



International Conveyors Limited

Corporate Office : 10, Middleton Row
Post Box No. 9282, Kolkata - 700 071
CIN : L21300WB1973PLC028854
Phone : +91-33-2229 6033/1768
Facsimile : +91-33-2217 2269
Mail : icltd@icbelting.com
Url : icbelting.com

ICL/DS/2020-21/250

July 31, 2021

Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata-700001
Fax No. 22104500
Kind Attn: The Secretary
Scrp Code No. 10019039 (CSE)

Bombay Stock Exchange Limited
P.J. Towers, Dalal Street
Mumbai-400001
Fax no. 22722037/22723121
Kind Attn. –The General Manager
Department of Corporate Services
Scrp Code No.- 509709 (BSE)

Dear Sir,

Sub: Postal Ballot Notice- Disclosure under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

Further to the outcome of meeting of the Board of Directors of the Company dated June 29, 2021, we hereby enclose a copy of the Postal Ballot Notice dated June 29, 2021 (“Postal Ballot Notice”) and Postal Ballot Form, seeking approval of members for:

1. Approval of Staff Loan Policy of International Conveyors Limited
2. Approval of advancing Loan or giving guarantee or providing security in connection with any loan taken by any person in whom any of the director of the Company is interested
3. Approval of Sale of equity shares held by Company in Elpro International Limited

The Postal Ballot Notice together with Explanatory Statement and Postal Ballot Form, is being sent to the members whose names appear in the register of member/beneficial owners received from the Registrar and Share Transfer Agent, National Security Depositories Limited and Central Depository Services (India) Limited as on July 16, 2021 i.e. the cut-off date.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members. The voting through Postal Ballot and through remote e-voting will commence from Sunday, August 01, 2021 (10:00 A.M. IST) and shall end on Monday, August 30, 2021 (5:00 P.M. IST). The result of the Postal Ballot will be announced on or before Wednesday, September 01, 2021.

The copy of Postal Ballot Notice and Postal Ballot Form is also available on the website of the Company at www.icbelting.com.

This is for your information and record.

Thanking You

Yours faithfully
For **International Conveyors Ltd.**

Dipti Sharma

Dipti Sharma
Company Secretary & Compliance Officer



Registered Office & Works I :
Falta SEZ, Sector - II, Near Pump House No. 3
Village & Mouza - Akalmegh
Dist. South 24 Parganas, West Bengal-743 504

Works II :
E-39, M.I.D.C. Area, Chikalthana
Aurangabad - 431 006
Maharashtra



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

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

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014)

To

The Members of International Conveyors Limited

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or amendment(s) or variation(s) or re-enactment(s) thereof for the time being in force), read with Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modifications(s) or re-enactment(s) thereof for the time being in force and any other applicable laws and regulations, the resolutions appended below are proposed to be passed by members of the International Conveyors Limited ("the Company") through postal ballot (the "Postal Ballot")/ electronic voting ("e-voting"). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said resolutions setting out the material facts and the reasons thereof are annexed to this Postal Ballot Notice, along with a Postal Ballot form ("Postal Ballot Form") for your consideration.

The resolutions, if approved by the requisite majority, will be deemed to have been passed on the last date specified by the Company for Remote e-voting i.e., August 30, 2021.

Please carefully read the instructions printed on the enclosed Postal Ballot Form and return the Form duly completed in the attached self addressed, postage pre-paid envelope, so as to reach the Scrutinizer before the close of working hours on August 30, 2021.

Special Business

1. To Approve Staff Loan Policy of International Conveyors Limited

To consider, and pass the following resolution as a Special Resolution with or without modification, as thought fit:

"RESOLVED THAT in accordance with the provisions of Section 185(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications(s), change or re-enactment thereof, for the time being in force), approval of members of the Company be and is hereby accorded to approve a Scheme of loan for its employees including Managing Director/ Whole Time Director of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to ratify any loans given earlier and to finalize, sanction and disburse the loans to employees of the Company including Managing Director/ Whole Time Director, and also to delegate all or any of the above powers to any one Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

2. To Approve advancing Loan or giving guarantee or providing security in connection with any loan taken by any person in whom any of the director of the Company is interested

To consider, and pass the following resolution as a Special Resolution with or without modification, as thought fit:

"RESOLVED THAT pursuant to Section 185 and other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of the members of the Company is hereby accorded to the Board of Directors of the Company:

-To advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested (i.e. including any private Company of which any such Director is a Director or member; any body corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such Director or by two or more such directors, together; any body corporate, the Board of Directors, Managing Director or Manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any Director or Directors, of the lending Company), provided that



such loans are utilised by the borrowing Company for its principal business activities at a interest rate and term as may be decided by the Board or by Committee as the case may be and in particular to the following Companies in which one or more Director(s) may be deemed to be interested:

Sr. No.	Name of Related Party	Nature of Transactions	Maximum Value of Transactions per annum (Rs. in Lakhs)
1	Elpro International Limited	Inter Corporate Deposit (ICD)	10,000
2	IGE (India) Pvt Ltd		15,000
3	R. C. A. Limited		5,000
4	Conveyor Holdings Pte Ltd		5,000
5	International Conveyors Australia Pty Ltd		1,000
6	International Conveyors America Limited, INC		2,000
7	International Belting Limited		1,000

"RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, sanction and disburse the said loans, guarantees and security and also to delegate all or any of the above powers to Committee of Directors or any Director(s) of the Company and generally to do all acts, deeds and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

3. To Approve Sale of equity shares held by Company in Elpro International Limited

To consider, and pass the following resolution as an Ordinary Resolution with or without modification, as thought fit:

"RESOLVED THAT pursuant to the provisions of Section 188 and Section 180(1)(a) and Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment thereto or re-enactment thereof) the approval of the shareholders be and is hereby granted for disposal, by way of sale/transfer or otherwise, of 2,69,60,077 equity shares of Rs.1/- each of M/s. Elpro International Limited, in one or more tranches through exchange under inter se promoter sale to I.G.E (India) Private Limited at a prevailing listed price and/or SEBI prescribed pricing guidelines for inter se promoter sale . "

"RESOLVED FURTHER THAT any Director or the Chief Financial Officer or Company Secretary of the Company be and are hereby severally/ jointly authorized to discuss, deliberate, negotiate, make/accept modifications to the terms and conditions including staggered payment schedule for the proposed sale/ transfer of shareholding and to finalize, sign, execute and deliver all such agreements and other documents that may be required or considered appropriate in this regard and to do all such acts, deeds and things as may be required or considered necessary or incidental thereto."

By Order of the Board
For International Conveyors Ltd.

Date: 29.06.2021
Place: Kolkata

Sd/-
Dipti Sharma
Company Secretary & Compliance Officer

NOTES :

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and reasons thereof for the proposal is annexed hereto.
- In compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the members to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by National Securities Depository Limited ('NSDL').
- The voting rights of the members (through postal ballot or e-voting) shall be reckoned on the equity shares held by them as on July 16, 2021 (End of Day), being the 'cut-off date' fixed for this purpose.
- The Postal Ballot notice is also being uploaded on the Company's website viz., www.iclbelting.com.
- The Postal Ballot Form together with the self-addressed postage pre-paid envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage prepaid envelope, so as to reach the Scrutinizer before the close of working hours on (5.00 p.m.)

Monday, August 30, 2021.

6. The notice of Postal Ballot ("Postal Ballot Notice") is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on the close of working hours on July 16, 2021 i.e. the cut-off date. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on that date. With reference to MCA 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 and Circular No. 10/2021 dated 23.06.2021, the Postal Ballot Notice is being sent by e-mail to the Members who have registered their email addresses for receipt of documents in electronic form with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice and the Ballot Form are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice may also be accessed on Company's website i.e www.iclbelting.com.
7. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the Resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.

Members who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can also seek Duplicate Form from Registered Office of the Company and send the same by post to the Corporate Office of the Company addressed to the Scrutinizer.

Members may contact Ms. Dipti Sharma, Company Secretary for any grievances connected with voting by postal ballot including voting by electronic means at the Corporate Office of the Company at 10 Middleton Row, Kolkata-700071 or evoting@nsdl.co.in.

8. The Scrutinizer will submit her Report after completion of the scrutiny, addressed to the Chairman on Wednesday, September 01, 2021. The Chairman will, or in his absence, any other person so authorized by him will, announce the result of voting by postal ballot on September 01, 2021 at 4:00 P.M. at the Corporate Office of the Company at 10, Middleton Row, Kolkata-700071 and the Resolutions will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this notice. The Board vide its resolution passed on June 29, 2021 has appointed Ms. Khushboo Gulgulia, Practicing Company Secretary (Membership No.62099), CP No. 24240 as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

10. INSTRUCTIONS FOR VOTING

A. PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A member desiring to exercise his vote by Postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid envelope before the close of working hours (5:00 P.M.) on or before August 30, 2021. The postage will be borne and paid by the Company. However, envelope containing Postal Ballot Forms, if sent by courier at the expense of shareholder will also be accepted.
2. The self-addressed postage pre-paid envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in point no. 1 above.
4. The vote should be cast either in favour or against by putting the tick (✓) Mark in the column provided for assent or dissent. Postal Ballot form bearing (✓) in both the column will render the form invalid.
5. This Postal Ballot Form should be completed and signed by the Member or Members, in case of joint holding as per the specimen signature registered with the Company/Depository Participant by the first named member and in his absence, by the next named joint holder.
6. Incomplete, unsigned and incorrect or bearing more than one (✓) Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
7. In case the shares are held by Body Corporate/Trust, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorisation together with the attested specimen signature of the authorised signatories.
8. Members are requested not to send any other paper (other than Board Resolution/Authority as mentioned in point no. 7 above) along with the Postal Ballot form in the enclosed self-addressed postage pre-paid envelope addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.



B. THE PROCESS AND MANNER FOR E-VOTING ARE AS UNDER:

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 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 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"> 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. 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 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.
Individual Shareholders holding securities in demat mode with CDSL	<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.
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. 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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. Your password details 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.

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.
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. 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.

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 at evoting@nsdl.co.in or you may contact Ms. Dipti Sharma, Company Secretary at 4th Floor, 10, Middleton Row, Kolkata-700071.
4. Members can also update their mobile number and e-mail addresses in the user profile details of the folio which may be used for sending future communication(s).
5. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the company and will submit her report after

completion of the scrutiny, as soon as possible but not later than Wednesday, September 01, 2021 to the Managing Director of the Company or a person authorised by him who shall countersign the same.

6. The e-voting period commences on August 01, 2021 (10:00 a.m. IST) and ends on August 30, 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 July 16, 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.
7. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form attached to the e-mail or from the Company's website www.iclbelting.com or seek duplicate of the Postal Ballot Form from Company's Registrar and Share Transfer Agent Maheshwari Datamatics Pvt. Ltd, 23 R. N. Mukherjee Road, Kolkata-700001, fill in the details and send the same to the Scrutinizer.
8. The result of Postal Ballot will also be published in the newspaper within 48 hours of the declaration of the result and will be placed at the website of the Company at www.iclbelting.com.
9. All documents referred to in the accompanying Notice & Explanatory Statement are open for inspection at the Corporate Office of the Company on all working days between 11:00 A.M. to 1:00 P.M. till August 25, 2021 from the date of dispatch of Notice.

Explanatory Statements under Section 102 of the Companies Act, 2013

Item No. 1:

The Board of Directors proposes to introduce the Scheme of Loan for its employees including Managing Director/ Whole Time Director after due consideration of their association and efforts towards the progress of the Company.

The Board of Directors of the Company in their meeting held on June 29, 2021 has approved the Scheme of giving loan to its employees including Managing Director/ Whole Time Director of the Company. The sanction of loan will be at the sole discretion of the Management. The policy is subject to review by the management from time to time.

A draft copy of the scheme is available for inspection at the Company's corporate office during official hours on all working days till the date of announcement of result of Postal Ballot.

In terms of Section 185 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of the scheme.

Your Directors recommend passing of this resolution by way of a special resolution.

Other than Mr. Rajendra Kumar Dabriwala, Mr. Surbhit Dabriwala and Ms. Yamini Dabriwala, Directors and shareholders of the Company and their relatives, and the corporate entities belonging to promoter group namely I.G.E (India) Private Limited, R.C.A Limited and Dabri Properties & Trading Co. Ltd. none of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of the Notice.

As per Regulation 23 of the SEBI Listing Regulations read with secretarial standards on General Meetings issued under the Companies Act, 2013, related parties of the Company are not permitted to vote to approve the resolutions set out in Item No. 1 of this Notice, whether the related party is a related party to the proposed transaction or not.

Item No. 2

For efficient management of surplus cash flow of the Company, the Company proposes to advance interest bearing Inter-Corporate Deposits/loans to the related parties as mentioned below for the purpose of meeting their day to day working capital requirements as and when necessary and deemed fit by the Board of the Company subject to availability of the surplus funds with the Company:

Sr. No.	Name of Related Party & Nature of relationship with the Company	Nature of Transactions	Maximum Value of Transactions per annum (Rs. in Lakhs)	Name of the Director or relative or KMP who is related
1	Elpro International Limited – Enterprise over which Promoter exercise significant influence –	Inter Corporate Deposit (ICD)	10,000	Mr. Surbhit Dabriwala
2	IGE (India) Pvt Ltd – Promoter Company		15,000	Mr. Rajendra Kumar Dabriwala
3	R. C. A. Limited – Promoter Company		5,000	Mr. Rajendra Kumar Dabriwala
4	Conveyor Holdings Pte Ltd – Wholly Owned Subsidiary		5,000	-
5	International Conveyors Australia Pty Ltd – Step-down Subsidiary (Subsidiary of Conveyor Holdings Pte Ltd)		1,000	-



Sr. No.	Name of Related Party & Nature of relationship with the Company	Nature of Transactions	Maximum Value of Transactions per annum (Rs. in Lakhs)	Name of the Director or relative or KMP who is related
6	International Conveyors America Limited, INC - Wholly Owned Subsidiary		2,000	-
7	International Belting Limited - Wholly Owned Subsidiary		1,000	-

The Audit Committee and the Board of Directors have approved the said related party transactions which was placed before them in their meeting held on 29th Day of June, 2021. Further, the said transactions qualify as material Related Party transactions under the Listing Regulations. Accordingly, the members' approval is sought for the same.

The provisions of Section 185 of the Companies Act, 2013, as amended by Companies Amendment Act, 2017, mandates that such Inter-Corporate Deposits/Loans can be granted if a Special Resolution at the General Meeting of the of the shareholders is passed.

Other than Mr. Rajendra Kumar Dabriwala, Mr. Surbhit Dabriwala and Ms. Yamini Dabriwala, Directors and Shareholders of the Company and their relatives, and the afore mentioned list of related parties along with Dabri Properties & Trading Co. Ltd, none of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Your Board recommends passing of the resolutions under Item no. 2 of the Notice as a Special Resolution.

As per Regulation 23 of the SEBI Listing Regulations read with secretarial standards on General Meetings issued under the Companies Act, 2013, related parties of the Company are not permitted to vote to approve the resolutions set out in Item No. 2 of this Notice, whether the related party is a related party to the proposed transaction or not.

Item No. 3

As a matter of strategic business decision, it is proposed to sell/ transfer the said securities in favour of I.G.E (India) Private Limited, a related party in one or more tranches.

The Board of Directors of the Company has approved the sale of equity shares held by Company in Elpro International Limited. The Audit Committee has also approved the said related party transaction at their meeting held on June 29, 2021. The Company holds 2,69,60,077 equity shares of M/s Elpro International Limited which comprises of 15.91% of total equity share capital of M/s Elpro International Limited.

As per the provisions of Section 188 of the Companies Act, 2013, no company shall enter into any contract or arrangement with a related party for selling, buying or supply of any goods or material where the transaction value exceeds the limits as specified under the said section unless an approval of the shareholders of the Company is obtained by way of Ordinary Resolution

As per Section 180(1)(a) of the Companies Act, 2013, the sale of investment may be deemed as disposal of the whole, or substantially the whole, of the undertaking of the Company which require the approval of shareholder.

Consent of the members is being sought by way of ordinary resolution under section 188 and 180(1) (a) of the Companies Act, 2013 and other applicable provisions, if any.

Other than Mr. Rajendra Kumar Dabriwala, Mr. Surbhit Dabriwala and Ms. Yamini Dabriwala, Directors and Shareholders of the Company and their relatives, and the corporate entities belonging to promoter group namely I.G.E (India) Private Limited, R.C.A Limited and Dabri Properties & Trading Co. Ltd. none of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

As per Regulation 23 of the SEBI Listing Regulations read with secretarial standards on General Meetings issued under the Companies Act, 2013, related parties of the Company are not permitted to vote to approve the resolutions set out in Item No. 3 of this Notice, whether the related party is a related party to the proposed transaction or not.

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No. 3 of the accompanying notice.

By Order of the Board
For International Conveyors Ltd.

Sd/-

Dipti Sharma

Company Secretary & Compliance Officer

Date: 29.06.2021

Place: Kolkata



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

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

POSTAL BALLOT FORM

Ballot No.:

1. Name(s) of shareholder(s)/ Joint Holder(S), if any :
(in block letter)

2. Registered Address of the sole/First named :
Shareholders/ Beneficial owner

3. Registered Folio No./DP ID-Client ID* :
(*Applicable to members holding Share in Dematerialized form)

4. No. of Shares held :

I/We hereby exercise my/our vote(s) in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice Dated June 29, 2021 of the company by sending my/our assent or dissent to the said Resolutions by placing tick (✓) mark at the appropriate box below:

Sr. No.	Description	No. of shares held	I/ We assent to the Resolution (For)	I/We dissent to the Resolution (AGAINST)
1.	To Approve Staff Loan Policy of International Conveyors Limited			
2.	To Approve advancing Loan or giving guarantee or providing security in connection with any loan taken by any person in whom any of the director of the Company is interested			
3.	To Approve Sale of Equity Shares held by Company in Elpro International Limited			

Place:

Date:

(Signature of the Shareholders)

Please Send Your Postal Ballot Form in the Envelope enclosed herewith.

Note: Please read the instructions printed below before exercising the vote.

Electronic Voting Particulars

EVSN	USER ID	PASSWORD/ PIN

Note: For e-voting, please refer the instructions under "E-voting Facility" in the Postal Ballot Notice attached herewith.

NOTES/ INSTRUCTIONS

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 and rules made there under, the assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice dated June 29, 2021 is being determined through Postal Ballot.
2. The vote should be cast either in favour or against by putting the tick (✓) Mark in the column provided for assent or dissent. Postal Ballot form bearing (✓) in both the column will render the form invalid.
3. The Company has authorized M/s. Khushboo Gulgulia, Practicing Company Secretary (Membership No. 62099), CP No. 24240 as Scrutinizer for conducting Postal Ballot.
4. The Company has authorised Mr. A. K. Gulgulia, Chief Financial Officer and Ms. Dipti Sharma, Company Secretary as the persons responsible for the entire Postal Ballot voting process.
5. Shareholders desiring to exercise voting rights by way of physical ballot may complete the Postal Ballot Form and sent it to the Scrutinizer in the attached self-addressed pre-paid envelop or through e-voting system provided by National Securities Depository Limited ('NSDL'). Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Forms, if sent by courier at the expense of shareholder will also be accepted.
6. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified herein before. Request for issue of duplicate ballot form shall not be entertained after August 25, 2021.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of shareholders of the cut off date i.e. July 16, 2021.
8. The Scrutinizer will submit her final report as soon as possible after the last date of receipt of Postal Ballot Forms, but not later than Wednesday, September 01, 2021.
9. The Chairman of the Board and in his absence, any person authorized by the Chairman will announce the result of the Postal Ballot at the corporate office of the Company at 4th Floor, 10, Middleton Row, Kolkata-700071 at 4:00 p.m.
10. The results of the Postal Ballot will also be published in the newspapers within 48 hours of the declaration of the results and will be placed at the website of the Company at www.iclbelting.com.
11. The Postal Ballot form should be completed and signed by the Sole/ first named shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his/ her absence, by the next named shareholder.
12. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority with signature(s) of Authorized Signatory(ies), duly attested.
13. Postal Ballot cannot be exercised by a Proxy.
14. Incomplete, unsigned or incorrectly filled or bearing more than one (✓) on the Postal Ballot are subject to rejection by the Scrutinizer.
15. Members are requested not to send any other matter along with Postal Ballot form in the enclosed pre-paid postage self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
16. All documents referred to in the accompanying Notice & Explanatory Statement are open for inspection at the corporate office of the Company on all working days except Saturdays and Sundays between 10:00 a.m. to 1:00 p.m. upto August 25, 2021 from date of dispatch of Notice.