

INTERNATIONAL CONVEYORS LIMITED

Falta SEZ, Sector-II, Near Pump House No. 3, Village & Mouza Akalmegh,
Dist. 24 Parganas (s), West Bengal-743504
CIN L21300WB1973PLC028854

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, has been amended from time to time (hereinafter referred to as the 'Regulations') in terms of which the Company is required to frame a Code of Conduct for prevention of insider trading by employees of the Company, including the Directors, in relation to the securities of the Company.

In line with the said Regulations, the following amended Code of Conduct for prevention of Insider Trading (hereinafter referred to as the 'Code') was adopted by the Board of Directors of the Company at its meeting held on 30th January, 2009 and thereafter amended with the approval of the Board with effect from 30th May, 2014 which is further amended with the approval of the Board with effect from November 11, 2020. The detailed revised Code is given below:

1.0 INTRODUCTION

Trading in a Company's securities by insiders who enjoy a special status, when compared with the general investors, as regards price sensitive information, and who, as a result thereof are able to use their special status for individual benefit, is commonly referred to as Insider Trading.

The Securities and Exchange Board of India ("SEBI") has notified the SEBI (Prohibition of Insider Trading) Regulations , 1992 (hereinafter referred to as "Regulations) dealing inter alia ,with buying and selling of securities of the Company by Insiders .These Regulations contain Managers, Company Secretary and "Designated Employees" , which need to be followed, if these categories hold, acquire, purchase or sell such Company's securities .The Regulations required the Board of Directors of a Company to frame an Internal Code of Conduct which is in no manner diluting the Model Code and ensure compliance of the same .This Code is in furtherance of this requirement.

All employees are required to abide by Part 'A' of this Code. The disclosure and trading restrictions as mentioned in Parts 'C 'and 'D' respectively are applicable only to Directors, Officers and Designated Employees and hence the trading restrictions and disclosure requirements will apply only to these special categories of persons.

2.0 OBJECTIVE AND SCOPE OF THE CODE

The Code for Prevention of Insider Trading in the Securities of **INTERNATIONAL CONVEYORS LIMITED** (herein after referred to as "the Code") is formulated with a view to serve as a guiding charter for all concerned persons associated with the functioning of listed companies and their dealings in securities of such companies. The Code also seeks to ensure timely and adequate disclosure of Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's securities.

Adherence to the Code by all Employees is mandatory, however, more detailed disclosures and approvals as contained in Parts 'C' and 'D' are required from Directors, Officers and Designated Employees. In particular, these categories are as under:

"Officers" means-

- Directors, Manager or Secretary or any other persons in accordance with whose instructions the Board of Directors or anyone or more Directors are accustomed to act including the Auditors.

"Designated Employees" means

- Officers comprising the top three tiers of the Company Management i.e. Managing Director, Company Secretary and Vice President.
- Executives of other Departments / Divisions on a case to case basis, who could be reasonably expected to have access to unpublished price sensitive information relating to the Company, to be decided by the Compliance Officer from time to time.

'Relatives'

- Means a person, as defined in ~~section 6 of the Companies Act, 1956~~ Section 2(77) of the Companies Act, 2013.

3.0 DEFINITIONS

- a. **"Act"** means the Securities and Exchange Board of India Act, 1992
- b. **"Body corporate"** means a body corporate as defined in section 2 of the Companies Act ~~1956~~ 2013
- c. **"Board"** means Board of Directors of the Company.
- d. **"Code"** means the Code for Prevention of Insider Trading in Securities of INTERNATIONAL CONVEYORS LIMITED
- e. **"Company"** means INTERNATIONAL CONVEYORS LIMITED.
- f. **"Connected Person"** means any person who is a director of the Company or is deemed to be a director of the Company or occupies the position as an officer or an employee of the Company or holds a position involving a professional or business relationship between himself and the Company, whether temporary or permanent and who may reasonably be

expected to have access to unpublished price sensitive information in relation to the Company.

Connected person shall also include any person who is a connected person six months prior to an act of insider trading.

