remote e-voting period, the facility was blocked by the Service Provider.
5. Since No poll was required to be conducted at the venue of the Meeting, the votes cast through remote e-voting were unblocked in presence of 2 witnesses Ms. Anushri Gupta and Ms. Nikita Chourasia who are not in the employment of the Company after the conclusion of the Annual General Meeting.
6. Thereafter, the details containing *inter alia*, the list of members, who opted "FOR" or "AGAINST" on each of the resolution, were derived from the report generated from the e-voting website of NSDL www.evoting.nsdl.com.

I hereby submit Consolidated Scrutinizer Report as per the provisions of Section 108 of the Act and Clause 35B of the Listing Agreement containing the results of each of the resolutions of the AGM as under:

Particulars	Number of votes(shares) cast through remote e-voting (1)	Number of Votes (shares) cast on Poll at the meeting (2)	Total (3)	% of total number of valid votes cast
Item no.1: Ordinary Resolution:	To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2015 with the reports of the Board of Directors and Auditors thereon			
Voted in favour of the resolution	28714519	0	28714519	100%
Voted against the resolution	0	0	0	0%
Total	28714519	0	28714519	100%
Invalid Votes	0	0	0	0%
Item no.2: Ordinary Resolution	To declare a dividend on equity shares for the financial year ended 31st March, 2015.			
Voted in favour of the resolution	28714519	0	28714519	100%
Voted against the resolution	0	0	0	0%
Total	28714519	0	28714519	100%
Invalid Votes	0	0	0	0%



Particulars	Number of votes(shares) cast through remote e-voting (1)	Number of Votes (shares) cast on Poll at the meeting (2)	Total (3)	% of total number of valid votes cast
Item no.3: Ordinary Resolution	To appoint a Director in place of Mr. Sunit Om Prakash Mehra (DIN: 00359482), who retires by rotation and being eligible, offers himself for re-appointment.			
Voted in favour of the resolution	28714519	0	28714519	100%
Voted against the resolution	0	0	0	0%
Total	28714519	0	28714519	100%
Invalid Votes	0	0	0	0%
Item no.4: Ordinary Resolution	To ratify the appointment of auditors of the company, and to fix their remuneration			
Voted in favour of the resolution	28714519	0	28714519	100%
Voted against the resolution	0	0	0	0%
Total	28714519	0	28714519	100%
Invalid Votes	0	0	0	0%
Item no.5: Ordinary Resolution	To Appoint Mr. Colin William Benjamin (Din: 07093277) as a Director			
Voted in favour of the resolution	28714519	0	28714519	100%
Voted against the resolution	0	0	0	0%
Total	28714519	0	28714519	100%
Invalid Votes	0	0	0	0%
Item no.6: Special Resolution	To Re-Appoint Mr. Rajendra Kumar Dabriwala (Din: 00086658) as Managing Director			
Voted in favour of the resolution	28714519	0	28714519	100%
Voted against the resolution	0	0	0	0%
Total	28714519	0	28714519	100%
Invalid Votes	0	0	0	0%



I hereby confirm that the Registers and Records generated from the e-voting platform of the Service Provider including Registers maintained in respect of votes cast through Remote e-voting are being maintained in the electronic form.

The Registers and all other records/ papers relating to Remote e-voting and Ballot process shall remain in our custody till the Chairman considers, approves and signs the AGM Minutes and thereafter the same shall be returned.

You may accordingly declare the Result of Voting for each Resolution of the AGM Notice as mentioned above.

Thanking you,

Place: Kolkata
Dated: 28 .09.2015



For K. Gulgulia & Co.
Chartered Accountants

Khushboo Gulgulia

Khushboo Gulgulia
Proprietor
Membership No.: 306808

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of International Conveyors Limited were unblocked from e-voting website of National Securities Depository Limited (NSDL) in our presence at 6.15 p.m. on 26th September, 2015.

Anushri Gupta

Anushri Gupta
5/B, Sarang Lane
Kolkata – 700 014

Nikita Chourasia

Nikita Chourasia
6 Guha Park, Liluah
Howrah-711 204