



**International
Conveyors
Limited**

Corporate Office : 10, Middleton Row
Post Box No. 9282, Kolkata - 700 071
CIN : L21300WB1973PLC028854
Facsimile : +91 - 33 - 2217 2269
Phone : +91 - 33 - 4001 0061
Mail : icltd@iclbeltng.com
Url : iclbeltng.com

ICL/DS/2024-25/552

January 22, 2025

The Manager
Listing Department
National Stock Exchange of
India Ltd
Exchange Plaza,
Plot No C-1, G Block,
Bandra- Kurla Complex,
Bandra (East),
Mumbai-400051
Symbol-INTLCONV

The General Manager
Dept. Of Corporate Services
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001
Scrip Code-509709

Dear Sir/Madam,

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

Pursuant to regulation 30 of SEBI (Listing Obligations & Disclosure Requirements), 2015, we hereby enclose a copy of the Postal Ballot Notice dated December 06, 2024 (“Postal Ballot Notice”) seeking approval of members of the Company by way of remote e-voting process (“e-voting”) for the following agenda items:

Item no.	Agenda	Resolution type
1.	Appointment of Shri Yogesh Kajaria (DIN-01832931) as Director of the Company	Ordinary
2.	Appointment of Shri Yogesh Kajaria (DIN-01832931) as Chairman & Managing Director of the Company and fixation of his remuneration	Special

In compliance with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 05th May, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 05th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (“General Circulars”) issued by the Ministry of Corporate Affairs (“MCA”), (the “MCA Circulars”) this postal ballot notice has been sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **Friday, January 10, 2025 (“Cut-off date”)**.

The Company has also made arrangements for those members who have not yet registered their email address to get the same registered by following the procedure prescribed in the Notice.



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

Corporate Office : 10, Middleton Row
Post Box No. 9282, Kolkata - 700 071
CIN : L21300WB1973PLC028854
Facsimile : +91 - 33 - 2217 2269
Phone : +91 - 33 - 4001 0061
Mail : icltd@icbelting.com
Url : icbelting.com

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members. The remote e-voting period will commence from **Thursday, January 23, 2025 (09:00 A.M. IST)** and shall end on **Friday, February 21, 2025 (5:00 P.M. IST)**. The result of the Postal Ballot will be announced on or before **Tuesday, February 25, 2025**. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on **Friday, January 10, 2025** ("Cut-off date"). Communication of assent or dissent of the Members would only take place through the remote e-voting system.

The copy of Postal Ballot Notice is also available on the website of the Company at www.icbelting.com ([CLICK HERE TO DOWNLOAD](#)) and on the website of NSDL at www.evoting.nsdl.com.

This is for your information and record.

Thanking You
Yours faithfully
For **International Conveyors Ltd.**

Dipti Sharma
Company Secretary & Compliance Officer

Encl: As above



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.: South 24 Parganas-743504, West Bengal

Corporate Office: 10 Middleton Row, Kolkata-700071

Phone: (033) 4001 0061

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by Ministry of Corporate Affairs, Government of India, from time to time]

Dear Shareholder(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated 08.04.2020; Circular No. 17/2020 dated 13.04.2020; Circular No 20/2020 dated 05.05.2020; Circular No. 02/2021 dated 13.01.2021; Circular No. 02/2022 dated 05.05.2022, Circular No. 10/2022 dated 28.12.2022, Circular No. 09/2023 dated 25.09.2023 and Circular No. 09/2024 dated September 19, 2024 (hereinafter, collectively referred as the "MCA Circulars"); Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to any other applicable laws and regulations, to transact the special business mentioned below by the members of International Conveyors Limited ("the Company") by passing resolutions through Postal Ballot ("Postal Ballot") only by voting through electronic means ("remote e-voting") by giving their assent / dissent. The Explanatory Statement pertaining to all the Resolutions setting out the material facts and the reasons thereof is annexed hereto.

