



# International Conveyors Limited

Corporate Office : 10, Middleton Row  
Post Box No. 9262, Kolkata - 700 071  
CIN : L21300WB1973PLC028854  
Phone : +91-33-2229 6033/1768  
Facsimile : +91-33-2217 2269  
Mail : icltd@icbelting.com  
Url : icbelting.com

ICL/DS/2020-21/570

November 23, 2020

**Calcutta Stock Exchange Limited**  
7, Lyons Range  
Kolkata-700001  
Fax No. 22104500  
Kind Attn: The Secretary  
**Scrip Code No. 10019039 (CSE)**

**Bombay Stock Exchange Limited**  
P.J. Towers, Dalal Street  
Mumbai-400001  
Fax no. 22722037/22723121  
Kind Attn. –The General Manager  
Department of Corporate Services  
**Scrip Code No.- 509709 (BSE)**

Dear Sir/Madam,

**Sub: Declaration of results of the Postal Ballot as per Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015**

This is in furtherance to our letter no. ICL/DS/2020-21/474 dated October 22, 2020 regarding submission of the Notice of the Postal Ballot dated September 15, 2020 pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of Companies (Management and Administration) Rule, 2014 for seeking approval of the members of the Company, by way of Special Resolution in respect of the following Special Business item as set out in the aforesaid Postal Ballot Notice.

Item No.	Particulars of Business
1.	Approval of ICL Employee Stock Option Plan 2020 and issuance of equity shares thereunder to the employees and directors of the Company

Ms. Khushboo Gulgulia, Practicing Chartered Accountant, Kolkata who was appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on September 15, 2020 for the aforesaid postal Ballot process has submitted her report on November 23, 2020.

As per the said report, the members of the Company have duly approved the resolution as embodied in the Postal Ballot Notice dated September 15, 2020 with requisite majority.

Pursuant to regulation 44(3) of SEBI (LODR) Regulations, 2015, voting results along with scrutinizer report in the prescribed format is enclosed herewith for your information and records.

The Results of the Postal Ballot along with the Scrutinizer's Report are being placed on the Company's website at [www.icbelting.com](http://www.icbelting.com).

Kindly take the same on record.

Thanking You

Yours faithfully,  
For **INTERNATIONAL CONVEYORS LTD.**  
*Dipti Sharma*  
Dipti Sharma  
Company Secretary & Compliance Officer



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

**Details of Voting Results****(Combined results of votes cast by E-voting as provided by NSDL and Physical Ballot Forms)**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Day & Date of the Meeting	Postal Ballot Notice dated September 15, 2020
2	Total number of Shareholders as on cut-off date	1759
3	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable
4	No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not applicable



**Details of Voting Result in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Mode of Voting: Postal Ballot and E-voting**

<b>Resolutions / Agenda No. 1 : (Special Resolution) : - TO APPROVE ICL EMPLOYEE STOCK OPTION PLAN 2020 AND ISSUANCE OF EQUITY SHARES THEREUNDER TO THE EMPLOYEES AND DIRECTORS OF INTERNATIONAL CONVEYORS LIMITED</b>								
<b>Resolution required : (Ordinary/Special)</b>			<b>SPECIAL RESOLUTION</b>					
<b>Whether promoter / promoter group are interested in the agenda/resolution</b>			<b>NO</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No of Votes – favour</b>	<b>No of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]* 100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)] *100</b>	<b>(7)=[(5)/(2)]* 100</b>
<b>PROMOTER AND PROMOTER GROUP</b>	<b>E-voting</b>	3,35,73,152	3,35,73,152	100.00%	3,35,73,152	--- NIL ---	100%	--- NIL ---
	<b>Postal Ballot</b>		--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	
	<b>TOTAL</b>		3,35,73,152	100.00%	3,35,73,152	--- NIL ---	100%	--- NIL ---
<b>PUBLIC- INSTITUTIONS</b>	<b>E-voting</b>	1,34,45,918	--- NIL --	--- NIL ---	--- NIL --	--- NIL --	---NIL --	---NIL --
	<b>Postal Ballot</b>		--- NIL --	--- NIL --	--- NIL --	--- NIL --	--- NIL --	
	<b>TOTAL</b>		--- NIL --	--- NIL --	--- NIL --	--- NIL --	--- NIL --	
<b>PUBLIC- NON INSTITUTIONS</b>	<b>E-voting</b>	2,04,80,930	28,72,593	14.03%	28,70,392	2,201	99.92%	0.08 %
	<b>Postal Ballot</b>		440	0.00%	440	--- NIL --	--- NIL --	--- NIL --
	<b>TOTAL</b>		28,73,033	14.03%	28,70,832	2,201	99.92%	0.08 %
<b>TOTAL</b>		6,75,00,000	3,64,46,185	53.99%	3,64,43,984	2,201	99.99%	0.01%





