



International Conveyors Limited

CIN: L21300WB1973PLC028854

Regd. Office: Falta SEZ, Sector - II, Near Pump House No. 3, Village & Mouza-Akalmegh,
District - 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 108 and 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 Shareholders(s),

NOTICE is hereby given that the resolutions set out below is proposed to be passed by the Members of International Conveyors Limited ("the Company") by means of Postal Ballot, only by way of remote e-Voting process ("e-Voting"), pursuant to Section 110 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, Circulars and Notifications thereunder issued by the Ministry of Corporate Affairs ("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 or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the circular issued by Ministry of Corporate Affairs ('MCA') no. 09/2024 dated September 19, 2024 read with circular no. 14/2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), this Postal Ballot Notice ("Notice") is being sent by email only, to the members whose e-mail addresses are registered with the Company/ Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolution proposed in this Notice will be considered only through the remote e-Voting system.

The Explanatory Statement pursuant to Sections 102 of the Act pertaining to the Resolutions setting out the material facts and reasons thereof, is appended to this notice. The Board of Directors of the Company ("**Board**"), at its Meeting held on **Thursday, March 26, 2026** 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.

In the event the draft Resolutions as set out are assented 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. Ordinary Resolutions shall be declared as passed if the number of votes cast in favour are not less than two 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 **30th April, 2026**, i.e., the last date specified for receipt of votes through the e voting process.

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 Wednesday, April 1, 2026** and ends at **5:00 p.m. (IST) on Thursday, April 30, 2026**. The Scrutinizer will submit his report to the Chairman & Managing Director 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 **Monday, May 4, 2026**. 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 Thursday, April 30, 2026**. 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

To approve the advancing Loan or giving guarantee or providing security under Section 185 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to Section 185 and other applicable provisions of the Companies Act, 2013 (the “Act”) and applicable Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted/ to be constituted by the Board or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this Resolution) to advance and/or continue to advance any loan in one or more tranches, 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. (i) any private Company of which any such Director is a Director or member; (ii) anybody 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; (iii) 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 of the Director(s) of the lending company), as per the details set out in the explanatory statement, provided that (a) such loans are utilised by the borrowing company for its principal business activities; (b) the loans advanced to the borrowing companies shall be at an interest rate and terms and guarantee or security provided shall be at a commission as may be decided by the Board; (c) the aggregate outstanding amount against the borrowing companies set out in the explanatory statement shall not exceed the amounts as mentioned in the explanatory statement; and (d) the aggregate outstanding amount of loans advanced/ guarantee or security provided to the borrowing companies set out in the explanatory statement, shall not exceed the aggregate limits approved by the shareholders of the Company under Section 186 of the Companies Act, 2013, from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such necessary acts, deeds, matters or things as may be considered necessary and desirable to give effect to this Resolution, including without limitation, the determination of the terms and conditions of the loan and/or guarantee including among other things, the security for repayment, tenure of loan, tranches, interest rate and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard and /or to settle all questions, difficulties or doubts that may arise at any stage from time to time including amendment of the terms and conditions at which the loan is granted or security is provided as they may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek further consent or approval of the members or otherwise and delegate all or any of the powers herein conferred to any committee constituted by the Board or to any Director of the Company or to any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects;

RESOLVED FURTHER THAT a copy of the above resolution certified by any Director or Chief Financial Officer or Company Secretary of the Company be submitted with all such authorities or parties as may be required from time to time in order to give effect to the above resolution.”

Item no. 2

To approve material Related Party Transactions:

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4), 2(1)(zc) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made there under, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's policy on related party transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted/to be constituted by the Board

or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this Resolution), the consent of the members of the Company be and is hereby accorded to continue with the existing contracts/arrangements/transactions and/or enter into and/or execute new Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) in respect of advancing interest bearing inter-corporate deposits ("ICDs") / loans or give guarantee or provide security by the Company, in one or more tranches, to entities falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for a period of one (1) year from the date of according approval of members through this Notice, more specifically set out in the explanatory statement and on such material terms and conditions as detailed in the explanatory statement to this resolution, provided that the said Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) shall be at arm's length basis and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to finalise the terms and conditions of the ICDs/loans to be advanced and/or guarantee/security to be provided and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as maybe required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members of the Company, (except as may be required, pursuant to the applicable provisions of the SEBI Listing Regulations and the Act, as amended from time to time), and that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the forgoing resolution, be and are hereby approved, ratified and confirmed in all respects;

RESOLVED FURTHER THAT a copy of the above resolution certified by any Director or Chief Financial Officer or Company Secretary of the Company be submitted with all such authorities or parties as may be required from time to time in order to give effect to the above resolution."

Place: Kolkata
Date: March 26, 2026
Email: investors@iclbelting.com

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

Registered Office:

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

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 accordance with the MCA Circulars, this Postal Ballot notice is being sent 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, March 20, 2026 (the cut-off date)** and who have registered their e-mail address with the Company/Depository Participant (DP). Physical copies of this Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. 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 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. This Postal Ballot Notice will also be available on the Company's website at www.iclbelting.com, Website of the Stock Exchanges at www.bseindia.com and 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 documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to investors@iclbelting.com



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 shareholding in the paid-up Equity Share Capital of the Company as on the cut-off date i.e. **Friday, March 20, 2026**.
8. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
9. 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. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.
	2. Existing IDeAS user can visit e-Services website of NSDL Viz. https://eservices.nsd.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.
	3. 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

Type of shareholders	Login Method
	<p>4. 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>5. 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;">  App Store </div> <div style="text-align: center;">  Google Play </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"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login of Easi/Easiest the user will be also able to see e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from an e-Voting 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 see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<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. 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 or call at 022 - 4886 7000.
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 toll free no. 1800-21-09911.