In compliance with the aforesaid MCA Circulars the Company will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the Members will only take place through the e-Voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

The Explanatory Statement pursuant to Sections 102 of the Act pertaining to the Special Resolution setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration.

In the event the draft Resolutions as set out are assented to by requisite majority of Members by means of an e-voting, they shall be deemed to have been passed as Special Business at General Meeting. Special Resolution shall be declared as passed if the number of votes cast in favour are not less than three times the number of votes cast, if any, against the said Resolution. The resolutions, if passed by the requisite majority shall be deemed to have been passed on **Friday, February 21, 2025**, i.e., the last date specified for receipt of votes through the e-voting process.

The Board of Directors of the Company ("**Board**"), at its Meeting held on **Friday, December 06, 2024** has appointed Shri H. V. Bolia, Proprietor of H. V. Bolia & Associates, Chartered Accountants (Membership No. 069125; Firm Reg. No. 332157E), as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e voting facility to its Members.

You are requested to peruse the proposed resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company. The remote e-voting period commences from **9:00 a.m. (IST) on Thursday, January 23, 2025** and ends at **5:00 p.m. (IST) on Friday, February 21, 2025**. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before **Tuesday, February 25, 2025**. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website: www.icbelting.com and on the website of National Securities Depository Limited ('NSDL') at evoting@nsdl.co.in.



Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than **5.00 p.m. (IST) on Friday, February 21, 2025**. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The proposed resolutions requiring consent of Members through Postal Ballot are as under:

Item no. 1

Appointment of Shri Yogesh Kajaria (DIN-01832931) as Director of the Company

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

"RESOLVED THAT pursuant to the provisions of section 152 and section 161 (1) read with rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Shri Yogesh Kajaria (DIN: 01832931), who was appointed as an Additional Director on the Board of the Company with effect from December 06, 2024 and who holds office upto the date of the approval from shareholders through Postal Ballot, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary of the Company be and are hereby jointly and / or severally authorized to sign and execute requisite forms /returns, instruments, writings and documents and to do all such acts, deeds and things and take all such steps as may be necessary, proper or incidental for the purpose of giving effect to the aforesaid resolution."

Item no. 2

Appointment of Shri Yogesh Kajaria (DIN-01832931) as Chairman & Managing Director of the Company and fixation of his remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any amendments thereto or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board"), Shri Yogesh Kajaria (DIN-01832931), who was appointed as an Additional (Executive) Director (Designated as - Chairman & Managing Director) of the Company w.e.f. December 06, 2024 and who has given his consent to that effect, be and is hereby appointed as Chairman & Managing Director (KMP) of the Company, not liable to retire by rotation, for a period of 3 (three) consecutive years commencing from December 06, 2024 up to December 05, 2027 (both days inclusive) on such terms and conditions as specified in the statement pursuant to Section 102(1) of the Act annexed to this Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination & Remuneration Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions and / or remuneration, subject to the provisions of the Act or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above, and notwithstanding the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013, in the event of absence or inadequacy of net profits in any financial year(s) during the tenure of Shri Yogesh Kajaria (DIN-01832931) as Chairman & Managing Director, the remuneration as mentioned in the explanatory statement annexed to this notice shall be paid as minimum remuneration to Shri Yogesh Kajaria (DIN-01832931) for the said year(s)."

"RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary of the Company be and are hereby jointly and / or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

Place: Kolkata

Date: December 06, 2024

Email:investors@iclbeltng.com

Regd. Office:

Falta SEZ, Sector-II, Near Pump House No. 3

Village & Mouza - Akalmegh, South 24 Parganas - 743504 (WB)

By Order of the Board of Directors
For International Conveyors Limited

Sd/-

Dipti Sharma

Company Secretary & Compliance Officer

NOTES:

1. The explanatory statement for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company has sent this Postal Ballot Notice only through e-mail to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on **Friday, January 10, 2025** (the cut-off date) and who have registered their e-mail address with the Company/Depository Participant (DP). The hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
3. Members holding shares in physical form and who have not yet registered their e-mail address are requested to register the same with the Company's RTA. Members holding shares in electronic form are requested to get their e-mail address registered with their respective DP. Thereafter, the Company would endeavor to send the Postal Ballot Notice to such Members upon request through email to enable them to cast their vote through e-voting. Please refer to item 19 for the process to be followed for updating the email address etc.
4. The Postal Ballot Notice is placed on the website of the Company at www.iclbelting.com, Website of the Stock Exchanges at www.bseindia.com, www.nseindia.com and on the website of e-voting service provider (ESP) i.e., National Securities Depository Limited at www.evoting.nsdl.com.
5. All the relevant documents, if any, pertaining to the above resolutions shall be made available on the website of the company at www.iclbelting.com for inspection.
6. As required by Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the MCA Circulars and the Regulations, the details pertaining to the Postal Ballot will be published in one English daily Newspaper circulating in West Bengal (in English language) and one Bengali (vernacular) daily Newspaper circulating in West Bengal.
7. The voting rights of the Members shall be in proportion to their share in the paid-up Equity Share Capital of the Company as on the cut-off date i.e. **Friday, January 10, 2025**.
8. The information and instructions for shareholders for remote e-voting are as under:
In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the Secretarial Standard on General Meetings, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting). The e-voting facility is provided by National Securities Depository Limited ('NSDL'). The steps 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.	1. Existing IDeAS user can visit e-Services website of NSDL Viz. https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under "IDeAS" 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. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on 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.



Type of shareholders	Login Method
	<p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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 (i.e. your sixteen digits 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> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<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 Myeasi. 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. 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 e-Voting service provider i.e. 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
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 224430.
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 shareholder 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 login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL eservices after using your login 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.

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 shareholder 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.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e. **Friday, January 10, 2025**. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
 10. The Board of Directors of the Company has appointed Shri H. V. Bolia, Proprietor of H. V. Bolia & Associates, Chartered Accountants (Membership No. 069125; Firm Reg. No. 332157E), as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 11. The Scrutinizer will submit his report of the votes cast to the Chairman or any Director authorized by the Board or the Company Secretary.

12. Some of the important details regarding the e-voting facility are provided below:

Cut-off date for determining the Members entitled to vote through e-voting	Friday, January 10, 2025
Commencement of e-voting period	Thursday, January 23, 2025
End of e-voting period	Friday, February 21, 2025

13. The e-voting module will be disabled by NSDL after **5:00 p.m.** on **Friday, February 21, 2025**.
14. Institutional/Corporate 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 the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at cahvbolia@gmail.com or to our RTA at mdpldc@yahoo.com and to the company at investors@icbelting.com.
15. The resolutions approved / voted by the Members through Postal Ballot/ e-voting is deemed to have been passed as if they have been passed at a General Meeting of Members. The last date of e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
16. The result, along with the Scrutinizer's Report, will be announced on or before **Tuesday, February 25, 2025** and placed on the website of the Company and NSDL and shall be communicated to BSE Limited and National Stock Exchange of India Limited.
17. 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.
18. 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.: 1800-1020-990 and 1800 224 430 or send a request to Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in.
19. **PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS BY SHAREHOLDERS :-**
- i. **For members holding shares demat mode**
Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant(s) (DP).
 - ii. **For members holding shares in physical mode:**
Members holding shares in physical mode, who have not registered their email address are requested to register the same by submitting the duly completed and signed form ISR 1 along with supporting(s), if any, to the Company's Registrar & Share Transfer Agent M/s. Maheshwari Datamatics Pvt. Ltd. at 23, R. N. Mukherjee Road, 5th Floor, Kolkata-700001. The form ISR 1 can be downloaded from the link <https://mdpl.in/form>.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013

Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013, rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2).

Item No. 1 & 2

Shri R. K. Dabriwala was appointed as the Managing Director of the Company for a further period of 3 (Three) years w.e.f. October 01, 2024. Due to sudden demise of Shri R. K. Dabriwala, it is required to fill the vacancy in the office of Managing Director. The Nomination & Remuneration Committee and the Board of Directors at their respective Meetings held on December 06, 2024 approved the appointment of Shri Yogesh Kajaria (DIN-01832931) as Chairman & Managing Director of the Company, subject to the shareholders' approval and recommended the same to the members of the Company for their approval.

The Board at its Meeting held on December 06, 2024, had approved the appointment of Shri Yogesh Kajaria (DIN-01832931) as an additional Director of the Company, with effect from December 06, 2024 upto the date of approval of shareholders of the Company. Further, he was appointed as Chairman & Managing Director of the Company, for a term of 3 (Three) years, with effect from his date of joining, i.e., December 06, 2024, along with the terms and conditions including remuneration, subject to approval of the Shareholders of the Company.



Pursuant to the provisions of Section 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Schedule V thereto and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board, consent of the Members of the Company is hereby sought for the appointment of Shri Yogesh Kajaria (DIN-01832931), as the Chairman & Managing Director of the Company, not liable to retire by rotation, on the remuneration as detailed hereinafter, for a period of 3 (Three) consecutive years w.e.f. December 06, 2024 upto December 05, 2027. Shri Yogesh Kajaria (DIN-01832931) is not disqualified under Section 164 of the Act and the directorships held by him are within the limits prescribed under the Act and the Listing Regulations (as amended).

The details of proposed remuneration of Shri Yogesh Kajaria is given below:

I. BASIC SALARY

Rs. 3,88,125/- P.M. (INR Three Lacs Eighty Eight Thousand One Hundred and Twenty Five only). Further, annual increment will be decided by the Board based on recommendations of the Nomination and Remuneration Committee ('NRC').

II. COMMISSION

Up to 5% of Segmental Operating Profits of Conveyor Belting Division in excess of Rs 30 crs, in a particular year on the basis of Consolidated segmental financials, subject to overall ceiling laid down in Sections 196, 197 and Schedule V of the Companies Act, 2013, as may be decided and approved by the NRC from time to time.

III. PERQUISITES

- (1) a) The expenditure incurred by the Company in hiring unfurnished accommodation in any metro city in India, subject to a ceiling of 40% 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 Allowance 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 Allowance for self and family for travel to any place in India, once in a year subject to ceiling of one month's salary.
- (4) Car for use of Company's business.
- (5) Company's Contribution to Provident Fund 12% of Basic Salary.
- (6) Special Allowance Rs. 1,89,490/- P.M. (INR One Lacs Eighty Nine Thousand Four Hundred and Ninety only).
- (7) Coverage under Group Personal accident insurance policy taken by the Company for a sum assured equal to around one year's annual compensation for which premium shall be paid by the Company.

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 months' service with full pay and allowances and also encashment of unutilized leave at the end of tenure up to a maximum of 60 days or as per Company's rule in force for the time being.

The proposed resolution as contained in this Notice provides that the Board will have a liberty to vary the terms and conditions of the appointment and remuneration of Shri Yogesh Kajaria as mentioned herein or under the Agreement to be entered, from time to time, as it may deem fit and necessary and as may be agreed by and between Shri Yogesh Kajaria and the Board, without being required to seek any further consent or approval of the Member(s) of the Company or otherwise.

V. OTHER TERMS OF APPOINTMENT

- i) The terms and conditions of the appointment of the Chairman & Managing Director may be altered and varied from time to time by the Board/its committee as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board/its committee and the Chairman & Managing Director, subject to such approvals as may be required.
- ii) Either party may terminate this agreement by giving to the other party 2 months' notice of such termination or by surrendering 2 months' remuneration in lieu thereof.
- iii) The employment of the Chairman & Managing Director may be terminated by the Company without notice or payment in lieu of Notice:

- (a) If the Chairman & Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
 - (b) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Chairman & Managing Director of any of the stipulations contained in the agreement to be executed between the Company and the Chairman & Managing Director; or
 - (c) In the event the Board of Directors expresses its loss of confidence in the Chairman & Managing Director.
- iv) In the event the Chairman & Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board of Directors shall be entitled to terminate his contract on such terms as the Board of Directors may consider appropriate in the circumstances.
- v) Upon the termination by whatever means of the Chairman & Managing Director's employment:
- a) he shall immediately cease to hold offices held by him in subsidiaries and associate companies without claim for compensation for loss of office; and return vacant possession of the Company's premises occupied by him and/or his family;
 - (b) he shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries and Associate Companies.
- vi) All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Chairman & Managing Director, unless specifically provided otherwise.
- vii) If at any time, Shri Yogesh Kajaria ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and the Chairman & Managing Director of the Company.

The remuneration proposed for Shri Yogesh Kajaria is commensurate with the industry and size of the Company and is justified having regard to the responsibilities, which he is called upon to bear as a Chairman & Managing Director of the Company. Notwithstanding anything herein above stated, where in any financial year closing on or after March 31, 2025 during the tenure of Shri Yogesh Kajaria as Chairman & Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Shri Yogesh Kajaria the above remuneration by way of salary, benefits, perquisites and other allowances, bonus etc as a minimum remuneration, in terms of Sections 197 and 200 read with Schedule V to the Act. Requisite information pursuant to Section II of Part II of Schedule V to the Act are disclosed in the "Statement containing Additional Information as required under Schedule V to the Companies Act, 2013 (as amended)" as Annexure – 2 annexed to this Notice.

The draft agreement w.r.t. appointment of Shri Yogesh Kajaria would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@icbelting.com.

A summary of profile of Shri Yogesh Kajaria is attached to this Notice as Annexure – 1.

Except Shri Yogesh Kajaria, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set forth in Item No. 1 and 2 of the Notice.

The Board recommends the Resolution set forth in Item no. 1 and 2 of the Postal Ballot Notice for approval by members.

Place: Kolkata
Date: December 06, 2024
Email: investors@icbelting.com

By Order of the Board of Directors
For International Conveyors Limited
Sd/-
Dipti Sharma
Company Secretary & Compliance Officer

Regd. Office:

Falta SEZ, Sector-II, Near Pump House No. 3
Village & Mouza - Akalmegh, South 24 Parganas - 743504 (WB)

**Annexure - 1 to the Notice and the Statement****Profile of Director 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 as issued by the Institute of Company Secretaries of India, the details of Director seeking appointment/re-appointment at the forthcoming Annual General Meeting is provided below:

Particulars	Shri Yogesh Kajaria
Category/Designation of Director	Chairman & Managing Director
DIN	01832931
Date of Birth/Age	March 08, 1975/ 50 years
Date of first appointment on the Board	December 06, 2024
Qualifications	B.COM (H), Chartered Accountant, CIO Certification from ISB, Hyderabad
Expertise in specific functional areas	Shri Yogesh Kajaria is a Chartered Accountant and a B.Com Graduate with a rich and vast experience of more than 25 years focusing primarily in the financial service sector and has demonstrated capabilities around strategic and growth initiatives, business transformation and people leadership. He has specialization in managing functions like operations, treasury, finance & accounts, compliance and internal audit. He also holds CIO Certification from ISB, Hyderabad. Shri Yogesh Kajaria is associated with the Company as President since December 2023.
Directorships held in other Companies	<ul style="list-style-type: none"> • R.C.A. Limited • Golopeak Vincom Pvt. Ltd.
Memberships/ Chairmanships of committees of other Companies	None
Listed companies from which the appointee Director has resigned in past 3 (three) years	None
Number of Shares held in Company	NIL
Relationship with other Directors/KMPs of the Company	Shri Yogesh Kajaria is not related to any Directors or KMPs of the Company in any manner.
No of Meetings of the Board attended during the year	Not Applicable (was appointed w.e.f. 06.12.2024)
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	As explained in the Explanatory Statement of this Notice.
Details of remuneration last drawn	Remuneration of 22,09,193/- as President of the Company (during the F.Y. 2023-24 from 01.01.2024 to 31.03.2024).
Justification for choosing the appointees for appointment as Independent Directors	Not Applicable
Chairman/Member of the Committees of Board of the Company	Corporate Social Responsibility Committee- Chairman Stakeholders Relationship Committee-Member

