



International Conveyors Limited

CIN: L21300WB1973PLC028854

Regd. Office: Falta SEZ, Sector-II, Near Pump House No. 3,
Village. & Mouza.- Akalmegh, Dist. 24 Parganas (S), West Bengal-743504

Corporate Office: 10 Middleton Row, Kolkata-700071

Phone: (033) 4001 0061; Fax: (033) 2217-2269

E-mail: investors@icbelting.com ; Website: www.icbelting.com

NOTICE

Notice is hereby given that the 48th Annual General Meeting of members of **INTERNATIONAL CONVEYORS LIMITED** is schedule to be held on **Saturday, September 25, 2021 at 2:00 P.M.** at the registered office of the Company at **Falta SEZ, Sector-II, Near Pump House No. 3, Village & Mouza-Akalmegh, Dist.-24 Parganas (S)-743504, West Bengal**, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 (Standalone and Consolidated) along with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2021.
3. To appoint a Director in place of Smt. Yamini Dabriwala (DIN-00567378), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification(s) the following Resolution:

4. As an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder, read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri Sunit Mehra (DIN:00359482), who based on the recommendation of Nomination & Remuneration Committee was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors w.e.f. July 31, 2021 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the conclusion of this Annual General Meeting (AGM), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this AGM.

5. As an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Shri Surbhit Dabriwala (DIN-00083077), who was appointed as an Additional (Non-Executive) Promoter Director on the Board of Directors of the Company at the Board Meeting held on June 11, 2021, to hold office up to the date of this Meeting, be and is hereby appointed as a Non- Executive Promoter Director of the Company and his office will be liable to retirement by rotation."

6. As a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for the re-appointment of Shri Rajendra Kumar Dabriwala (DIN: 00086658) as Managing Director of the Company, for a further period of 3 (three) years commencing from October 1, 2021 on the terms and conditions as specified in the statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice and also draft agreement submitted to this Meeting, with liberty to the Board of Directors (the "Board") to revise, amend, alter and vary the terms and conditions of the said re-appointment and / or remuneration including perquisites as it may deem fit and as may be acceptable to Shri Rajendra Kumar Dabriwala (DIN: 00086658), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."



7. As a Special Resolution

“RESOLVED THAT in pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, (including any re-enactment(s) and amendment(s) made there under, if any, for the time being in force) and the applicable rules and regulations thereto, consent of the members be and is hereby accorded for contributing from time to time to any national, charitable, social, benevolent, public or general and other funds/ institutions/ hospitals/ trustees/ entities any amounts the aggregate of which does not exceed Rs. 10,00,00,000/- (Rupees Ten Crores Only).

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution.”

By Order of the Board of Directors
For International Conveyors Ltd.

Sd/-

Dipti Sharma

Company Secretary & Compliance Officer

Date: July 31, 2021

Place: Kolkata

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 hours before the commencement of the Meeting.**
A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is annexed hereto.
3. Attendance Slip, Proxy Form and the Route Map of the venue of the meeting are annexed herewith.
4. Members/Proxies/Authorised Representatives should bring the Attendance Slip duly filled in for attending the meeting.
5. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and rules framed thereunder, the Register of Members and Share Transfer Books of the Company will remain closed from 18.09.2021 to 25.09.2021, both days inclusive, for determining the entitlement of shareholders to the payment of dividend.
7. Subject to the provisions of Section 126 of the Companies Act, 2013, if the Final Dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made within thirty days from the date of declaration of dividend to:
 - a) all those Beneficial Owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on September 17, 2021;
 - b) all those members holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/ Share Transfer Agent (i.e. Maheshwari Datamatics Pvt. Ltd.) on or before the close of business hours on September 17, 2021.
8. Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received in case of transmission or transposition of securities. Therefore, Members holding shares in Physical Form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares.
9. The Notice of the 48th AGM will be available on the website of the Company at www.iclbelting.com and may also be accessed from the relevant section of the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 48th AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.
11. For effecting changes in address/bank details/NACH (National Automated Clearing House) mandate, Members are requested to notify:
 - i. the R&T Agent of the Company, viz. M/s Maheshwari Datamatics Private Ltd. by uploading the necessary documents at <http://mdpl.in/form>, if shares are held in physical form.
 - ii. their respective Depository Participant (DP), if shares are held in electronic form.Members are requested to quote their Registered Folio number in all correspondence with the Company or its R&T Agent.
12. SEBI vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all members holding shares in physical form. Therefore, the members are requested to submit their PAN and Bank Account details to the R&T Agent by uploading the necessary documents at <http://mdpl.in/form> or to the Registered Office of the Company.
13. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.



14. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation of COVID-19 pandemic, owing to the difficulties involved in dispatching of physical copies of the Notice of the AGM and the Annual Report for the year 2020-21 including therein the Audited Financial Statements for year 2020-21, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form, please register the same by uploading the necessary documents at <http://mdpl.in/form/email-update>.
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participants.
The Annual Report of the Company for the year 2020-21 will also be made available on the Company's website at www.icbelting.com.
15. Pursuant to Regulation 12 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule I to the said Regulations, all companies mandatorily have to use the bank account details furnished by the depositories for payment of dividends. Dividend will be credited to the Members' bank account through NACH/NEFT wherever complete core banking details are available with the Company. In the absence of core banking details, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records.
16. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away vide notification dated May 07, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 23, 2017.
17. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
18. Members holding shares in physical form are requested to quote their Folio No. and in case shares are held in dematerialised form, members are requested to quote their Client ID and DP ID Nos. in all communications with the Company.
19. Members seeking any information with regard to the Financial Statements are requested to write to the Company at least seven (7) days before the Meeting, so as to enable the Management to keep the information ready at the ensuing Annual General Meeting.
20. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividends for the Financial Year ended March 31, 2014 and thereafter, which remain unpaid or unclaimed for a period of 7 years will be transferred to the 'Investor Education and Protection Fund' ("IEPF") constituted by the Central Government. Members, who have not encashed their dividend warrant(s) for the Financial Year ended March 31, 2014 or any subsequent financial year(s) are urged to claim such amount from the Company/ Registrar and Share Transfer Agent. The due dates for transfer of the unpaid/unclaimed dividend relating to FY 2013-14 and subsequent financial years to the IEPF are separately given in Corporate Governance Report annexed to Director's Report for the year ended March 31, 2021.
21. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time (IEPF Rules), all Shares in respect of which Dividend has not been paid or claimed by the Members for seven (7) consecutive years or more would be transferred to the demat account of IEPF Authority. In terms of the aforesaid provisions, during the financial year 2020-21, the Company has transferred 12,611 underlying equity shares in aggregate to 2 members on which dividend had remained unpaid or unclaimed for seven consecutive years or more i.e. from FY 2012-13 onwards to the demat account of IEPF authority.
22. The shareholders whose dividend/shares are transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>. In case the Members have any query on the subject matter and the IEPF Rules, they may contact the RTA of the Company.
23. Pursuant to provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Share Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
24. Pursuant to the Income-tax Act, 1961 read with the Finance Act, 2020, dividend income is taxable in the hands of the Members with effect from 1st April, 2020 and the Company is required to deduct tax at source from such dividend at the prescribed rates. Communication providing information and detailed instructions with respect to tax on dividend for the financial year ended March 31, 2021 will be emailed separately by the Company to the Members.
25. **Voting through electronic means:**
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and

Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. Instructions for e-voting are given here in below. Resolution(s) passed by members through e-voting is/ are deemed to have been passed as if they have been passed at the AGM.

- II. The facility for voting through Polling Paper shall also be made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper and the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- III. **The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:**

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System My easi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle is open.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to khushboo.gulgulia@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Mr. Amit Vishal, AVP / Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@iclbeltng.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master copy or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@iclbeltng.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) regarding NSDL e-voting system in future.
- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 18, 2021. Any person who is not a member as on the said cut-off date should treat this Notice for information purpose only.
- VI. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 18, 2021 may obtain the Login ID and password by sending a request at evoting@nsdl.co.in.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through Polling Paper.
- VIII. Ms. Khushboo Gulgulia, Practicing Company Secretary (Membership No.62099), CP No. 24240 has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- IX. The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, would count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the company and make, not later than 48 (forty eight) hours of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

- X. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.iclbelting.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and The Calcutta Stock Exchange Limited ("CSE"), where the shares of the Company are listed.
- XI. The e-voting period commences on Wednesday, September 22, 2021 (10:00 a.m. IST) and ends on Friday, September 24, 2021 (5:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on September 18, 2021 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.

