

K. GULGULIA & CO.
Company Secretaries

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. To approve the appointment of Shri Prasad Sudhakar Deshpande (DIN- 09470516), as an executive director of the company for a period of 5 years.
 - ii. To approve appointment of Ms. Jayanthi Talluri (DIN- 09272993) as a Non-Executive Independent Woman Director for a period of 5 years.
 - iii. To approve payment of remuneration to Executive Directors, including Managing Director of the company excess of the limits prescribed under section 197 of the Companies Act, 2013.
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 27th January, 2022. 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 27th January, 2022, 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 **Wednesday, March 16, 2022 (10:00 a.m. IST) till Thursday, April 14, 2022 5.00 p.m. IST.**
 - ii. The Members of the Company as on "cut-off" date i.e. on **Friday, the 25th February, 2022**, were entitled to vote on the resolutions (Items No. 1 to 3 as set out in the notice of Postal Ballot dated 27th January, 2022.).

Scrutinizer's Report-International Conveyors Ltd

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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. **25th February, 2022** was Rs. 6,75,00,000/- divided into 6,75,00,000 equity shares of Rs.1/- each.
- v. All postal ballot forms received up to Thursday, April 14, 2022 (5.00 p.m. IST) have been considered.
- vi. The votes cast through remote e-voting facility were unblocked on 14th April 2022 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.

P. Barman

Witness 1: Mr. Biswajit Barman

S. 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 27th January, 2022, 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	25 th February, 2022
2.	Date of completion of dispatch of Notice and other enclosures thereon together with Postal Ballot forms and Business Reply envelope.	15 th March, 2022
3.	Date of public announcement with respect to completion of dispatch of Postal Ballot forms in newspapers	15 th March 2022 (Published on 16 th March, 2022)
4.	Last date to receive Postal Ballot forms/ exercise of votes through E-voting	14 th April, 2022

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, 14th April, 2022. The total number of envelopes received were 13 containing 13 Postal Ballot forms. The sealed envelopes were opened on 16th April, 2022 at 6.00 P.M. at my office at Marshal House, 4th Floor, Room – 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)	19,375
2.	Total number of Postal Ballot forms received	13
3.	Total number of shareholders who exercised their vote through remote e-voting	162

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7. 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	13	12890168
2.	Invalid Postal Ballot Forms	1	200
3.	Valid Postal Ballot Forms	12	12889968
E-VOTING: (B)			
1.	Total e-Voting	162	33441227
2.	Invalid e-Voting	Nil	Nil
3.	Valid e-Voting	162	33441227

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

Item No. 1: (Ordinary Resolution): - To approve the appointment of Shri Prasad Sudhakar Deshpande (DIN - 09470516), as an Executive Director of the company for a period of 5 years.

Particulars	No. of Votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	145	3,34,37,095	12	1,28,89,968	157	4,63,27,063	99.9943%
Dissent	16	2,632	Nil	Nil	16	2,632	0.0057%
Total	161	3,34,39,727	12	1,28,89,968	173	4,63,29,695	100%
Abstain/Invalid	Nil	Nil	1	200	1	200	N.A.

Item No. 2: (Special Resolution): - To approve the appointment of Ms. Jayanthi Talluri (DIN- 09272993) as a Non-Executive Independent Woman Director for a period of 5 years.

Particulars	No. of Votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	148	3,34,38,698	12	1,28,89,968	160	4,63,28,666	99.9978%
Dissent	13	1,029	Nil	Nil	13	1,029	0.0022%
Total	161	3,34,39,727	12	1,28,89,968	173	4,63,29,695	100%
Abstain/Invalid	Nil	Nil	1	200	1	200	N.A.

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Item No. 3: (Special Resolution): - To approve payment of remuneration to Executive Directors, including Managing Director of the company excess of the limits prescribed under section 197 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	123	33,17,519	10	1,50,947	133	34,68,466	99.5916%
Dissent	29	14,223	Nil	Nil	29	14,223	0.4084%
Total	152	3,34,41,227	10	1,50,947	162	34,82,689	100%
Abstain/Invalid	10	3,01,09,485	3	1,27,39,421	13	4,28,48,906	N.A.