Annexure 2 to the Notice and the Statement
**STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V
OF THE COMPANIES ACT, 2013 (AS AMENDED)**
I. General Information:

- a. **Nature of Industry:** PVC Conveyor Belting
- b. **Date or expected date of commencement of commercial production:** The Company was incorporated on June 18, 1973 and its operation activities commenced thereafter.
- c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable
- d. **Financial Performance based on given indicators:**

Particulars	Year ended March 31, 2024 (Rs. in Lacs)	Year ended March 31, 2023 (Rs. in Lacs)
Revenue from operations	13,821.92	20,835.58
Total Income	20,456.63	22,203.46
Profit/(Loss) before Exceptional Items and Tax	7,663.33	3,748.37
Profits/(Loss) before tax	7,663.33	3,748.37
Profit/(Loss) after tax	6,211.50	2,935.25

e. Foreign Investments and Collaborations :

- (i) **Foreign Investments:** No foreign direct capital investment has been made in the Company during last 3 financial years. Foreign investments in the Company include shareholding of FPIs, FIIs, NRIs and Foreign Nationals. As on September 30, 2024, the aggregate holding of FPI in the Company was 0.02%.
- (ii) **Foreign Collaboration:** There is no foreign collaboration with any MNC overseas.

II. Information about the appointee (Shri Yogesh Kajaria, Chairman & Managing Director):

1. **Background details:** Please refer Annexure 1 above.
2. **Past remuneration:** Remuneration paid during the FY 2023-24 Rs.22,09,193/- (as President of the Company) (during the F.Y. 2023-24 from 01.01.2024 to 31.03.2024).
3. **Recognition or awards:** Please refer Annexure 1 above.
4. **Job profile and his suitability:** Shri Yogesh Kajaria will entrusted with substantial powers of the management of the affairs of the Company under the superintendence, control and direction of the Board of Directors. He shall be responsible for overall management of the Company as Chairman & Managing Director including policy planning, vision and strategy and also involved in long term development activities of the Company, besides Corporate Governance and Board Co-ordination.
5. **Remuneration proposed:** Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).
6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** The proposed remuneration of Shri Yogesh Kajaria, is comparable to that drawn by the peers in similar capacity in the industry and commensurate with the size of the Company and nature of its business. The remuneration is determined based on the recommendation of Nomination & Remuneration Committee, which pursues the industry benchmark in general, remuneration prevalent in the industry, profile and responsibilities of the Chairman & Managing Director and other relevant factors.
7. **Pecuniary relationship directly or indirectly with the Company, or relation with the managerial personnel, if any:** Shri Yogesh Kajaria does not hold any pecuniary relationship with the Company, its Directors and KMPs apart from the remuneration as mentioned above.



III. Other Information:

- 1. Reasons of loss or inadequate profits:** Company's revenue and profit depends upon various factors which are beyond the control of the management such as Rules and Regulations of the Countries where products of the Company are used, prices of raw materials, foreign exchange rate etc.
- 2. Steps taken or proposed to be taken for improvement:** The Company is trying to explore and enter new market and increase its customer base to improve revenue and profitability.
- 3. Expected increase in productivity and profits in measurable terms:** The Company has taken various initiatives to maintain its operational and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. Disclosures

Please refer to the Statement given above pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended) for the details of proposed remuneration.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor.

Payment of remuneration proposed herein above has been approved by the Board of Directors of the Company and by the Nomination and Remuneration Committee.