

**CS KHUSHBOO GULGULIA**  
**Practicing Company Secretary**

**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**

1. I, Khushboo Gulgulia, Company Secretary-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 resolutions 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.
  - i. **Special Resolution to approve the Staff Loan Policy of the Company under section 185(1)(a) of the Companies Act, 2013.**
  - ii. **Special Resolution to approve advancing loan or giving guarantee or providing security in connection with any loan taken by any person in whom any of the director of the Company is interested under section 185 of the Companies Act, 2013.**
  - iii. **Ordinary Resolution to approve sale of shares held by Company in Elpro International Limited Section 188 and Section 180(1)(a) of the Companies Act, 2013 and Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**
2. 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 29<sup>th</sup> June, 2021. 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 29<sup>th</sup> June, 2021, 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.
3. Further to the above, I submit my report as under :-
  - i. The e-voting period remained open from **Sunday, the 1<sup>st</sup> August, 2021 (10.00 a.m.)** till **Monday, the 30<sup>th</sup> August, 2021 (5.00 p.m.)**.
  - ii. The Members of the Company as on "**cut-off**" date i.e. on **Friday, the 16<sup>th</sup> July, 2021**, were entitled to vote on the resolutions (Items No. 1 to 3 as set out in the notice of Postal Ballot dated 29<sup>th</sup> June, 2021.).

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- iii. 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
- iv. The total paid-up equity share capital of the Company as on "cut-off" date i.e. **16<sup>th</sup> July, 2021**, was Rs. 6,75,00,000/- divided into 6,75,00,000 equity shares of Rs.1/- each.
- v. All postal ballot forms received upto (5:00 P.M.) Monday, the 30<sup>th</sup> August, 2021 have been considered.
- vi. The votes cast through remote e-voting facility were unblocked on 30<sup>th</sup> August, 2021 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 29<sup>th</sup> June, 2021, that were put to vote, were generated from the e-voting website of **National Securities Depository Limited (NSDL)**.

4. 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	16 <sup>th</sup> July, 2021
2.	Date of completion of dispatch of Notice and other enclosures thereon together with Postal Ballot forms and Business Reply envelope.	31 <sup>st</sup> July, 2021
3.	Date of public announcement with respect to completion of dispatch of Postal Ballot forms in newspapers	31 <sup>st</sup> July, 2021 (Published on 1 <sup>st</sup> August, 2021)
4.	Last date to receive Postal Ballot forms/ exercise of votes through E-voting	30 <sup>th</sup> August, 2021

5. 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.) Monday, 30<sup>th</sup> August, 2021. The total number of envelopes received were 21 containing 21 Postal Ballot forms. The sealed envelopes were opened on 30<sup>th</sup> August, 2021 at 6.00 P.M. at my office at Marshal House, 4th Floor, Room - 431 & 432, Kolkata -700001 in the presence of two witnesses, Mr. Biswajit Barman and Mr. Sandip Nandan who are not in employment of the Company.

6. Brief summary of Postal Ballot Forms dispatched and received

Sr. No.	Particulars	Number
1.	Total number of Postal Ballot forms issued and dispatched (including notice sent through email)	5,824
2.	Total number of Postal Ballot forms received	21
3.	Total number of shareholders who exercised their vote through remote e-voting	71

7. Postal Ballot Forms/ E voting received found valid:

Particulars	Number of Postal Ballot Forms / E-Voter	Number of Shares

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<b>PHYSICAL MODE: (A)</b>			
1.	Total Postal Ballot Forms received	21	25,56,729
2.	Invalid Postal Ballot Forms	Nil	Nil
3.	Valid Postal Ballot Forms	21	25,56,729
<b>E-VOTING: (B)</b>			
1.	Total e-Voting	71	18,34,994
2.	Invalid e-Voting	Nil	Nil
3.	Valid e-Voting	71	18,34,994

8. The brief analysis of the results of the voting through remote E-voting and Ballot Form facility are as under :

**Item No. 1 : (Special Resolution) :** - To approve the Staff Loan Policy of the Company under section 185(1)(a) of the Companies Act, 2013.

Particulars	No. of Votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	65	18,34,897	21	25,56,729	86	43,91,626	100%
Dissent	6	97	Nil	Nil	6	97	0.00%
<b>Total</b>	<b>71</b>	<b>18,34,994</b>	<b>21</b>	<b>25,56,729</b>	<b>92</b>	<b>43,91,723</b>	<b>100%</b>
Abstain/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	N.A.

**Item No. 2: (Special Resolution) :** - To approve advancing loan or giving guarantee or providing security in connection with any loan taken by any person in whom any of the director of the Company is interested under section 185 of the Companies Act, 2013.

Particulars	No. of Votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	57	18,25,946	21	25,56,729	78	43,82,675	99.70%
Dissent	14	9,048	Nil	Nil	14	9,048	0.21%
<b>Total</b>	<b>71</b>	<b>18,34,994</b>	<b>21</b>	<b>25,56,729</b>	<b>92</b>	<b>43,91,723</b>	<b>100%</b>
Abstain/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	N.A.

**Item No. 3: (Ordinary Resolution) :** - To approve sale of shares held by Company in Elpro International Limited Section 188 and Section 180(1)(a) of the Companies Act, 2013 and Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particulars	No. of Votes contained in						Percentage (%)
	Remote E-Voting		(Ballot Form)		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	62	18,13,671	21	25,56,729	83	43,70,400	99.51%
Dissent	9	21,323	Nil	Nil	9	21,323	0.49%
<b>Total</b>	<b>71</b>	<b>18,34,994</b>	<b>21</b>	<b>25,56,729</b>	<b>92</b>	<b>43,91,723</b>	<b>100%</b>
Abstain/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	N.A.

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**9. Agenda – wise disclosure**

**Resolutions / Agenda No. 1: (Special Resolution): - To approve the Staff Loan Policy of the Company under section 185(1)(a) of the Companies Act, 2013.**

Resolution required : (Ordinary/Special)			SPECIAL RESOLUTION					
Whether promoter / promoter group are interested in the agenda/resolution			YES. THEY HAVE NOT VOTED ON THIS RESOLUTION.					
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	4,16,73,152	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
	Postal Ballot		--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
	TOTAL		--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
PUBLIC-INSTITUTIONS	E-voting	1,16,44,682	--- 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	1,41,82,166	18,34,994	12.94%	18,34,897	97	99.99%	0.01%
	Postal Ballot		25,56,729	18.03%	25,56,729	--- NIL --	100.00%	--- NIL --
	TOTAL		43,91,723	30.97%	43,91,626	97	100.00%	0.00 %
<b>TOTAL</b>		<b>6,75,00,000</b>	<b>43,91,723</b>	<b>6.51%</b>	<b>43,91,626</b>	<b>97</b>	<b>100.00%</b>	<b>0.00%</b>



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**Resolutions / Agenda No. 2 : (Special Resolution) : - To approve advancing loan or giving guarantee or providing security in connection with any loan taken by any person in whom any of the director of the Company is interested under section 185 of the Companies Act, 2013**

Resolution required : (Ordinary/Special)			SPECIAL RESOLUTION					
Whether promoter / promoter group are interested in the agenda/resolution			YES. THEY HAVE NOT VOTED ON THIS RESOLUTION.					
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	4,16,73,152	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
	Postal Ballot		--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
	TOTAL		--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
PUBLIC- INSTITUTIONS	E-voting	1,16,44,682	--- 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	1,41,82,166	18,34,994	12.94%	18,25,946	9,048	99.51%	0.49 %
	Postal Ballot		25,56,729	18.03%	25,56,729	--- NIL --	100.00%	--- NIL --
	TOTAL		43,91,723	30.97%	43,82,675	9,048	99.79%	0.21 %
<b>TOTAL</b>		<b>6,75,00,000</b>	<b>43,91,723</b>	<b>6.51%</b>	<b>43,82,675</b>	<b>9,048</b>	<b>99.79%</b>	<b>0.21 %</b>



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<b>Resolutions / Agenda No. 3 : (Ordinary Resolution) : - To approve sale of shares held by Company in Elpro International Limited Section 188 and Section 180(1)(a) of the Companies Act, 2013 and Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</b>								
Resolution required : (Ordinary/Special)			ORDINARY RESOLUTION					
Whether promoter / promoter group are interested in the agenda/resolution			YES. THEY HAVE NOT VOTED ON THIS RESOLUTION.					
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	4,16,73,152	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
	Postal Ballot		--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
	TOTAL		--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
PUBLIC- INSTITUTIONS	E-voting	1,16,44,682	--- 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	1,41,82,166	18,34,994	12.94%	18,13,671	21,323	98.84%	1.16 %
	Postal Ballot		25,56,729	18.03%	25,56,729	--- NIL --	100.00	--- NIL --
	TOTAL		43,91,723	30.97%	43,70,400	21,323	99.51%	0.49%
<b>TOTAL</b>		<b>6,75,00,000</b>	<b>43,91,723</b>	<b>6.51%</b>	<b>43,70,400</b>	<b>21,323</b>	<b>99.51%</b>	<b>0.49%</b>

10. Based on the aforesaid results, I report that the aforesaid resolutions mentioned in the Postal Ballot Notice stands passed with the requisite majority on Monday, the 30<sup>th</sup> August, 2021, being the last date fixed by the Company for e-voting and for receipt of duly completed Postal Ballot forms.

11. 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,

Place: Kolkata

Date: 1<sup>st</sup> September, 2021



*Khushboo Gulgulia*

**KHUSHBOO GULGULIA**

Practicing Company Secretary

ACS No.: 62099

C.P. No.: 24240

UDIN: **A062099C000867937**

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