**K. GULGULIA & CO.**  
**Chartered Accountants**

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

**Scrutinizer's Report on E-Voting and Voting through Postal ballot in physical mode**  
[Pursuant to 44(3) of the SEBI (Listing obligations and Disclosures Requirements) Regulations 2015 and Sections 108 and 110 the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

**To**  
**The Chairman**  
**INTERNATIONAL CONVEYORS LIMITED**  
Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza - Akalmegh, Dist. 24 Parganas (S)  
West Bengal-743504.

Dear Sir,

**Sub: Passing of Resolution through Postal Ballot Pursuant to 44(3) of the SEBI (Listing obligations and Disclosures Requirements) Regulations 2015 and Section 110 the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Amendment Rules, 2015**

I, Khushboo Gulgulia, Chartered Accountant -in-Practice, have been appointed as a Scrutinizer by the Board of Directors of **INTERNATIONAL CONVEYORS LIMITED** (the Company) for the purpose of ascertaining the result of below mentioned special resolution to be passed by means of Postal Ballot under the provisions of Sections 108 and 110 the Companies Act, 2013 including any statutory modifications and reenactment thereof read with the Companies (Management and Administration) Amendment Rules, 2015.

**Special Resolution:**

**TO APPROVE ICL EMPLOYEE STOCK OPTION PLAN 2020 AND ISSUANCE OF EQUITY SHARES THEREUNDER TO THE EMPLOYEES AND DIRECTORS OF INTERNATIONAL CONVEYORS LIMITED**

1. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to voting through electronic means and voting through physical mode through Postal Ballot forms on the resolution contained in the Notice of Postal Ballot dated 15<sup>th</sup> September, 2020. My responsibility as the Scrutinizer for e-voting process and voting through physical mode through Postal Ballot is restricted to making a Scrutinizer's report of the votes cast in "favour" or "against" on the resolution as set out in the notice of Postal Ballot dated 15<sup>th</sup> September, 2020, based on the reports generated from e-voting platform provided by **National Securities Depository Limited (NSDL)**, the authorized agency to provide e-voting facilities, engaged by the Company and based on the Physical votes cast by ballot by members.

2. Further to the above, I submit my report as under :-

- The e-voting period remained open from **Friday, the 23<sup>rd</sup> October, 2020 (10.00 a.m.)** till **Saturday, the 21<sup>st</sup> November, 2020 (5.00 p.m.)**.
- The Members of the Company as on "cut-off" date i.e. on **Friday, the 9<sup>th</sup> October, 2020**, were entitled to vote on the resolutions (Items No. 1 as set out in the notice of Postal Ballot dated 15<sup>th</sup> September, 2020.).
- The particulars of all Postal Ballot forms received from the shareholders have been entered in a separate register maintained for the purpose. The Postal Ballot forms were kept in safe custody in a sealed tamper proof ballot box before commencing the scrutiny of such Postal Ballot forms
- The total paid-up equity share capital of the Company as on "cut-off" date **9<sup>th</sup> October, 2020** was Rs. 6,75,00,000/- divided into 6,75,00,000 equity shares of Rs.1/- each.
- All postal ballot forms received upto (5:00 P.M.) **Saturday, November 21, 2020** have been considered.



- vi. The votes cast through remote e-voting facility were unblocked on 22<sup>nd</sup> November, 2020 in the presence of two witnesses, Mr. Biswajit Barman and Mr. Sandip Nandan who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Biswajit Barman*

Witness 1 : Mr. Biswajit Barman

*Sandip Nandan*

Witness 2 : Mr. Sandip Nandan

- vii. Thereafter, the details containing *inter-alia*, list of Equity Share Holders, who voted "for" and "against" each of the resolution contained in the notice of Postal Ballot dated 15<sup>th</sup> September, 2020, that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL).