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

4. Your User ID details are given below :

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

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

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

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Click on **“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 whose 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.
10. 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, March 20, 2026**. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
11. 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. The Scrutinizer will submit his report of the votes cast to the Chairman & Managing Director or any person authorized by him.



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, March 20, 2026
Commencement of e-voting period	Wednesday, April 1, 2026
End of e-voting period	Thursday, April 30, 2026

13. The e-voting module will be disabled by NSDL after **5:00 p.m. on Thursday, April 30, 2026**.
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@iclbeltng.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 **Monday, May 4, 2026** 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 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Deputy Manager at pritamd@nsdl.com / evoting@nsdl.com
19. **PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS BY SHAREHOLDERS :-**
- For members holding shares in 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).
 - 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

As per Section 185 of the Companies Act, 2013 ("the Act"), a Company may 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, subject to the condition that a special resolution is passed by the company in general meeting and the loans are utilised by the borrowing company for its principal business activities.

In view of the above, the shareholders of the Company had earlier authorized the Board of Directors of the Company under Section 185 of the Act to advance interest bearing inter-corporate deposits ("ICDs") / loans or give guarantee or provide security to IGE (India) Private Limited, ("IGE"), R.C.A. Limited ("RCA"), and Dabri Properties & Trading Company Private Limited (Formerly known as Dabri Properties & Trading Company Limited) ("DPTCPL") with limits of up to Rs. 150 Crores, Rs. 50 Crores and Rs. 5 Crores respectively.

The Audit Committee and the Board of Directors in their respective meetings held on March 26, 2026 re-assessed the requirements to advance interest bearing ICDs / loans or give guarantee or provide security for loans given to I.G.E (India) Pvt. Ltd. ("IGE"), RCA Ltd. ("RCA") and Dabri Properties & Trading Co Pvt. Ltd. ("DPTCPL") and have proposed to revise the limits for IGE, RCA and DPTCPL, subject

to approval of members of the Company, as per the details given below:

Sr. No.	Name of the Company	Existing Limit (Rs. In Crore)	Proposed limit (Rs. In Crore)
01	IGE (India) Pvt Ltd (Holding Company & Promoter Company)	150	175
02	R. C. A. Limited (Promoter Company)	50	100
03	Dabri Properties & Trading Co Pvt. Ltd. (Promoter Company)	5	50

For efficient management of surplus cash flow of the Company, from time to time, it is proposed to advance/continue to advance interest bearing inter-corporate deposits ("ICDs") / loans or give guarantee or provide security to the parties 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 (hereinafter referred to as the "Board" which term shall include any Committee constituted/to be constituted by the Board or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this Resolution), provided that such loans are utilised by the borrowing companies, which are IGE, RCA and DPTCPL for their respective principal business activities at an interest rate/Commission and terms as may be decided by the Board and in particular to the aforementioned Companies in which one or more Director(s) may be deemed to be interested, subject to availability of the surplus funds with the Company, and for such aggregate outstanding amount for each party not exceeding the amounts as mentioned below, however subject to a maximum outstanding of such amounts not exceeding in aggregate the limits approved by the shareholders of the Company under Section 186 of the Act.

Sr. No.	Name of Related Party & Nature of relationship with the Company	Nature of Transactions	Maximum Value of Transactions (Rs. in Crores)	Name of the Director or Key Managerial Personnel (KMPs) or their relatives as interested	
				Name	Nature of Interest / % of shareholding held in borrowing companies
01	IGE (India) Pvt. Ltd. (Holding Company & Promoter Company)	Inter Corporate Deposit (ICD) or Guarantee or Security	175	(i) Shri Surbhit Dabriwala (Director) (ii) Ms. Yamini Dabriwala (Promoter & Immediate Relative of Shri Surbhit Dabriwala, Director)	(i) Shri Surbhit Dabriwala along with immediate relative(s) holds 100% equity shares in IGE. (ii) Shri Surbhit Dabriwala holds directorship in IGE.
02	R. C. A. Limited (Promoter Company)		100	(i) Shri Surbhit Dabriwala (Director) (ii) Shri Yogesh Kajaria (Chairman & Managing Director)	(i) Shri Surbhit Dabriwala holds 22.24% equity shares in RCA. (ii) Shri Yogesh Kajaria holds directorship in RCA with "NIL" shareholding.
03	Dabri Properties & Trading Co Pvt. Ltd. (Promoter Company)		50	(i) Shri Surbhit Dabriwala (Director) (ii) Ms. Yamini Dabriwala (Immediate Relative of Shri Surbhit Dabriwala, Director)	Shri Surbhit Dabriwala and Ms. Yamini Dabriwala holds directorship in DPTCPL with "NIL" shareholding.

After providing the financial assistance to the aforesaid borrowing Companies, the Company will still have adequate cash reserves to execute its business plans. The aforementioned arrangement has been approved by the Audit Committee and Board of Directors of the Company at their respective Meetings held on March 26, 2026.