- g. **“Dealing in Securities”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as a principal or as an agent.
- h. **“Insider”** means any person who
 - (i) is connected or was connected with the Company or is deemed to have been connected with the Company and who is reasonably expected to have access to unpublished price sensitive information in respect of the securities of the Company ,or
 - (ii) has received or has had access to such unpublished price sensitive information.
- i. **“Price Sensitive Information”** means any information which is related directly or indirectly to the Company and which if published is likely to materially affect the price of the securities of the Company. The following shall be deemed to be price sensitive information:
 - (i) periodical financial results of the Company;
 - (ii) intended declaration of dividends(both interim or final);
 - (iii) issue of securities or buyback of securities;
 - (iv) any major expansion plans or execution of new projects;
 - (v) amalgamation, mergers or takeovers;
 - (vi) disposal of the whole or substantial part of the undertaking;
 - (vii) any significant changes in policies, plans or operations of the Company.
- j. **“SEBI”** means Securities and Exchange Board of India,
- k. **“Securities”** means the Company’s shares for the present, and in the future, debentures, bonds, derivatives or like instruments that are traded on any Indian Stock Exchange, as applicable.
- l. **“Unpublished Information”** means information which is not published by the Company or its agents and is not specific in nature. Speculative information in print media or electronic media shall not be considered as published information.
- m. **“Working day”** means the working day when the regular trading is permitted on the concerned stock exchange where securities of the Company are listed.

Words and expressions used herein and not defined in this Code but defined in the Regulations or the Companies Act, 1956 2013 shall have the same meanings respectively assigned to them in those Acts.

PART 'A' CONFIDENTIALITY

4.1 CONFIDENTIALITY OF PRICE SENSITIVE INFORMATION

'Insider' has to follow certain rules which are as follows:

- (a) they shall not acquire/ purchase/ sell the Company's securities either on behalf of themselves or others, when in possession of unpublished Price Sensitive Information;
- (b) they shall not communicate or counsel or procure, directly or indirectly ,any unpublished Price Sensitive Information to any person who while in possession of such unpublished price sensitive information shall not deal in securities:

Provided that nothing contained above shall be applicable to any communication required in the ordinary course of business or profession or employment or under any law.

4.2 COMMUNICATION AND SECURITY GUIDELINES FOR CONFIDENTIALITY

- (a) Price Sensitive Information is to be handled on a "need to know" basis i.e. the communication of unpublished Price Sensitive Information should be only to those within the company, who need the same for discharge of their duties.
- (b) If any non public information is inadvertently received by any employee, the same should be immediately reported, in writing, to the Compliance Officer.
- (c) Files containing confidential information shall be kept secure. Computer files must have adequate security of login, passwords, etc.

PART 'B' DUTIES OF THE COMPLIANCE OFFICER

5.1 DUTIES OF THE COMPLIANCE OFFICER

The Compliance Officer shall be responsible for setting forth policies, procedures and monitoring adherence to the rules for the preservation of "Price Sensitive

Information", pre-clearing; of designated employees' and their dependents' trades, monitoring of trades and the implementation of the this Code, under the overall supervision of the Board and shall report to the Managing Director.

5.2. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

All directors/officers/designated employees of the Company shall be required to forward following details of their securities transactions including the statement of dependent family members to the Compliance Officer:

- (a) all holdings in securities of the company by directors/officers/designated employees at the time of joining the company;
- (b) periodic statement of any transactions in securities on the last day of every month; and
- (c) annual statement of all holdings in securities.

The Compliance Officer shall maintain records of all the declarations given by the directors/officers/designated employees for a minimum period of three years.

The Compliance Officer shall place before the Managing Director, on a monthly basis all the details of the dealing in the securities by designated employees/directors/officer of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

5.3 PRESERVATION OF PRICE SENSITIVE INFORMATION

- a. All Designated Employees and Connected Persons shall maintain the confidentiality of price sensitive information. All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- b. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- c. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- d. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
 - an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction (sharing of such information*) is in the best interests of the Company; or
 - not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction (that sharing of such

information) is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine. (to be adequate and fair to cover all relevant and material facts*).