By Order of the Board of Directors
For International Conveyors Ltd.

Date: July 31, 2021
Place: Kolkata

Sd/-
Dipti Sharma
Company Secretary & Compliance Officer



STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4 : Appointment of Shri Sunit Mehra (DIN-00359482) as Non-Executive Independent Director of the Company

Shri Sunit Mehra (DIN-00359482) was appointed as a Non-Executive Non-Independent Director of the Company with effect from January 17, 2014. As per regulation 17(1)(b) of Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulations, 2015, at least half of the Board of Directors of the Company should consist of Independent Directors. To comply with the said regulations, it was required to appoint one more Independent Director on the Board. For this purpose, the Board of Directors of the Company at their meeting held on July 31, 2021 approved to change the designation of Shri Sunit Mehra (DIN-00359482) from Non- Executive Non-Independent Director to Additional Non-Executive Independent Director.

In terms of Section 161 of the Companies Act, 2013, he holds office up to the date of this AGM of the Company. Based on the recommendations of the Nomination and Remuneration Committee (NRC) of the Company and in compliance with the provisions of Sections 149, 152 of the Companies Act, 2013, the Rules framed thereunder read with Schedule IV to the Companies Act, 2013, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Nomination and Remuneration Policy of the Company, the Board has appointed Shri Sunit Mehra as an additional Independent Director of the Company, with effect from July 31, 2021 subject to approval of the Members of the Company at the ensuing AGM. The period of office of Shri Sunit Mehra as an Independent Director of the Company shall not be liable to determination by retirement of directors by rotation at every AGM.

In terms of the provisions of the Companies Act, 2013, Shri Sunit Mehra has filed requisite consent(s) / disclosures before the Board. In the opinion of the Board, Shri Sunit Mehra meets the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013 and Rules framed thereunder read with Regulation 16 of the Listing Regulations and that he is independent of the management.

The necessary documents relating to his appointment shall be open for inspection by the Members at the Corporate Office of the Company at 10, Middleton Row, Kolkata-700071, West Bengal. Inspection by the Members can be done on any working day between 11:00 a.m. and 12:30 p.m.

Brief profile of Shri Sunit Mehra (DIN-00359482) is attached to this notice.

Except Shri Sunit Mehra, no other Director or Key Managerial Personnel of the Company or their relatives, is concerned or interested financially or otherwise, in Resolution No. 4 as contained in the Notice.

The Board recommends Resolution No. 4 as an Ordinary Resolution for approval by the Members.

Item No. 5 : Appointment of Shri Surbhit Dabriwala (DIN-00083077) as Non-Executive Promoter Director of the Company

Shri Surbhit Dabriwala (DIN-00083077) was appointed as an Additional Director (Category: Non-Executive Promoter Director) of the Company by the Board of Directors w.e.f. June 11, 2021. In terms of Section 161 of the Companies Act, 2013, he holds office up to the date of this AGM. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, pursuant to Section 152 of the Companies Act, 2013, the Rules framed thereunder read with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Nomination and Remuneration Policy of the Company, proposed the appointment of Shri Surbhit Dabriwala (DIN-00083077) as a Director (Category: Non-Executive Promoter Director) of the Company subject to approval of Members by way of an Ordinary Resolution. The period of office of Shri Surbhit Dabriwala as the Director of the Company shall be liable to determination by retirement of directors by rotation at every AGM.

Shri Surbhit Dabriwala has 21 years of experience in manufacturing and real estate sectors. Shri. Dabriwala runs a family office that has exposure to various interests - both private and public equities that include global equities, hedge funds and other alternative assets like real estate in Singapore and UK and Contemporary and Modern Art.

In terms of the provisions of the Companies Act, 2013, Shri Surbhit Dabriwala has submitted requisite consent(s) / disclosures before the Board. The Company has also received declaration from Shri Surbhit Dabriwala in Form DIR-8 to the effect that he is not disqualified to be appointed as a Director in any Company.

Brief profile of Shri Surbhit Dabriwala (DIN-00083077) is attached to this notice.

Except Shri Surbhit Dabriwala, Smt. Yamini Dabriwala and Shri R. K. Dabriwala no other Director or Key Managerial Personnel of the Company or their relatives, is concerned or interested financially or otherwise, in Resolution No. 5 as contained in the Notice

The Board recommends Resolution No. 5 as an Ordinary Resolution for approval by the Members.

