



# 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 49th Annual General Meeting of members of **INTERNATIONAL CONVEYORS LIMITED** is schedule to be held on **Friday, September 30, 2022 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. **Adoption of Financial Statements:**

To receive, consider and adopt the Financial Statements (Standalone & Consolidated) of the Company for the year ended March 31, 2022, including the audited Balance Sheet as at March 31, 2022, the Statement of Profit & Loss for the year ended March 31, 2022, the Cash Flow Statement for the year ended March 31, 2022 and the Reports of the Board of Directors and Auditors' thereon.

2. **To declare dividend on equity shares for the financial year ended March 31, 2022.**

3. **Appointment of Director:**

To appoint a Director in place of Shri Udit Sethia (DIN-08722143), who retires by rotation and being eligible offers himself for re-appointment.

4. **Re-appointment of Statutory Auditors:**

To re-appoint M/s G. P. Agrawal & Co., Chartered Accountants (Firm Registration No. 302082E) as the Statutory Auditors of the Company and to fix their remuneration, and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification (s) or re-enactment thereof for the time being in force) and pursuant to the recommendations made by the Audit Committee and the Board of Directors of the Company, M/s G. P. Agrawal & Co., Chartered Accountants, (Firm Registration No. 302082E) be and are hereby re-appointed as the Statutory Auditors of the Company from the conclusion of the 49th Annual General Meeting of the Company (this Meeting) to hold such office for a period of 5 (five) consecutive years till the conclusion of the 54th Annual General Meeting of the Company, at such remuneration as set out in the statement annexed hereto."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to vary, alter, enhance or widen the remuneration payable to the Statutory Auditors, for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee."

**"RESOLVED FURTHER THAT** the Board be and is hereby also authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto."

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

Date: August 11, 2022

Place: Kolkata

Sd/-  
**Dipti Sharma**  
Company Secretary & Compliance Officer



**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 in terms of regulation 36(5) of SEBI (LODR), Regulations, 2015 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 **Saturday, September 24, 2022 to Friday, September 30, 2022** (both days inclusive), for the purpose of AGM and 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, whose name shall appear in the statement of 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 Friday, September 23, 2022;
  - b. all those Members whose names appear in the Register of Members of the Company at the end of business hours on Friday, September 23, 2022, after giving effect to all valid share transfers in physical mode lodged with the Company / the RTA (i.e. Maheshwari Datamatics Pvt. Ltd.) on or before Friday, September 23, 2022.
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 into dematerialised form to eliminate all risks associated with physical shares.
9. The Notice of the 49th AGM will be available on the website of the Company at [www.iclbelting.com](http://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](http://www.bseindia.com) and The National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://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 and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 49th 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 <https://mdpl.in/form>, if shares are held in physical form.
  - ii. their respective Depository Participant (DP), if shares are held in electronic form.
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 <https://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. In line with the Circulars issued by the Ministry of Corporate Affairs vide Circular No. 14/2020 dated 08.04.2020; Circular No. 17/2020 dated 13.04.2020; Circular No. 22/2020 dated 15.06.2020; Circular No. 33/2020 dated 28.09.2020; Circular No. 39/2020 dated 31.12.2020; Circular No. 10/2021 dated 23.06.2021; Circular No. 20/2021 dated 08.12.2021 and Circular No. 03/2022 dated 05.05.2022, and SEBI circulars, the Notice of the 49th AGM along with the Annual Report of F.Y. 2021-22 is being

sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The Company shall send the physical copy of the Annual Report for F.Y. 2021-22 only to those Members who specifically request for the same at [investors@icbelting.com](mailto:investors@icbelting.com). The same will be available on the website of the Company at [www.icbelting.com](http://www.icbelting.com) and may also be accessed from the relevant section of the websites of the Stock Exchange i.e, the National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com), respectively. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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 <https://mdpl.in/form>
  - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participants.
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. 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.
  17. 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.
  18. 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.
  19. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividends for the Financial Year ended March 31, 2015 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, 2015 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 2014-15 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, 2022.
  20. 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 2021-22, the Company has transferred 448 underlying equity shares in aggregate to 6 members on which dividend had remained unpaid or unclaimed for seven consecutive years or more i.e. from F.Y. 2013-14 onwards to the demat account of IEPF authority.
  21. The shareholders whose dividend/ shares as 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.
  22. 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.
  23. 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, 2022 will be emailed separately by the Company to the Members.
  24. **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

**How do I vote electronically using NSDL e-Voting system?**

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"> <li>1. Existing IDeAS user can visit e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>“IDeAS”</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> </ol>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, 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 company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

**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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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](http://www.evoting.nsdl.com).
  - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:khushboo.gulgulia@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) can also upload their Board resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board resolution/Authority Letter" displayed under "e-voting" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the Cut-off date i.e. Friday, September 23, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. 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” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, September 23, 2022 may follow steps mentioned in the Notice of the AGM under Step 1: “Access to NSDL e-Voting system” .