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

**The Board of director shall maintain a structured digital data base containing the nature of Unpublished Price Sensitive Information and the names of such persons who have shared the information and also name and PAN of such persons or entities or any other identifier authorized by law, where PAN is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of the data base.*

**The structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.*

e. Need to Know:

- (i) **“need to know”** basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

f. Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

g. Chinese Wall:

To prevent the misuse of UPSI, the Company has adopted a “Chinese Wall,” which separates those departments which routinely have access to UPSI, considered “inside areas” from those departments which deal with investment advice or other departments providing support services, considered “public areas”. Further as per said Chinese wall:

The Employees in the inside areas are not allowed to communicate any UPSI to anyone in the public areas. The Employees in inside area may be physically separated from the Employees in public area.

The demarcation of various departments as inside area shall be determined by the Compliance Officers in consultation with the Board. Only in exceptional circumstances, Employees from the public areas are brought over the wall, and given UPSI on the basis of "need to know" criteria, under intimation to the Compliance Officer.

PART 'C'
DISCLOSURE OF HOLDINGS IN SECURITIES

The following disclosures shall be made to the Compliance Officer:

6.1 INITIAL DISCLOSURES

By Whom and to Whom	What to be disclosed	When to be disclosed	What form to be used
Pursuant to Regulation 13(1) , any person who holds more than 5% shares or voting rights to; a) The Company	Number of shares or voting rights held by such person, on becoming such holder	Within 2 working days of: (a) the receipt of intimation of allotment of shares; or (b) the acquisition of shares or voting rights, as the case may be	Form A, As prescribed by SEBI from time to time.
Pursuant to Regulation 13(2) , Directors, Officers a) The Company	Number of shares or voting rights held and positions taken in derivatives by them and their dependents family members.	Within 2 working days of becoming a Director, Officer of the Company	Form B, As prescribed by SEBI from time to time.
Pursuant to Regulation 13(2A) , any person who is a promoter or part of promoter group a) The Company	Number of shares or voting rights held by them	Within 2 working days of becoming promoter or person belonging to promoter group	Form B, As prescribed by SEBI from time to time.

6.2 CONTINUAL DISCLOSURES

A.

By Whom and to Whom	What to be disclosed	When to be disclosed	What form to be used
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<p>Pursuant to Regulation 13(3), any person who holds more than 5% shares or voting rights to;</p> <p>a) The Company</p>	<p>Number of shares or voting rights held and change in shareholding or voting rights, even if such change results in shareholding falling below 5%, if there has been change in such holdings from the last disclosure made under sub-regulation (1) and such change exceeds 2% of total shareholding or voting rights in the Company.</p>	<p>Within 2 working days of:</p> <p>(a) Receipt of intimation of allotment of shares or</p> <p>(b)Acquisition or sale of shares or voting rights, as the case may be.</p>	<p>Form C, As prescribed by SEBI from time to time.</p>
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B.

By Whom and to Whom	What to be disclosed	When to be disclosed	What form to be used
<p>Pursuant to Regulation 13(4), Directors, Officers</p> <p>a) The Company</p> <p>b) The Stock Exchange where the securities are listed</p>	<p>(a)Number of shares or voting rights held,</p> <p>(b) Change in shareholding or voting rights, if there has been a change in their holdings and their dependent family members holding from the last disclosure made under sub-regulation (2) or under this regulation, and the change exceeds Rs 5 lacs in value or 25000 shares or 1% of total shareholdings or voting rights <i>whichever is lower</i>.</p>	<p>Within 2 working days of:</p> <p>(a) Receipt of intimation of allotment of shares or</p> <p>(b)Acquisition or sale of shares or voting rights, as the case may be</p>	<p>Form D, As prescribed by SEBI from time to time.</p>
<p>Pursuant to Regulation 13(4A), any person who is a promoter or part of promoter group</p> <p>a) The Company</p> <p>b) The Stock Exchange where the securities are listed</p>	<p>(a)Number of shares or voting rights held,</p> <p>(b) Change in shareholding or voting rights, if there has been a change in their holdings from the last disclosure made under Listing Agreement or under sub-regulation (2A) or under this sub-regulation, and the change exceeds Rs 5 lacs in value or 25000 shares or 1% of total</p>	<p>Within 2 working days of:</p> <p>(a) Receipt of intimation of allotment of shares or</p> <p>(b)Acquisition or sale of shares or voting rights, as the case may be</p>	<p>Form D, As prescribed by SEBI from time to time.</p>

	shareholdings or voting rights <i>whichever is lower.</i>		
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The information received at Clause 6.1 and 6.2 will be intimated by the Compliance Officer to all the Stock Exchanges on which the securities of the Company are listed within 2 working days of receiving the same.