3. The schedule for the Postal Ballot process was as under.

Sr. No.	Particulars	Date
1.	The date of determination of entitlement to receive Postal Ballot forms	9 <sup>th</sup> October, 2020
2.	Date of completion of dispatch of Notice and other enclosures thereon together with Postal Ballot forms and Business Reply envelope.	22 <sup>nd</sup> October, 2020
3.	Date of public announcement with respect to completion of dispatch of Postal Ballot forms in newspapers	22 <sup>nd</sup> October, 2020 (published on 23 <sup>rd</sup> October)
4.	Last date to receive Postal Ballot forms/ exercise of votes through E-voting	21 <sup>st</sup> November, 2020

As per information furnished to us by the Company and according to the scrutiny of votes by Physical mode I report that, I have considered and taken on record the sealed envelopes containing Postal Ballot forms received at the Corporate Office of the Company at 10, Middleton Row, Kolkata-700071 until (5:00 P.M.) Saturday, November 21, 2020. The total number of envelopes received were 2 containing 2 Postal Ballot forms. The sealed envelopes were opened on 21<sup>st</sup> November at 6.00 P.M. at my office at 7A Bentinck Street, 4<sup>th</sup> Floor, Room - 401, Kolkata -700001 in the presence of two witnesses, Mr. Biswajit Barman and Mr. Sandip Nandan who are not in employment of the Company.

Brief summary of Postal Ballot Forms despatched and received

Sr. No.	Particulars	Number
1.	Total number of Postal Ballot forms issued and despatched (including notice sent through email)	1759
2.	Total number of Postal Ballot forms received	2
3.	Total number of shareholders who exercised their vote through remote voting	61

Postal Ballot forms/ E voting received found valid:

	Particulars	Number of Postal Ballot Forms / E-Voter	Number of Shares
<b>PHYSICAL MODE: (A)</b>			
1.	Total Postal Ballot Forms received	2	440
2.	Invalid Postal Ballot Forms	Nil	Nil
3.	Valid Postal Ballot Forms	2	440
<b>E-VOTING: (B)</b>			
1.	Total e-Voting	61	36445745
2.	Invalid e-Voting	Nil	Nil
3.	Valid e-Voting	61	36445745



## Agenda - wise disclosure

Resolutions / Agenda No. 1 : (Special Resolution) : - TO APPROVE ICL EMPLOYEE STOCK OPTION PLAN 2020 AND ISSUANCE OF EQUITY SHARES THEREUNDER TO THE EMPLOYEES AND DIRECTORS OF INTERNATIONAL CONVEYORS LIMITED								
Resolution required : (Ordinary/Special)			SPECIAL RESOLUTION					
Whether promoter / promoter group are interested in the agenda/resolution			NO					
Category	Mode of Voting	No. of shares held (1)	No of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes - favour (4)	No of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
PROMOTER AND PROMOTER GROUP	E-voting	3,35,73,152	3,35,73,152	100.00%	3,35,73,152	--- NIL ---	100%	--- NIL ---
	Postal Ballot		--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
	TOTAL		3,35,73,152	100.00%	3,35,73,152	--- NIL ---	100%	--- NIL ---
PUBLIC- INSTITUTIONS	E-voting	1,34,45,918	--- NIL --	--- NIL ---	--- NIL --	--- NIL ---	---NIL --	---NIL --
	Postal Ballot		--- NIL --	--- NIL --	--- NIL --	--- NIL --	--- NIL --	--- NIL --
	TOTAL		--- NIL --	--- NIL --	--- NIL --	--- NIL --	--- NIL --	--- NIL --
PUBLIC- NON INSTITUTIONS	E-voting	2,04,80,930	28,72,593	14.03%	28,70,392	2,201	99.92%	0.08 %
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	TOTAL		28,73,033	14.03%	28,70,832	2,201	99.92%	0.08 %
<b>TOTAL</b>		<b>6,75,00,000</b>	<b>3,64,46,185</b>	<b>53.99%</b>	<b>3,64,43,984</b>	<b>2,201</b>	<b>99.99%</b>	<b>0.01%</b>

Note: All the above resolutions have been passed with requisite majority.

The Postal Ballot forms and all other related records are kept in my custody and shall be handed over to the Chairman of the Company after completion of due formalities.

Thanking You,

Yours Faithfully,

*Khushboo Gulgulia*

[KHUSHBOO GULGULIA]  
Chartered Accountant-in-Practice  
Membership No. 306808



Place : Kolkata  
Dated : 23<sup>rd</sup> November, 2020

UDIN: 20306808AAAACW5298