Item No. 6 : Re-appointment of Shri R. K. Dabriwala (DIN-00086658) as Managing Director of the Company

The present term of appointment of Shri Rajendra Kumar Dabriwala (DIN-00086658) as Managing Director of the Company will expire on September 30, 2021. His re-appointment as Managing Director, for a further period of 3 years from October 1, 2021 was recommended by the Nomination and Remuneration Committee at their meeting held on June 29, 2021 and also approved by the Board of Directors in their Meeting held on June 29, 2021. The re-appointment and other terms and conditions, needs approval of the members in terms of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder. The proposed agreement shall be available for inspection by any member during 11:00 A.M to 12:30 P.M on all working days at the Corporate Office. Considering all aspects, the Board has approved and now proposes for your consideration the terms and conditions of his re-appointment.

The material provisions of the draft agreement approved by the Board are as follows:

I. BASIC SALARY

Rs. 16,00,000 P.M. (INR – Sixteen Lacs only), Rs. 20,00,000 P.M. (INR-Twenty Lacs only) and Rs. 25,00,000 P.M. (INR Twenty Five Lacs) for 1st year, 2nd year and 3rd year respectively. Further, annual increment which may be decided by the Board based on recommendations of the Nomination and Remuneration Committee ('NRC').

II. COMMISSION

1% of Net Profits of the Company in a particular year subject to overall ceilings laid down in Sections 196, 197 and Schedule V of the Companies Act, 2013.

III. PERQUISITES

- a) The expenditure incurred by the Company in hiring unfurnished accommodation in Kolkata, subject to a ceiling of 50% of salary, over and above 10% of such salary being payable by him.
- b) In case no accommodation is provided by the Company, House Rent Allowance will be paid subject to ceiling laid down in (a) above.
- (2) Medical expenses re-imbursed for self and family subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
- (3) Leave Travel Concession for self and family once in a year subject to a ceiling of one month's salary.
- (4) Club fee (other than admission fees) subject to a maximum of two clubs.
- (5) Personal accident insurance of which premium shall not exceed Rs. 1,00,000/- per annum.
- (6) Car for use of Company's business.
- (7) One Telephone at residence for official purposes.

IV. BENEFITS AND AMENITIES

- (1) Gratuity of half a month's salary for each completed year of service.
- (2) Leave-one month's leave for every eleven month's service with full pay and allowances and also encashment of unutilized leave at the end of tenure.
- (3) Loan from the Company in terms of the Loan scheme applicable to the employees of the Company as may be approved by the Board. Broad terms of the proposed Loan to Managing Director are:

Amount of Loan: Maximum of 3 years Base Salary

Interest rate: Nil

Repayment term: Maximum of 60 months

The remuneration is justified having regard to the responsibilities, which he is called upon to bear as a Managing Director of the Company. Notwithstanding anything herein above stated where in any financial year closing on or after March 31, 2021 during the tenure of Shri R. K. Dabriwala as a Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Shri R.K. Dabriwala the above remuneration by way of salary and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

Section 196(3) of the Companies Act, 2013 provides that no Company shall appoint or continue the employment of any person as Managing Director who has attained the age of seventy five years unless it is approved by members of the Company by way of Special Resolution.



Except Shri R. K. Dabriwala, Shri Surbhit Dabriwala and Smt. Yamini Dabriwala, None of the Directors/ Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution set forth in Item no. 6 as a Special resolution for approval by members.

Item No. 7 : Contribution to various bona fide and charitable funds

In accordance with the Section 181 of the Companies Act, 2013 read with any rules made thereunder, it is required to obtain approval of members before making any contribution to any charitable trusts or other funds for an amount exceeding 5% of the average net profits of the three immediately preceding financial years.

In light of the above, the approval of the members is therefore sought for an annual contribution of an amount up to Rs. 10,00,00,000/- (Rupees Ten Crores Only).

None of the Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financially or otherwise in the proposed resolution.

The Board recommends the Resolution set forth in Item no. 7 as a Special resolution for approval by members.