The disclosures required under this Code may also be made through electronic filing in accordance with the system devised by the Stock Exchange.

PART 'D'
TRADING RESTRICTIONS

All Directors, Officers and Designated Employees of the Company shall be subject to trading restrictions as enumerated below:

7.1 TRADING WINDOW

The period prior to the declaration of Price Sensitive Information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Directors, Officers and Designated Employees will, during that period, often possess unpublished Price Sensitive Information.

During such sensitive times, the Directors, Officers and Designated Employees will have to forego the opportunity of trading in the Company's securities.

The Directors, Officers and Designated Employees of the Company shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal with any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred below or during any other period as may be specified by the Company from time to time. The period during which the trading window is closed shall be termed as prohibited period.

The trading window shall be, inter alia, closed at the time of:

- (a) Declaration of financial results(quarterly, half yearly and annual)
- (b) Declaration of dividends (interim and final)
- (c) Issue of securities by way of public/ rights/ bonus, etc.

- (d) Any major expansion plans or execution of new projects
- (e) Amalgamation, mergers, takeovers and buyback
- (f) Disposal of whole or substantially whole of the undertaking
- (g) Any changes in policies, plans or operations of the Company

The time for commencement of closing of the trading window will be ~~three~~ seven days prior to the date of the Board Meeting to be held for consideration/ approval of the items mentioned above and ends ~~24 hours~~ 48 hours after the above information is made public.

*The trading window shall be closed after the quarter end in case of declaration of Financial Results and shall re-open after 48 hours after the declaration of Financial Results.

7.2 PRECLEARANCE OF TRADES

All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 50,000 shares or up to Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

7.3 PREDEALING PROCEDURE

1. An application for pre clearance should be made in Forms referred to in **Annexure A** of this Code to the Compliance Officer indicating the details of the transaction.
2. An undertaking shall be executed in favour of the Company in **Annexure B** by such Director, Officer or Designated Employee incorporating, inter alia, the following clauses, as may be applicable:
 - (a) That the Director/ Officer/ Designated Employee does not have any access to or has not received "Price Sensitive Information" upto the time of signing the undertaking.
 - (b) That in case the Director/ Officer/ Designated Employee has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he /she shall inform the Compliance Officer of the change in his/her position and that he/ she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - (c) That he/ she has not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.
 - (d) That he /she has made a full and true disclosure in the matter.

3. The Compliance officer shall on receiving an application provide the Designated Persons or their immediate relatives with an acknowledgement on the duplication of the application. Further the Compliance officer shall grant approval (**Annexure C**) within 2 days from the date of acknowledgement.

4. If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.

5. No Designated Employee or his/ her immediate relative shall apply for pre-clearance of any proposed trade when the trading window is closed or if he/ she is in possession of unpublished price sensitive information. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearances is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

6. It shall be the responsibility of Designated Employees to ensure compliance of aforesaid clauses above in case of their immediate relatives also.

7. All -Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act. In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

(Provided that this shall not be applicable for trades pursuant to exercise of stock options)*

8. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

In case of dealing by the Compliance Officer, prior permission from the Managing Director shall be obtained.

PART 'E'
OTHER RESTRICTIONS

8.1 All Directors, Officers and Designated Employees and their dependant family

members shall execute their order in respect of the securities of the Company within one week after the approval for pre clearance is given. If the order is not executed within one week after the approval is given, the Director Officer or Designated Employee must pre clear the transaction again.

- 8.2** All Directors, Officers and Designated Employees who buy or sell any number of securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of securities during the next six months following the prior transaction. All Directors, Officers and Designated Employees shall also not take positions in derivative transactions in the shares of the Company at anytime. In the case of subscription in the primary market (initial public offers), the Directors, Officers and Designated Employees shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- 8.3** In case, the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer on an application made to him after recording in writing his /her reasons in this regard.
- 8.4** In case of sale by the Compliance Officer, the waiver from the holding period shall be obtained from the Managing Director.