9. Agenda – wise disclosure

Resolutions / Agenda No. 1: (Ordinary Resolution): - To approve the appointment of Shri Prasad Sudhakar Deshpande (DIN - 09470516), as an Executive Director of the company for a period of 5 years.

Resolution required : (Ordinary/Special)			ORDINARY 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	4,36,70,065	3,01,09,485	68.948%	3,01,09,485	NIL	100%	NIL
	Postal Ballot		1,27,39,221	29.171%	1,27,39,221	NIL	100%	NIL
	TOTAL		4,28,48,706	98.119%	4,28,48,706	NIL	100%	NIL
PUBLIC- INSTITUTIONS	E-voting	37,95,216	5,246	0.14%	5,246	NIL	100%	NIL
	Postal Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	TOTAL		5,246	0.14%	5,246	NIL	100%	NIL
PUBLIC- NON INSTITUTIONS	E-voting	2,00,34,719	33,24,996	16.596%	33,22,364	2,632	99.92 %	0.08 %
	Postal Ballot		1,50,947	0.753%	1,50,947	NIL	100 %	NIL
	TOTAL		34,75,943	17.349%	34,73,311	2,632	99.92 %	0.08 %
TOTAL		6,75,00,000	4,63,29,895	68.637 %	4,63,27,263	2,632	99.99 %	0.01 %



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Resolutions / Agenda No. 2: (Special Resolution): - To approve appointment of Ms. Jayanthi Talluri (DIN-09272993) as a Non-Executive Independent Woman Director for a period of 5 years.								
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	4,36,70,065	3,01,09,485	68.948%	3,01,09,485	NIL	100%	NIL
	Postal Ballot		1,27,39,221	29.171%	1,27,39,221	NIL	100%	NIL
	TOTAL		4,28,48,706	98.119%	4,28,48,706	NIL	100%	NIL
PUBLIC-INSTITUTIONS	E-voting	37,95,216	5,246	0.14%	5,246	NIL	100%	NIL
	Postal Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	TOTAL		5,246	0.14%	5,246	NIL	100%	NIL
PUBLIC- NON INSTITUTIONS	E-voting	2,00,34,719	33,24,996	16.596 %	33,23,967	1,029	99.970 %	0.030 %
	Postal Ballot		1,50,947	0.753 %	1,50,947	NIL	100 %	NIL
	TOTAL		34,75,943	17.349 %	34,74,914	1,029	99.97 %	0.030 %
TOTAL		6,75,00,000	4,63,29,895	68.637 %	4,63,28,866	1,029	99.99 %	0.01 %

Resolutions / Agenda No. 3: (Special Resolution) : - To approve payment of remuneration to Executive Directors, including Managing Director of the company excess of the limits prescribed under section 197 of the Companies Act, 2013								
Resolution required : (Ordinary/Special)			SPECIAL RESOLUTION					
Whether promoter / promoter group are interested in the agenda/resolution			YES.					
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	4,36,70,065	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	37,95,216	5,246	0.14%	NIL	5,246	NIL	100%
	Postal Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	TOTAL		5,246	0.14%	NIL	5,246	NIL	100%
PUBLIC- NON INSTITUTIONS	E-voting	2,00,34,719	33,26,496	16.603 %	33,17,519	8,977	99.73 %	0.27 %
	Postal Ballot		1,50,947	0.753 %	1,50,947	NIL	100 %	NIL
	TOTAL		34,77,443	17.357 %	34,68,466	8,977	99.74 %	0.26 %
TOTAL		6,75,00,000	34,82,689	5.16 %	34,68,466	14,223	99.59 %	0.41 %

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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 Thursday, the 14th April, 2022, 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.

Place: Kolkata
Date: 18-April-2022



Thanking You
Yours Faithfully
For K. Gulgulia & Co
Company Secretaries
Khushboo Gulgulia

Khushboo Gulgulia
Proprietor
ACS No 62099
C.P No 24240
UDIN: A062099D000151683