Profiles of Directors seeking appointment / re-appointment at the ensuing AGM

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings the details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting are provided below:

Particulars	Shri Rajendra Kumar Dabriwala	Smt. Yamini Dabriwala
Category of Director	Managing Director	Non-Executive Director
Date of Birth	January 29, 1941	September 27, 1976
Date of Appointment	June 18, 1973	November 14, 2019
Qualifications	JEDP-IIM-C OPM (HBS)	B.A. (Hons)
Expertise in specific functional areas	Shri Rajendra Kumar Dabriwala has done his JEDP from IIM-C and has completed his OPM from HBS. He is a member of various Merchant Chambers and Export Promotion Council. He is the driving force behind the success of this Organization. He is having 55 years of experience in the Conveyor belting industry. The Company has made tremendous progress due to his efforts. Subject to the supervision and control of the Board of Directors, Shri Rajendra Kumar Dabriwala is in overall in-charge of running the affairs of the Company including Budgeting, Funding and Corporate affairs. He is also looking after the general administration, banking, finance, sales and purchase. He is a dynamic industrialist. As a Managing Director he has played a key role in making the Company largest manufacturer of PVC belting. The Company has made tremendous growth under his leadership.	Smt. Yamini Dabriwala has more than 15 years of experience in the field of Real Estate. She also has a profound knowledge of Investment sector.
Directorships held in other Companies	<ul style="list-style-type: none"> • Dabri Properties and Trading Company Limited, • R.C.A. Limited 	<ul style="list-style-type: none"> • Dabri Properties & Trading Co. Ltd • Amaranth Education Private Limited • First Apartments Private Limited
Memberships/ Chairmanships of committees of other Companies	NIL	NIL
Number of Shares held in Company	24,26,620	17,07,900

Particulars	Shri Surbhit Dabriwala	Shri Sunit Mehra
Category of Director	Non-Executive Director	Non Executive Independent Director
Date of Birth	June 16, 1975	October 24, 1966
Date of Appointment	June 11, 2021	January 17, 2014
Qualifications	B. A (University of Pennsylvania)	Graduate from Jerome Fisher Dual Degree Program In Management And Technology From Wharton School, University of Pennsylvania, USA.
Expertise in specific functional areas	Mr. Surbhit Dabriwala has 21 years of experience in manufacturing and real estate sectors. Mr. Dabriwala runs a family office that has exposure to various interests - both private and public equities that include global equities, hedge funds and other alternative assets like real estate in Singapore and the UK and Contemporary and Modern Art.	Shri Sunit Mehra heads Hunts' Private Equity practice across Asia and is a Managing Partner of the firm. He has worked with large number of corporate boards and is an advisor to several Indian business houses on Corporate Governance. He is a past chairman of United Way of India, Vice Chairman – American Chamber of Commerce, Mumbai and Treasures of the Wharton Alumni Association of India. He has received business degree in marketing management from the Wharton School, and also a degree in engineering from the University of Pennsylvania.
Directorships held in other Companies	<ul style="list-style-type: none"> • Elpro International Limited • PNB Metlife India Insurance Company Limited • Dabri Properties & Trading Co Ltd • Amaranth Education Private Limited 	<ul style="list-style-type: none"> • International School of Corporate Etiquette and Protocol Pvt. Ltd. • Masas Consultants International Pvt. Ltd • Human Capital for Third Sector • Hunt Consulting Services Pvt. Ltd.
Memberships/ Chairmanships of committees of other Companies	Shri Surbhit Dabriwala is member of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of M/s Elpro International Limited and he is a member of Corporate Social Responsibility Committee, Risk Management Committee, Investment Committee and Nomination & Remuneration Committee of M/s PNB Metlife India Insurance Company Limited.	NIL
Number of Shares held in Company	1,23,24,859	NIL

By Order of the Board of Directors
For International Conveyors Ltd.

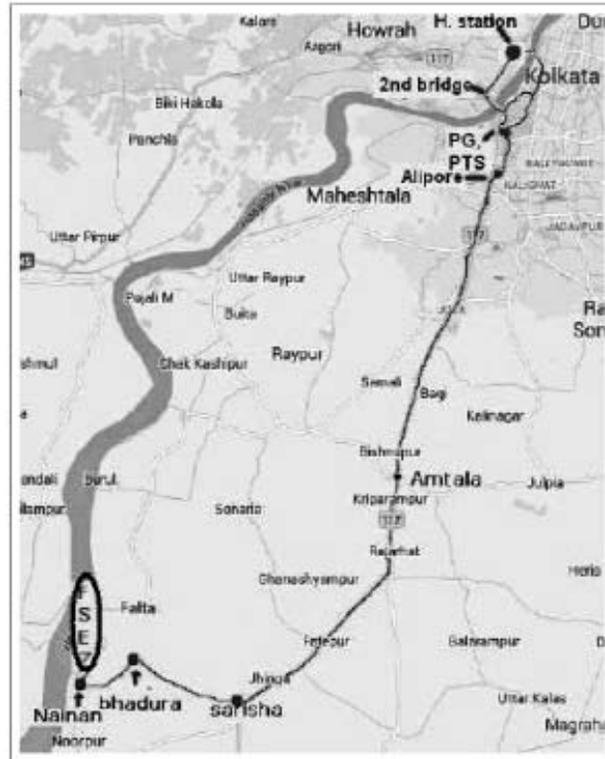
Sd/-

Dipti Sharma

Company Secretary & Compliance Officer

Date: July 31, 2021
Place: Kolkata

ROUTE MAP FOR THE 48TH AGM OF INTERNATIONAL CONVEYORS LIMITED



 Falta SEZ, Sector-II, Near Pump House
No. 3, Village and Mouza- Akalmegh
Dist. 24 Parganas (S), West
Bengal-743504

**INTERNATIONAL CONVEYORS LIMITED**

CIN: L21300WB1973PLC028854

Regd. Office: Falta SEZ, Sector-II, Near Pump House No. 3, Village. & Mouza- Akalmegh, Dist. 24 Parganas(S), West Bengal-743504

Corporate Office: 10 Middleton Row, Kolkata-700071

Phone: (033) 2229-6033/1768 | Fax: (033) 2217-2269 | E-mail: investors@icbelting.com | Website: www.icbelting.com

ATTENDANCE SLIP I/We hereby record my/our presence at the 48th Annual General Meeting of the International Conveyors Limited held on Saturday, September 25, 2021 at 2:00 p.m. at Falta SEZ, Sector-II, Near Pump House No. 3, Village & Mouza-Akalmegh, Dist. 24 Parganas (S), West Bengal-743504.	Folio/DP ID & Client ID No.:
	Share Holding:
	Serial No.:
	Name:
	Name(s) of joint Holder(s), if any:
	Address:

Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	PASSWORD

Please refer to the AGM Notice for e-voting instruction.

**INTERNATIONAL CONVEYORS LIMITED**

CIN: L21300WB1973PLC028854

Regd. Office: Falta SEZ, Sector-II, Near Pump House No. 3, Vill. & Mza.- Akalmegh, Dist. 24 Parganas(S), W.B.-743504

48TH ANNUAL GENERAL MEETING ON SATURDAY, SEPTEMBER 25, 2021 AT 2:00 P.M.**PROXY FORM-MGT.11**

I/We, being the member(s), holding.....shares of International Conveyors Limited hereby appoint :

- (1) Name Address
E-mail Id..... Signature.....or failing him/her
- (2) Name Address
E-mail Id..... Signature.....or failing him/her
- (3) Name..... Address
E-mail Id..... signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **48th Annual General Meeting** of the Company, to be held on **Saturday, September 25, 2021 at 2:00 p.m.** at Falta SEZ, Sector-II, Near Pump House No. 3, Vill. & Mza.- Akalmegh, Dist. 24 Parganas(S), West Bengal-743504 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional *	
		For	Against
ORDINARY BUSINESS			
1.	Consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend for the financial year ended March 31, 2021.		
3.	Re-appointment of Smt. Yamini Dabriwala (DIN:00567378), who retires by rotation and being eligible, offers herself for re-appointment.		
SPECIAL BUSINESS			
4.	Appointment of Shri Sunit Mehra (DIN-00359482) as Non-Executive Independent Director of the Company.		
5.	Appointment of Shri Surbhit Dabriwala (DIN-00083077) as Non-Executive Promoter Director of the Company		
6.	Re-appointment of Shri R. K. Dabriwala (DIN-00086658) as Managing Director of the Company		
7.	Contribution to various bona fide and charitable funds		

Signed thisday of2021

Member's Folio /DP ID & Client ID No..... Signature of Shareholder (s).....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

- Note :** 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 48th Annual General Meeting.
- *3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolution' your proxy will be entitled to vote in the manner as he/she thinks appropriate.