PART 'F'
DELEGATION AND PENALTY

9.0 DELEGATION

The Compliance Officer is authorized to delegate the powers conferred upon him/her by this Code to one or more employees of the Company whilst proceeding on leave or during his/her temporary absence from the Company, to be exercised by them in consultation with the CEO/CFO.

10.0 PENALTY FOR CONTRAVENTION OF THE CODE

- (a) Any Director, Officer or Designated Employee who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- (b) Any Director, Officer or Designated Employee who violates this Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligible for future participation in Employee Stock Option Plans, etc. **Further, pursuant to the disciplinary action taken by the Company, if any amount is collected, then the same shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by it under the SEBI Act, 1992.*
- (c) The action taken by the Company shall not preclude SEBI from taking any

action in case of violation of this Regulation.

11. INFORMATION TO SEBI IN CASE OF VIOLATION OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

In case it is observed by the company and/or Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall **promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the SEBI from time to time.*

12. AMENDMENTS/ REVISIONS

The Board shall have power to amend/ replace the code as and when applicable and revised from Regulators.

The Company Secretary & Compliance Officer is being authorized to make necessary changes in the disclosure required, format & other information to make a fair and transparent disclosure in aforesaid Code of Conduct.

Place: Kolkata

Date: November 11, 2020

Annexure A

Application for Pre clearance for dealing in Company's Securities above threshold limit (Refer Clause No .7.3 of the Code for Prevention of Insider Trading of Company)

To,
The Compliance Officer
ICL

Dear Sir,

I am desirous of dealing in the below-mentioned securities of the Company in my own name or on behalf of my dependent family member (write name of family member and relationship) and seek your approval to acquire/ purchase/ sell them.

Type of Security	No. of Shares	Market Price	Mode of Acquisition/ Sale	Date by which trade is proposed to be executed	Folio No./ DP ID No./Client ID No. Along with the name of depository	Present Holding (No. of Shares)	
Equity Shares						Physical	Demat

In relation to the above Acquisition/ Purchase/ Sale, I undertake that:

- I have no access to nor do I have any information that could be construed as "Price Sensitive Information" upto the time of signing this undertaking.
- In case, I get access to or receive any "Price Sensitive Information" after signing this application but before the execution of the transaction, I shall inform you of the change in position and shall refrain from dealing in Shares till such information is made public.
- I have not contravened the Company's Code of Conduct for Prevention of Insider Trading as notified by the company from time to time.
- I have made full and true disclosure in this application.

Signature:
Name:
Designation:
Location:

ANNEXURE B

**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION
FOR PRE-CLEARANCE UNDERTAKING**

UNDERTAKING

To,
International Conveyors Limited,
Kolkata

I, _____, _____ of the
Company residing at _____, am
desirous of dealing in _____ * shares of the Company as mentioned in my
application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished
Price Sensitive Information (as defined in the Company's Code of Conduct for
prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be
construed as "Price Sensitive Information" as defined in the Code, after the signing
of this undertaking but before executing the transaction for which approval is sought,
I shall inform the Compliance Officer of the same and shall completely refrain from
dealing in the securities of the Company until such information becomes public. I
declare that I have not contravened the provisions of the Code as notified by the
Company from time to time.

I undertake to submit the necessary report within four days of execution of the
transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of
approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date:

Signature: _____

* Indicate number of shares

**ANNEXURE C
FORMAT FOR PRE- CLEARANCE ORDER**

To,
Name: _____

Designation: _____

Place: _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached **Annexure D** within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

For **INTERNATIONAL CONVEYORS LTD**

COMPLIANCE OFFICER

Date: _____

Encl: Format for submission of details of transaction

ANNEXURE D
FORMAT FOR DISCLOSURE OF TRANSACTIONS
(To be submitted within 2 days of transaction / dealing in securities
of the Company)

To,
The Compliance Officer,
International Conveyors Ltd,
Kolkata

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder	No. of securities dealt with	Bought/sold /subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date: _____

Signature: _____

Name:

Designation:

