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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 15th 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 15th 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 23rd October, 2020 (10.00 a.m.)** till **Saturday, the 21st November, 2020 (5.00 p.m.)**.
- The Members of the Company as on "cut-off" date i.e. on **Friday, the 9th October, 2020**, were entitled to vote on the resolutions (Items No. 1 as set out in the notice of Postal Ballot dated 15th 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 **9th 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 22nd 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 15th 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 th October, 2020
2.	Date of completion of dispatch of Notice and other enclosures thereon together with Postal Ballot forms and Business Reply envelope.	22 nd October, 2020
3.	Date of public announcement with respect to completion of dispatch of Postal Ballot forms in newspapers	22 nd October, 2020 (published on 23 rd October)
4.	Last date to receive Postal Ballot forms/ exercise of votes through E-voting	21 st 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 21st November at 6.00 P.M. at my office at 7A Bentinck Street, 4th 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
PHYSICAL MODE: (A)			
1.	Total Postal Ballot Forms received	2	440
2.	Invalid Postal Ballot Forms	Nil	Nil
3.	Valid Postal Ballot Forms	2	440
E-VOTING: (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 %
	Postal Ballot		440	0.00%	440	--- NIL --	--- NIL --	--- NIL --
	TOTAL		28,73,033	14.03%	28,70,832	2,201	99.92%	0.08 %
TOTAL		6,75,00,000	3,64,46,185	53.99%	3,64,43,984	2,201	99.99%	0.01%

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 : 23rd November, 2020

UDIN: 20306808AAAACW5298