

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 : icltd@icibelting.com
Url : icibelting.com

ICL/NK/2018-19/632

September 22, 2018

Calcutta Stock Exchange Limited

7, Lyons Range,
Kolkata – 700 001
Fax No. 22104500
Kind Attn: Secretary

Scrip Code No.10019039 (CSE)

Bombay Stock Exchange Limited

P. J. Towers, Dalal Street,
Mumbai – 400 001
Fax No. 22722037/22723121
Kind Attn: General Manager,
Department of Corporate Services

Scrip Code No. 509709 (BSE)

Dear Sir,

Voting Results of the 45th Annual General Meeting

Please find enclosed herewith the Voting Results of the business transacted at the 45th Annual General Meeting of the Company held on September 22, 2018 under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We are also enclosing herewith the consolidated report of the Scrutinizer on e-voting and poll at the Annual General Meeting.

Please take the same on record and acknowledge.

Thanking you,

Yours faithfully,

For **International Conveyors Ltd**

Neha Khandelwal

Neha Khandelwal
(Company Secretary & Compliance Officer)

Encl. as above

45th Annual General Meeting (AGM) - details of voting results

| Particulars | Details |
|--|--------------------|
| Date of AGM | September 22, 2018 |
| Total number of Shareholders on record date | 1922 |
| No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: | 8 12 |
| No. of Shareholders attended the meeting through video conferencing: Promoters and Promoter Group: Public: | Not Applicable |

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 Ms. Nandini Khaitan (DIN: 06941351), retiring by rotation | Ordinary | e-voting | Passed with requisite majority |
| 4. | Re-appointment of Shri Rajendra Kumar Dabriwala (DIN:00086658) as Managing Director | Special | e-voting | Passed with requisite majority |



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, 2018**

| Promoter/ Public | No. of Shares held (1) | No. of Votes e- voted (2) | % of Votes e- voted on outstan- ding Shares (3)=[(2)/ (1)]*100 | No. of Votes – in favour (4) | No. of Vote s – agai nst (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 | 31919254 | 31919254 | 100% | 31919254 | 0 | 100% | 0 |
| Public – Institutional holders | 19845397 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public – Others | 15735349 | 5377329 | 34% | 5377329 | 0 | 100% | 0 |
| Total | 67500000 | 37296583 | 55% | 37296583 | 0 | 100% | 0 |

Resolution no.2: Ordinary Resolution**Declaration of Dividend on Equity Shares for the financial year ended March 31, 2018**

| Promoter/ Public | No. of Shares held (1) | No. of Votes e- voted (2) | % of Votes e- voted on outstanding Shares (3)=[(2)/(1)]*1 00 | 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 | 31919254 | 31919254 | 100% | 31919254 | 0 | 100% | 0 |
| Public – Institutional holders | 19845397 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public – Others | 15735349 | 5377329 | 34% | 5377329 | 0 | 100% | 0 |
| Total | 67500000 | 37296583 | 55% | 37296583 | 0 | 100% | 0 |

Resolution no.3: Ordinary Resolution

Appointment of Ms. Nandini Khaitan (DIN: 06941351), who retires by rotation and being eligible, offered herself 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 | 31919254 | 31919254 | 100% | 31919254 | 0 | 100% | 0 |
| Public – Institutional holders | 19845397 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public – Others | 15735349 | 5377329 | 34% | 5377329 | 0 | 100% | 0 |
| Total | 67500000 | 37296583 | 55% | 37296583 | 0 | 100% | 0 |

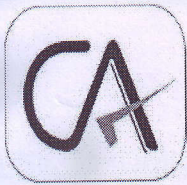
Resolution no.4: Special Resolution

Re-appointment of Mr. Rajendra Kumar Dabriwala (DIN: 00086658) as Managing Director of the Company for a further period of 1(one) year

(All the promoters and the entire Promoter Group are concerned or interested, financially or otherwise, in the Resolution, hence votes casted by promoter and promoter group shall be considered invalid.)

| 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 | 31919254 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public – Institutional holders | 19845397 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public – Others | 15735349 | 5377329 | 34% | 5377329 | 0 | 100% | 0 |
| Total | 67500000 | 5377329 | 8% | 5377329 | 0 | 100% | 0 |

All the Resolutions, as set out in the Notice dated May 30, 2018 were passed by the members by the requisite majority.



K. GULGULIA & CO.
Chartered Accountants

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4th Floor, Room - 401
Kolkata - 700 001
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Email:khushboo.gulgulia@yahoo.com

Scrutinizer's Report on E-Voting

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(ix) of the Companies (Management and Administration) Amendment Rules, 2015]

To
The Chairman of the 45th Annual General Meeting of the Members of INTERNATIONAL CONVEYORS LIMITED held on the 22nd day of September, 2018 at Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza - Akalmegh, Dist. 24 Parganas (S), West Bengal-743504.

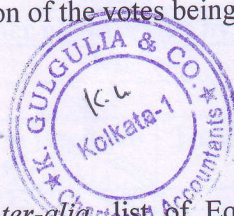
Dear Sir,

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 scrutinizing the e-voting process (remote e-voting) and ascertain the requisites on majority on e-voting, under the provisions of Section 108 of the Companies Act, 2013 (the 'Act') read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice of the 45th Annual General Meeting (AGM) of the Members of the Company dated 30th May, 2018, held on Saturday, the 22nd September, 2018 at 2.00 P.M. at Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza - Akalmegh, Dist. 24 Parganas (S), West Bengal-743504.

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 on the resolution contained in the Notice of the **45th Annual General Meeting (AGM)** of the Members of the Company dated 30th May, 2018. My responsibility as the Scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast in "favour" or "against" on the resolutions as set out in the notice to the AGM, 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.
2. The Company had also provided the facility to vote through poll to its shareholders on 22nd September, 2018 at the venue of the meeting to its Shareholders who had not opted to vote through the remote e-voting. However, since no shareholder present opted to vote through poll, no poll was required to be conducted.
3. Further to the above, I submit my report as under :-
 - i. The e-voting period remained open from **Wednesday, the 19th September, 2018 (10.00 a.m.)** till **Friday, the 21st September, 2018 (5.00 p.m.)**.
 - ii. The Members of the Company as on "**cut-off**" date i.e. on **Saturday, the 15th September, 2018**, were entitled to vote on the resolutions (Items No. 1 to 4 as set out in the notice of the AGM of the Company dated 30th May, 2018).
 - iii. The total paid-up equity share capital of the Company as on "**cut-off**" date 15th September, 2018, was Rs. 6,75,00,000/- divided into 6,75,00,000 equity shares of Rs.1/- each.
 - iv. The votes cast were unblocked on 22nd September, 2018 after the completion of AGM in the presence of two witnesses, Mr. Suvronil Das & Ms. Monu Soni who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Suvronil Das

Witness 1 : Mr. Suvronil Das



Monu Soni

Witness 2 : Ms. Monu Soni

- v. 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 the AGM dated 30th May, 2018, that were put to vote, were generated from the e-voting website of **National Securities Depository Limited (NSDL)**, and based on such reports generated, the result of e-voting is as under :-

Cont. page 2

: 2:

Item No. 1 : (Ordinary Resolution) : - Adoption of audited financial statements of the Company for the financial year ended 31st March, 2018, and the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution (out of valid votes cast) :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 52 | 3,72,96,583 | 100% |

(ii) Voted against the resolution (out of valid votes cast) :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) Invalid Votes:

| Total Number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Item No. 2 : (Ordinary Resolution) : - Declaration of dividend on Equity Shares for the financial year ended 31st March, 2018.

(i) Voted in favour of the resolution (out of valid votes cast) :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 52 | 3,72,96,583 | 100% |

(ii) Voted against the resolution (out of valid votes cast) :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) Invalid Votes:

| Total Number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Item No. 3: (Ordinary Resolution) - Appointment of a Director in place of Ms. Nandini Khaitan (DIN: 06941351), who retires from office by rotation, and being eligible, offer herself for re-appointment.

(i) Voted in favour of the resolution (out of valid votes cast) :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 52 | 3,72,96,583 | 100% |

(ii) Voted against the resolution (out of valid votes cast) :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) Invalid Votes:

| Total Number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Item No. 4: (Special Resolution): - Re-Appointment of Mr. Rajendra Kumar Dabriwala (DIN- 00086658) as Managing Director.

(i) Voted in favour of the resolution (out of valid votes cast) :

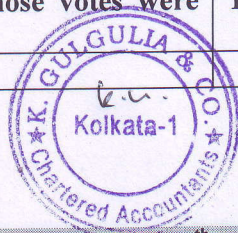
| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 41 | 53,77,329 | 100% |

(ii) Voted against the resolution (out of valid votes cast) :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) Invalid Votes:

| Total Number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 11 | 3,19,19,254 |



: 3 :

The Report of E-Voting in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as Annexure – “A”.

Note: All the above resolutions passed by Majority

Thanking You,

Yours Faithfully,

Khushboo Gulgulia

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



Place : Kolkata

Dated : 24th September, 2018

**Format for Voting Results prescribed under Regulation 44 of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015,
being part of Scrutinizer's Report (E-voting result)**

ANNEXURE - "A" (Page 1 of 2)

| | |
|--|---------------|
| Date of the AGM | 22-09-2018 |
| Total number of shareholders on record date | 1922 |
| No. of shareholders presented in the meeting either in person or through proxy : | |
| Promoters and Promoters Group : | 8 |
| Public : | 12 |
| No. of shareholders attended the meeting through Video Conferencing : | |
| Promoters and Promoters Group : | ---- NIL ---- |
| Public : | ---- NIL ---- |

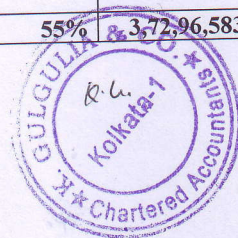
Agenda – wise disclosure

Resolutions / Agenda No. 1 : (Ordinary Resolution) : - Adoption of audited financial statements of the Company for the financial year ended 31st March, 2018, and the reports of the Board of Directors and Auditors thereon.

| Resolution required : (Ordinary/Special) | | ORDINARY RESOLUTIONS | | | | | | |
|---|----------------|---------------------------|---------------------------|--|-----------------------------|------------------------------|---|---|
| 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 | 3,19,19,254 | 3,19,19,254 | 100% | 3,19,19,254 | --- NIL --- | 100% | --- NIL --- |
| Public-Institutions | E-voting | 1,98,45,397 | --- NIL -- | --- NIL --- | --- NIL -- | --- NIL --- | --- N. A. --- | --- N.A. --- |
| Public- Non Institutions | E-voting | 1,57,35,349 | 53,77,329 | 34% | 53,77,329 | --- NIL --- | 100% | --- NIL --- |
| TOTAL | | 6,75,00,000 | 3,72,96,583 | 55% | 3,72,96,583 | --- NIL --- | 100% | --- NIL --- |

Resolutions / Agenda No. 2 : (Ordinary Resolution) : - Declaration of dividend on Equity Shares for the financial year ended 31st March, 2018.

| Resolution required : (Ordinary/Special) | | ORDINARY RESOLUTIONS | | | | | | |
|---|----------------|---------------------------|---------------------------|--|-----------------------------|------------------------------|---|---|
| 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 | 3,19,19,254 | 3,19,19,254 | 100% | 3,19,19,254 | --- NIL --- | 100% | --- NIL --- |
| Public-Institutions | E-voting | 1,98,45,397 | --- NIL -- | --- NIL --- | --- NIL -- | --- NIL --- | --- N. A. --- | --- N.A. --- |
| Public- Non Institutions | E-voting | 1,57,35,349 | 53,77,329 | 34% | 53,77,329 | --- NIL --- | 100% | --- NIL --- |
| TOTAL | | 6,75,00,000 | 3,72,96,583 | 55% | 3,72,96,583 | --- NIL --- | 100% | --- NIL --- |



ANNEXURE - "A" (Page 2 of 2)

| Resolutions / Agenda No. 3 : (Ordinary Resolution) : - Appointment of a Director in place of Ms. Nandini Khaitan (DIN: 06941351), who retires from office by rotation, and being eligible, offer himself for re-appointment. | | | | | | | | |
|---|----------------|---------------------------|---------------------------|--|-----------------------------|------------------------------|---|---|
| Resolution required : (Ordinary/Special) | | | ORDINARY RESOLUTIONS | | | | | |
| 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 | 3,19,19,254 | 3,19,19,254 | 100% | 3,19,19,254 | --- NIL --- | 100% | --- NIL --- |
| Public-Institutions | E-voting | 1,98,45,397 | --- NIL -- | --- NIL --- | --- NIL -- | --- NIL --- | --- N. A. --- | --- N.A. --- |
| Public- Non Institutions | E-voting | 1,57,35,349 | 53,77,329 | 34% | 53,77,329 | --- NIL --- | 100% | --- NIL --- |
| TOTAL | | 6,75,00,000 | 3,72,96,583 | 55% | 3,72,96,583 | --- NIL --- | 100% | --- NIL --- |

| Resolutions / Agenda No. 4 : (Special Resolution): - Re-Appointment of Mr. Rajendra Kumar Dabriwala (DIN-00086658) as Managing Director | | | | | | | | |
|--|----------------|---------------------------|---|--|-----------------------------|------------------------------|---|---|
| Resolution required : (Ordinary/Special) | | | SPECIAL RESOLUTIONS | | | | | |
| Whether promoter / promoter group are interested in the agenda/resolution ? | | | YES. ALL THE PROMOTERS AND THE ENTIRE PROMOTER GROUP ARE CONCERNED OR INTERESTED, FINANCIALLY OR OTHERWISE, IN THE 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 | 3,19,19,254 | --- NIL -- | --- NIL -- | --- NIL -- | --- NIL -- | --- NIL -- | --- NIL --- |
| Public-Institutions | E-voting | 1,98,45,397 | --- NIL -- | --- NIL -- | --- NIL -- | --- NIL --- | --- N. A. --- | --- N.A. --- |
| Public- Non Institutions | E-voting | 1,57,35,349 | 53,77,329 | 34% | 53,77,329 | --- NIL --- | 100% | --- NIL --- |
| TOTAL | | 6,75,00,000 | 53,77,329 | 8% | 53,77,329 | --- NIL --- | 100% | --- NIL --- |

Note: All the above resolutions have been passed unanimously.

Thanking You,

Yours Faithfully,

Khushboo Gulgulia

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



Place : Kolkata

Dated : 24th September, 2018