3. 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](http://www.evoting.nsdl.com) to reset the password.
4. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto: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@icbelting.com](mailto:investors@icbelting.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@icbelting.com](mailto:investors@icbelting.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](mailto: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.
  5. 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.
- IV. 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. **Friday, September 23, 2022**. Any person who is not a member as on the said cut-off date should treat this Notice for information purpose only.
- V. 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. **Friday, September 23, 2022** may obtain the Login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- VI. 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.
- VII. Ms. Khushboo Gulgulia, Proprietor of K. Gulgulia & Co., Company Secretaries (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.
- VIII. 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 two working days from the 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.



- IX. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.iclbelting.com](http://www.iclbelting.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result. The Company shall simultaneously forward the results to BSE Limited ("BSE") and The National Stock Exchange of India Ltd. ("NSE"), where the shares of the Company are listed.
- X. The e-voting period will commence on **Tuesday, September 27, 2022** (09:00 a.m. IST) and ends on **Thursday, September 29, 2022** (5:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, September 23, 2022** 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: August 11, 2022  
Place: Kolkata

**Dipti Sharma**  
Company Secretary & Compliance Officer

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however, the same is strictly not required as per Section 102 of the Companies Act, 2013 ("Act").

The members of the Company at the 44th Annual General Meeting ("AGM") of the Company held on September 23, 2017 had approved the appointment of M/s G. P. Agrawal & Co., Chartered Accountants, (Firm Registration No.302082E) as the Statutory Auditors of the Company to hold office till the conclusion of the 49th AGM to be held in the year 2022.

After evaluating and considering various parameters such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on August 11, 2022, proposed the re-appointment of M/s G. P. Agrawal & Co., Chartered Accountants (Firm Registration No.:302082E), as the Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of 49th AGM till the conclusion of 54th AGM of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors.

M/s G. P. Agrawal & Co., Chartered Accountants, have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. They have further confirmed that they are not disqualified to act as the Statutory Auditors in terms of the Act and the rules made thereunder.

M/s G. P. Agrawal & Co. is one of the large Audit/ Financial Advisory/ Consultancy firms of India having its Head Office at Kolkata and branches at Mumbai and Delhi. The taxation consultancy is undertaken by a group concern namely M/s. G.P. Agrawal & Associates.

M/s G. P. Agrawal & Co. was founded by Late G.P. Agrawal in 1954. At present the firm has 11 partners with brilliant academic professional excellence, who are treasured and valued in the fields of Audit, Taxation and for consultancy in the fields of Finance, Banking, Capital Markets and Company Law matters.

It was constituted on April, 1971 as a partnership firm, having firm registration number-302082E. The Head Office of the Firm is situated at Unit No. 606, Diamond Heritage, 16, Strand Road, Kolkata 700001. M/s G. P. Agrawal & Co. has its branches in Mumbai, Delhi and Kolkata. It audits various companies listed on stock exchanges in India. It holds the 'Peer Review' certificate as issued by 'ICAI'.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 4 of the Notice. The Board recommends the passing of an Ordinary Resolution as set out at Item No. 4 of the accompanying Notice for approval by the Members.

### Profile 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 Director seeking appointment/re-appointment at the forthcoming Annual General Meeting is provided below:

Particulars	Shri Udit Sethia
Category of Director	Non-Executive Director
Date of Birth	April 7, 1981
Date of Appointment	July 13, 2020
Qualifications	Chartered Accountant
Expertise in specific functional areas	Shri Udit Sethia is a member of Institute of Chartered Accountants of India. He was associated with ICICI Bank for 5 years. He worked as a Trustee in Hind Charity Trust till 2019. He is also associated with Elpro International School, Pune and I G E (India) Private Limited.
Directorships held in other Companies	NIL
Memberships/ Chairmanships of committees of other Companies	NIL
Number of Shares held in Company	NIL

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

Sd/-

**Dipti Sharma**

Company Secretary & Compliance Officer

Date: August 11, 2022

Place: Kolkata

## ROUTE MAP FOR THE 49TH 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. &amp; 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

<b>ATTENDANCE SLIP</b> I/We hereby record my/our presence at the <b>49th Annual General Meeting of the International Conveyors Limited held on Friday, September 30, 2022 at 2:00 p.m.</b> at Falta SEZ, Sector-II, Near Pump House No. 3, Village & Mouza-Akalmegh, Dist. 24 Parganas (S), West Bengal-743504.	<b>Folio/DP ID &amp; Client ID No.:</b>
	<b>Share Holding:</b>
	<b>Serial No.:</b>
	<b>Name:</b>
	<b>Name(s) of joint Holder(s), if any:</b>
<b>Address:</b>	

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

**PROXY FORM-MGT.11**

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

**49<sup>TH</sup> ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 30, 2022 AT 2:00 P.M.**

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 **49th Annual General Meeting** of the Company, to be held on Friday, September 30, 2022 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
<b>ORDINARY BUSINESS</b>			
1.	Consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend for the financial year ended March 31, 2022.		
3.	Re-appointment of Shri Udit Sethia (DIN-08722143), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Re-appointment of M/s G. P. Agrawal & Co., Chartered Accountants (Firm Registration No. 302082E) as the Statutory Auditors of the Company and fixation of their remuneration.		

Signed this .....day of .....2022

Member's Folio /DP ID &amp; 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 49th 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.