None of the Directors or Key Managerial Personnel of the Company or any of their relatives, are in any way concerned or interested financially or otherwise in this Resolution as set out in this Notice except to the extent of their shareholding and directorships, in the Company and the borrowing companies, if any.



The Board of Directors recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval of the members of the Company.

Item No. 2

Regulation 23(1) of the SEBI Listing Regulations mandates a Company to obtain approval of its shareholders by way of an 'Ordinary Resolution' for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds:

Consolidated turnover of the listed entity	Materiality threshold for RPTs
Upto Rs. 20,000 crore	10% of annual consolidated turnover
From Rs. 20,000 crore to Rs. 40,000 crores	Rs. 2,000 crore plus 5% of the turnover above Rs. 20,000 crore
More than 40,000 crore	Rs. 3,000 crore plus 2.50% of the turnover above Rs. 40,000 crore or Rs. 5,000 crore, whichever is less.

Pursuant to Regulation 23 of the SEBI Listing Regulations, all material related party transactions require approval of the members by way of an 'Ordinary Resolution' and all entities falling under the definition of "Related Party" shall abstain from voting, irrespective of whether the entity is a party to the particular transaction or not and accordingly the Promoter / Promoter Group of the Company shall not vote on the resolution set out as 'Item No. 2' in this Notice.

In order to deploy funds of the Company efficiently, the Company is proposing to advance /continue to advance interest bearing inter-corporate deposits ("ICDs") / loans or give guarantee or provide security on an arms-length basis to related parties viz., (i) IGE (India) Private Limited ("IGE"); (ii) R.C.A. Limited ("RCA"); and (iii) Dabri Properties & Trading Co Private Limited (Formerly known as Dabri Properties & Trading Company Limited) ("DPTCPL") (together the "Proposed RPTs"), for a period of one (1) year from the date of according approval of members through this Notice, for their principal business activities, as tabled below:

Sr. No.	Name of Related Party & Nature of relationship with the Company	Nature of Transactions	Maximum Value of Transactions (Rs. in Crores)
01	IGE (India) Pvt. Ltd. (Holding Company & Promoter Company)	Inter Corporate Deposit (ICD) or Guarantee or Security	175
02	R. C. A. Limited (Promoter Company)		100
03	Dabri Properties & Trading Co Pvt. Ltd. (Promoter Company)		50

The Company shall ensure the aggregate outstanding amounts for each party shall not exceed the limits approved by the members under Section 186 of the Act. Please note that the Company will still have adequate cash reserves to execute its business plans, post undertaking these related party transaction(s).

The members are informed that the proposed value of ICDs /loans or guarantee or security to be granted to the aforementioned companies exceeds 10% of the annual consolidated turnover of the company as on March 31, 2025 i.e., last audited financial statements of the Company and therefore, the Company is seeking the approval of its members under Regulation 23(4) of the SEBI Listing Regulations (pursuant to Schedule XII of SEBI Listing Regulations annual consolidated turnover of the Company is below Rs. 20,000 crore, the transaction with related party shall considered material if it exceeds 10% of annual consolidated turnover of the Company).

The Proposed RPTs were approved by the Board of Directors of the Company at its meeting held on March 26, 2026, based on the recommendation and approval of the Audit Committee in its meeting held earlier on March 26, 2026. The Audit Committee was provided with all relevant information with respect to the Proposed RPTs (including rationale, material terms such as interest rate and tenure, and justification) as required under the SEBI Master Circular dated November 11, 2024 bearing No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated January 30, 2026 bearing No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 read with the SEBI Circular dated June 26, 2025 bearing No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 ("RPT Industry Standards") and the same has been annexed herein as "Annexure A" for your reference. The Audit Committee has reviewed and took note of the certificate by Shri Yogesh Kajaria, Chairman and Managing Director and Shri A. K. Gulgulia, Chief Financial Officer of the Company, confirming that the Proposed RPTs are in the interest of the Company.

As required under Regulation 23(2) of the SEBI Listing Regulations, only those members of the Audit Committee of the Company who are Independent Directors were permitted to approve the Proposed RPTs which demonstrates that objective judgement was applied to all transactions proposed for approval. The Proposed RPTs shall also be reviewed / monitored by the Audit Committee of the Company on quarterly basis and shall remain within the proposed amount being placed before the shareholders.

Please note that the members of the Company had earlier authorized the Board of Directors of the Company under Regulation 23 of the Listing Regulations to provide ICDs/ loans to IGE, RCA and DPTCPL with limits of up to Rs. 150 Crores, Rs. 50 Crore, Rs. 5 Crores respectively.

The members may further note that the approval of members of the Company shall be accorded or said resolution shall be deemed to have been passed on April 30, 2026, being the last date specified by the Company for e-voting (remote e-voting).

Considering that the aforesaid transactions will benefit the Company, the Board of Directors recommends the Ordinary Resolution as set out in Item No. 2 of the Notice for approval by the members of the Company.

In regard to the details regarding interest of Director(s) or Key Managerial Personnel, if any, in this proposed resolution, kindly refer to point no. A(5)(7) of the "Annexure A", which forms part of this Notice. This explanatory statement may also be regarded as a disclosure as required under SEBI Listing Regulations.

Place: Kolkata
Date: March 26, 2026
Email: investors@icbelting.com

Registered 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



ANNEXURE - A

IGE (India) Private Limited

Minimum Information for the Proposed Related Party Transaction(s)

Sr. No.	Particulars of the Information	Information provided by the Management									
(A1) Basic Details of the related party:											
1.	Name of the related party	I G E (India) Private Limited ("IGE")									
2.	Country of incorporation of the related party	India									
3.	Nature of business of the related party	IGE is involved in the business of real estate development trading, investing, renewable energy generation and general advisory activities.									
(A2) Relationship and ownership of the related party:											
1.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: a) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). c) Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	IGE is the Holding Company (also Promoter Company) of International Conveyors Limited ("ICL"). NA NA IGE holds 49.71% shareholding in ICL. The Promoter and Promoter Group of ICL, of which IGE is a part of, holds 69.65% shareholding in ICL as on December 31, 2025.									
A(3) Details of previous transactions with the related party											
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Transactions undertaken by ICL with IGE during the Financial Year 2024-25: <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>Amount (Rs. in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td><u>ICDs given:</u> Opening as on April 1, 2024 Add: Loan given during the F.Y. 2024-25 Less: Repayment of Loan during the F.Y. 2024-25 Closing as on March 31, 2025</td> <td>9093.15 6042.75 5575.90 9560.00</td> </tr> <tr> <td>2.</td> <td>Interest received on ICDs granted</td> <td>1259.98</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)	1.	<u>ICDs given:</u> Opening as on April 1, 2024 Add: Loan given during the F.Y. 2024-25 Less: Repayment of Loan during the F.Y. 2024-25 Closing as on March 31, 2025	9093.15 6042.75 5575.90 9560.00	2.	Interest received on ICDs granted	1259.98
Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)									
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2.	Interest received on ICDs granted	1259.98									

Sr. No.	Particulars of the Information	Information provided by the Management												
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e., April 2025 to December 2025).	<p>Transactions undertaken by ICL with IGE from April 01, 2025 to December 31, 2025:</p> <table border="1" data-bbox="643 379 1450 692"> <thead> <tr> <th data-bbox="643 379 724 448">Sr. No.</th> <th data-bbox="724 379 1273 448">Nature of Transactions</th> <th data-bbox="1273 379 1450 448">Amount (Rs. in Lakhs)</th> </tr> </thead> <tbody> <tr> <td data-bbox="643 448 724 487">1</td> <td data-bbox="724 448 1273 487">Purchase of goods or services</td> <td data-bbox="1273 448 1450 487">243.00</td> </tr> <tr> <td data-bbox="643 487 724 655">2</td> <td data-bbox="724 487 1273 655"> ICDs given: Opening as on April 1, 2025 Add: Loan given from 01.04.2025 to 31.12.2025 Less: Repayment of Loan 01.04.2025 to 31.12.2025 Closing as on December 31, 2025 </td> <td data-bbox="1273 487 1450 655"> 9560.00 1225.00 2460.00 8325.00 </td> </tr> <tr> <td data-bbox="643 655 724 692">3</td> <td data-bbox="724 655 1273 692">Interest accrued on ICDs granted</td> <td data-bbox="1273 655 1450 692">732.93</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)	1	Purchase of goods or services	243.00	2	ICDs given: Opening as on April 1, 2025 Add: Loan given from 01.04.2025 to 31.12.2025 Less: Repayment of Loan 01.04.2025 to 31.12.2025 Closing as on December 31, 2025	9560.00 1225.00 2460.00 8325.00	3	Interest accrued on ICDs granted	732.93
Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)												
1	Purchase of goods or services	243.00												
2	ICDs given: Opening as on April 1, 2025 Add: Loan given from 01.04.2025 to 31.12.2025 Less: Repayment of Loan 01.04.2025 to 31.12.2025 Closing as on December 31, 2025	9560.00 1225.00 2460.00 8325.00												
3	Interest accrued on ICDs granted	732.93												
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	There have been no defaults by any related party of the Company in respect of any obligation undertaken under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.												
(A4) Amount of the proposed transaction(s)														
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 175 Crores												
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes (The Members are informed that the proposed value of Inter Corporate Deposits (ICDs) / loans or guarantee to be given or security to be provided to IGE exceeds 10% of the annual consolidated turnover of the company as on March 31, 2025 i.e., last audited financial statements of the Company and therefore, the Company is seeking the approval of its members under Regulation 23(4) of the SEBI Listing Regulations.)												
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	115.25%												
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA												
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	28.15%												



Sr. No.	Particulars of the Information	Information provided by the Management									
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th data-bbox="644 310 975 357">Particulars</th> <th data-bbox="975 310 1471 357">FY 2024-25 (Rs. in Lakhs)</th> </tr> </thead> <tbody> <tr> <td data-bbox="644 357 975 394">Turnover</td> <td data-bbox="975 357 1471 394">6,538.62</td> </tr> <tr> <td data-bbox="644 394 975 431">Profit After Tax</td> <td data-bbox="975 394 1471 431">398.05</td> </tr> <tr> <td data-bbox="644 431 975 476">Net worth</td> <td data-bbox="975 431 1471 476">51,957.70</td> </tr> </tbody> </table>		Particulars	FY 2024-25 (Rs. in Lakhs)	Turnover	6,538.62	Profit After Tax	398.05	Net worth	51,957.70
Particulars	FY 2024-25 (Rs. in Lakhs)										
Turnover	6,538.62										
Profit After Tax	398.05										
Net worth	51,957.70										
A(5) Basic details of the proposed transaction:											
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	To advance interest bearing ICDs / loans or give guarantee or provide security in connection with any ICDs / loans									
2.	Details of each type of the proposed transaction	<p>In order to deploy funds of the Company efficiently, the Company is proposing to advance ICDs / loans or give guarantee or provide security ("Proposed Borrowings") to IGE for an amount not exceeding INR 175 Crores, in one or more tranches for a period of one (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026.</p> <p>To clarify, the Proposed Borrowings shall at no point of time, cumulatively exceed the aforementioned value of Rs. 175 Crores.</p>									
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	<p>One (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026.</p> <p>Note: The date of approval of members of the Company shall deemed to be accorded on last date specified by the Company for e-voting (remote e-voting) i.e., Thursday, April 30, 2026.</p>									
4.	Whether omnibus approval is being sought?	No									
5.	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	<p>The value of the proposed transaction will be 175 Crores during a Financial year. This may be subject to change, based on availability of funds with ICL and requirements of IGE.</p> <p>To clarify, the Proposed Borrowings shall at no point of time, cumulatively exceed the aforementioned value of Rs. 175 Crores.</p>									
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>In order to deploy funds of the Company efficiently, the Company proposes to advance interest bearing ICDs / loans or give guarantee or provide security, on an arm's length basis to IGE, for a period of one (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026.</p> <p>The Proposed Borrowings will be at a rate of interest (for ICDs / loans) / rate of commission (for guarantee or security) in line with prevailing market standards, making the proposed transaction on arm's length basis, as well as beneficial to the Company.</p>									

Sr. No.	Particulars of the Information	Information provided by the Management
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:</p> <p>a) Name of the Director / KMP:</p> <p>b) Shareholding of the director / KMP, whether direct or indirect, in the related party.</p>	<p>Shri Surbhit Dabriwala (Promoter, Director and Member of ICL and IGE) Ms. Yamini Dabriwala (Promoter and Member of ICL and IGE)</p> <p>Shri Surbhit Dabriwala, along with Ms. Yamini Dabriwala, holds 100% shareholding (only direct) in IGE.</p>
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	Deployment of funds shall be out of internal resources/accruals and/or any other appropriate sources, from time to time.
2.	<p>Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:</p> <p>a) Nature of indebtedness b) Total cost of borrowing c) Tenure d) Other details</p>	No financial indebtedness is being incurred for undertaking this transaction and the Company does not presently expect to incur any borrowing in connection with this transaction.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers / other lenders.	The weighted average cost of borrowings made by ICL from its bankers / other lenders (with similar maturity profile but with different category or form of borrowing) is 8.09% per annum.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Rate of Interest shall be Ten percent (10%) per annum
5.	Maturity / due date	Till completion of one (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026 or within seven (7) days, as demanded by ICL in writing.
6.	Repayment schedule & terms	<p>The interest bearing ICDs / loans or guarantee or security to IGE, will have a tenure of one (1) year from the date of according approval of members through this Postal Ballot Notice dated March 26, 2026.</p> <p>The repayment shall be due upon completion of one (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026 or within seven (7) days, as demanded by ICL in writing.</p>



Sr. No.	Particulars of the Information	Information provided by the Management
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For the purpose of business activities and meeting day to day working capital requirements of IGE.
B(4) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	Please refer to point no. A(5)(6) as stated above
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The guarantee will be given or the security will be provided at commission rate of 0.50% per annum. The proposed guarantee to be given or security to be provided shall contain contractual provisions for recovery of amounts by ICL, in line with standard market practices for corporate guarantee / security arrangements.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified	There is no guarantee, surety, indemnity or comfort letter provided by ICL to any party(ies). With respect to the Proposed Borrowings, please note that as stated above in entry A(4)(1), ICL may undertake obligations not exceeding Rs. 175 Crores. In the event, ICL gives a guarantee or provides security, ICL will be required to make corresponding provisions in the books of account. Such provisions will be determined based on the final amount of the obligation undertaken and may be up to INR 175 crore. Please note no provisioning will be required if ICL advances interest bearing ICDS / loans and does not give guarantee or provide security.

Sr. No.	Particulars of the Information	Information provided by the Management
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Not Applicable
2.	<p>Default on borrowings, <i>if any</i>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p>In addition, state the following:</p> <p>Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>There has been no default by the related party on any borrowings during the last three financial years.</p> <p>The account of the related party has not been classified as NPA by any of its bankers.</p> <p>The related party has not been declared as a "wilful defaulter" by any of its bankers.</p> <p>The related party is not undergoing or facing any application for commencement of an insolvency resolution process or liquidation.</p> <p>The related party does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>
C(3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not applicable
2.	Details of solvency status and going concern status of the related party during the last three financial years:	The related party has remained solvent and continued as a going concern during the last three financial years.



Sr. No.	Particulars of the Information	Information provided by the Management
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified</p>	<p>There is no guarantee, surety, indemnity or comfort letter provided by ICL to any party(ies).</p> <p>With respect to the Proposed Borrowings, please note that as stated above in entry A(4)(1), ICL may undertake obligations not exceeding Rs. 175 Crores. In the event, ICL gives a guarantee or provides security, ICL will be required to make corresponding provisions in their books of account. Such provisions will be determined based on the final amount of the obligation undertaken and may be up to INR 175 crore. Please note no provisioning will be required if ICL advances interest bearing ICDs / loans and does not give guarantee or provide security.</p>
4.	<p>Default on borrowings, <i>if any</i>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p>In addition, state the following:</p> <p>Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>There has been no default by the related party on any borrowings during the last three financial years.</p> <p>The account of the related party has not been classified as NPA by any of its bankers.</p> <p>The related party has not been declared as a “wilful defaulter” by any of its bankers.</p> <p>The related party is not undergoing or facing any application for commencement of an insolvency resolution process or liquidation.</p> <p>The related party does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>

ANNEXURE - A

R.C.A. LIMITED

Minimum Information for the Proposed Related Party Transaction(s)

Sr. No.	Particulars of the Information	Information provided by the Management												
(A1) Basic Details of the Related Party:														
1.	Name of the related party	R.C.A. Limited ("RCA")												
2.	Country of incorporation of the related party	India												
3.	Nature of business of the related party	RCA is Non-Banking Finance Company ("NBFC") and is involved into NBFC activities.												
(A2) Relationship and ownership of the related party:														
1.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: a) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). c) Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	RCA is the Promoter Company of International Conveyors Limited ("ICL"). 2.35% (27,096 Shares) NA RCA holds 0.98% shareholding in ICL. The Promoter and Promoter Group of ICL, of which RCA is a part of, holds 69.65% shareholding in ICL as on December 31, 2025.												
(A3) Details of previous transactions with the related party														
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<p>Transactions undertaken by ICL with RCA during the Financial Year 2024-25 :</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>Amount (Rs. in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>ICDs given: Opening as on April 1, 2024 Add: Loan given during the F.Y. 2024-25 Less: Repayment of Loan during the F.Y. 2024-25 Closing as on March 31, 2025</td> <td>1303.20 2505.00 1758.20 2222.16</td> </tr> <tr> <td>2</td> <td>Interest accrued on ICDs granted (net of TDS)</td> <td>172.16</td> </tr> <tr> <td>3</td> <td>Rent Received</td> <td>0.30</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)	1	ICDs given: Opening as on April 1, 2024 Add: Loan given during the F.Y. 2024-25 Less: Repayment of Loan during the F.Y. 2024-25 Closing as on March 31, 2025	1303.20 2505.00 1758.20 2222.16	2	Interest accrued on ICDs granted (net of TDS)	172.16	3	Rent Received	0.30
Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)												
1	ICDs given: Opening as on April 1, 2024 Add: Loan given during the F.Y. 2024-25 Less: Repayment of Loan during the F.Y. 2024-25 Closing as on March 31, 2025	1303.20 2505.00 1758.20 2222.16												
2	Interest accrued on ICDs granted (net of TDS)	172.16												
3	Rent Received	0.30												



Sr. No.	Particulars of the Information	Information provided by the Management									
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e., April 2025 to December 2025).	<p>Transactions undertaken by ICL with RCA from April 01, 2025 to December 31, 2025:</p> <table border="1" data-bbox="655 347 1461 627"> <thead> <tr> <th data-bbox="655 347 735 416">Sr. No.</th> <th data-bbox="735 347 1283 416">Nature of Transactions</th> <th data-bbox="1283 347 1461 416">Amount (Rs. in Lakhs)</th> </tr> </thead> <tbody> <tr> <td data-bbox="655 416 735 584">1</td> <td data-bbox="735 416 1283 584"> <u>ICDs given:</u> Opening as on April 1, 2025 Add: Loan given during from 01.04.2025 to 31.12.2025 Less: Repayment of Loan from 01.04.2025 to 31.12.2025 Closing as on December 31, 2025 </td> <td data-bbox="1283 416 1461 584"> 2222.16 2639.84 – 4862.00 </td> </tr> <tr> <td data-bbox="655 584 735 627">2</td> <td data-bbox="735 584 1283 627">Interest accrued on ICDs granted</td> <td data-bbox="1283 584 1461 627">300.77</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)	1	<u>ICDs given:</u> Opening as on April 1, 2025 Add: Loan given during from 01.04.2025 to 31.12.2025 Less: Repayment of Loan from 01.04.2025 to 31.12.2025 Closing as on December 31, 2025	2222.16 2639.84 – 4862.00	2	Interest accrued on ICDs granted	300.77
Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)									
1	<u>ICDs given:</u> Opening as on April 1, 2025 Add: Loan given during from 01.04.2025 to 31.12.2025 Less: Repayment of Loan from 01.04.2025 to 31.12.2025 Closing as on December 31, 2025	2222.16 2639.84 – 4862.00									
2	Interest accrued on ICDs granted	300.77									
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	There have been no defaults by any related party of the Company in respect of any obligation undertaken under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.									
(A4) Amount of the proposed transaction(s)											
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 100 Crores									
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes (The Members are informed that the proposed value of Inter Corporate Deposits (ICDs) / loans or guarantee to be given or security to be provided to RCA exceeds 10% of the annual consolidated turnover of the company as on March 31, 2025 i.e., last audited financial statements of the Company and therefore, the Company is seeking the approval of its members under Regulation 23(4) of the SEBI Listing Regulations.									
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	65.86%									
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A.									
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1718.78%									

Sr. No.	Particulars of the Information	Information provided by the Management									
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th data-bbox="639 310 963 357">Particulars</th> <th data-bbox="963 310 1463 357">FY 2024-25 (Rs. in Lakhs)</th> </tr> </thead> <tbody> <tr> <td data-bbox="639 357 963 394">Turnover</td> <td data-bbox="963 357 1463 394">581.81</td> </tr> <tr> <td data-bbox="639 394 963 431">Profit After Tax</td> <td data-bbox="963 394 1463 431">95.81</td> </tr> <tr> <td data-bbox="639 431 963 493">Net worth</td> <td data-bbox="963 431 1463 493">8,278.97</td> </tr> </tbody> </table>	Particulars	FY 2024-25 (Rs. in Lakhs)	Turnover	581.81	Profit After Tax	95.81	Net worth	8,278.97	
Particulars	FY 2024-25 (Rs. in Lakhs)										
Turnover	581.81										
Profit After Tax	95.81										
Net worth	8,278.97										
A(5) Basic details of the proposed transaction:											
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	To advance interest bearing ICDs / loans or give guarantee or provide security in connection with any ICDs / loans									
2.	Details of each type of the proposed transaction	<p>In order to deploy funds of the Company efficiently, the Company is proposing to advance ICDs / loans or give guarantee or provide security ("Proposed Borrowings") to RCA for an amount not exceeding INR 100 Crores, in one or more tranches for a period of one (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026.</p> <p>To clarify, the Proposed Borrowings shall at no point of time, cumulatively exceed the aforementioned value of Rs. 100 Crores.</p>									
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	<p>One (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026.</p> <p>Note: The date of approval of members of the Company shall deemed to be accorded on last date specified by the Company for e-voting (remote e-voting) i.e., Thursday, April 30, 2026.</p>									
4.	Whether omnibus approval is being sought?	No									
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<p>The value of the proposed transaction will be 100 Crores during a Financial Year. This may be subject to change, based on availability of funds with ICL and requirements of RCA.</p> <p>To clarify, the Proposed Borrowings shall at no point of time, cumulatively exceed the aforementioned value of Rs.100 Crores.</p>									
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>In order to deploy funds of the Company efficiently, the Company proposes to advance interest bearing ICDs / loans or give guarantee or provide security, on an arms length basis to RCA, for a period of one (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026.</p> <p>The Proposed Borrowings will be at a rate of interest (for ICDs / loans) / rate of commission (for guarantee or security) in line with prevailing market standards, making the proposed transaction on arm's length basis, as well as beneficial to the Company.</p>									



Sr. No.	Particulars of the Information	Information provided by the Management
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:</p> <p>a) Name of the Director / KMP:</p> <p>b) Shareholding of the director / KMP, whether direct or indirect, in the related party:</p>	<p>Shri Surbhit Dabriwala (Promoter, Director and Member of ICL and Member of RCA) Mrs. Yamini Dabriwala (Promoter and Member of ICL) Shri Yogesh Kajaria (Chairman & Managing Director of ICL & Director of RCA)</p> <p>Shri Surbhit Dabriwala holds 22.24% shareholding (direct) and approximately 55.04% shareholding (indirect) in RCA Mrs. Yamini Dabriwala has 'Nil' direct shareholding and holds approximately 20.36% shareholding (indirect) in RCA Shri Yogesh Kajaria, Chairman & Managing Director of ICL has 'Nil' shareholding (direct and indirect) in RCA.</p>
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable
9.	Other information relevant for decision making.	Not Applicable
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	Deployment of funds shall be out of internal resources/accruals and/or any other appropriate sources, from time to time.
2.	<p>Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:</p> <p>a) Nature of indebtedness b) Total cost of borrowing c) Tenure d) Other details</p>	No financial indebtedness is being incurred for undertaking this transaction and the Company does not presently expect to incur any borrowing in connection with this transaction.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers / other lenders.	The weighted average cost of borrowings made by ICL from its bankers / other lenders (with similar maturity profile but with different category or form of borrowing) is 8.09% per annum.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Rate of Interest shall be Ten percent (10%) per annum
5.	Maturity / due date	Till completion of one (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026 or within seven (7) days, as demanded by ICL in writing.
6.	Repayment schedule & terms	<p>The interest bearing ICDs / loans or guarantee or security to RCA, will have a tenure of one (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026.</p> <p>The repayment shall be due upon completion of one (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026 or within seven (7) days, as demanded by ICL in writing.</p>

Sr. No.	Particulars of the Information	Information provided by the Management
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For the purpose of business activities and meeting day to day working capital requirements of RCA.
B(4) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	Please refer to point no. A(5)(6) as stated above
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The guarantee will be given or the security will be provided at commission rate of 0.50% per annum. The proposed guarantee to be given or security to be provided shall contain contractual provisions for recovery of amounts by ICL, in line with standard market practices for corporate guarantee / security arrangements.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified	There is no guarantee, surety, indemnity or comfort letter provided by ICL to any party(ies). With respect to the Proposed Borrowings, please note that as stated above in entry A(4)(1), ICL may undertake obligations not exceeding Rs.100 Crores. In the event, ICL gives a guarantee or provides security, ICL will be required to make corresponding provisions in the books of account. Such provisions will be determined based on the final amount of the obligation undertaken and may be up to INR 100 crore. Please note no provisioning will be required if ICL advances interest bearing ICDs / loans and does not give guarantee or provide security.
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Not Applicable
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following: Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	There has been no default by the related party on any borrowings during the last three financial years. The account of the related party has not been classified as NPA by any of its bankers.



Sr. No.	Particulars of the Information	Information provided by the Management
	<p>Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>The related party has not been declared as a “wilful defaulter” by any of its bankers.</p> <p>The related party is not undergoing or facing any application for commencement of an insolvency resolution process or liquidation.</p> <p>The related party does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>
<p>C(3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</p>		
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p>	<p>Not applicable</p>
2.	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p>	<p>The related party has remained solvent and continued as a going concern during the last three financial years.</p>
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified</p>	<p>There is no guarantee, surety, indemnity or comfort letter provided by ICL to any party(ies).</p> <p>With respect to the Proposed Borrowings, please note that as stated above in entry A(4)(1), ICL may undertake obligations not exceeding Rs. 100 Crores. In the event, ICL gives a guarantee or provides security, ICL will be required to make corresponding provisions in their books of account. Such provisions will be determined based on the final amount of the obligation undertaken and may be up to INR 100 crore. Please note no provisioning will be required if ICL advances interest bearing ICDS / loans and does not give guarantee or provide security.</p>

Sr. No.	Particulars of the Information	Information provided by the Management
4.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p>In addition, state the following:</p> <p>Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>There has been no default by the related party on any borrowings during the last three financial years.</p> <p>The account of the related party has not been classified as NPA by any of its bankers.</p> <p>The related party has not been declared as a “wilful defaulter” by any of its bankers.</p> <p>The related party is not undergoing or facing any application for commencement of an insolvency resolution process or liquidation.</p> <p>The related party does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>



ANNEXURE - A

DABRI PROPERTIES AND TRADING COMPANY PRIVATE LIMITED

(FORMERLY KNOWN AS DABRI PROPERTIES AND TRADING COMPANY LIMITED)

Minimum Information for the Proposed Related Party Transaction(s)

Sr. No.	Particulars of the Information	Information provided by the Management									
(A1) Basic Details of the Related Party:											
1.	Name of the related party	Dabri Properties and Trading Company Private Limited (Formerly known as Dabri Properties and Trading Company Limited) ("DPTCPL")									
2.	Country of incorporation of the related party	India									
3.	Nature of business of the related party	DPTCPL is Non-Banking Finance Company ("NBFC") and is involved into NBFC activities.									
(A2) Relationship and ownership of the related party:											
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: a) Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary). c) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	DPTCPL is the Promoter Company of International Conveyors Limited ("ICL"). NIL NA DPTCPL holds 2.80% shareholding in ICL. The Promoter and Promoter Group of ICL, of which DPTCPL is a part of, holds 69.65% shareholding in ICL as on December 31, 2025.									
A(3) Details of previous transactions with the related party											
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Transactions undertaken by ICL with DPTCPL during the Financial Year 2024-25: <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>Amount (Rs. in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>ICDs given: Opening as on April 1, 2024 Value undertaken (interest received) during the Financial Year 2024-25 Closing as on March 31, 2025</td> <td>400.98 0.98 436.00</td> </tr> <tr> <td>2</td> <td>Interest accrued on ICDs granted (net of TDS)</td> <td>36.00</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)	1	ICDs given: Opening as on April 1, 2024 Value undertaken (interest received) during the Financial Year 2024-25 Closing as on March 31, 2025	400.98 0.98 436.00	2	Interest accrued on ICDs granted (net of TDS)	36.00
Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)									
1	ICDs given: Opening as on April 1, 2024 Value undertaken (interest received) during the Financial Year 2024-25 Closing as on March 31, 2025	400.98 0.98 436.00									
2	Interest accrued on ICDs granted (net of TDS)	36.00									

Sr. No.	Particulars of the Information	Information provided by the Management									
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e., April 2025 to December 2025).	<p>Transactions undertaken by ICL with DPTCPL from April 2025 to December 2025:</p> <table border="1" data-bbox="643 347 1449 595"> <thead> <tr> <th data-bbox="643 347 724 416">Sr. No.</th> <th data-bbox="724 347 1273 416">Nature of Transactions</th> <th data-bbox="1273 347 1449 416">Amount (Rs. in Lakhs)</th> </tr> </thead> <tbody> <tr> <td data-bbox="643 416 724 556">1</td> <td data-bbox="724 416 1273 556"> <u>ICDs given:</u> Opening as on April 1, 2025 Value undertaken from April 1, 2025 to December 31, 2025 Closing as on December 31, 2025 </td> <td data-bbox="1273 416 1449 556"> 436.00 – 468.85 </td> </tr> <tr> <td data-bbox="643 556 724 595">2</td> <td data-bbox="724 556 1273 595">Interest accrued on ICDs granted</td> <td data-bbox="1273 556 1449 595">32.85</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)	1	<u>ICDs given:</u> Opening as on April 1, 2025 Value undertaken from April 1, 2025 to December 31, 2025 Closing as on December 31, 2025	436.00 – 468.85	2	Interest accrued on ICDs granted	32.85
Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)									
1	<u>ICDs given:</u> Opening as on April 1, 2025 Value undertaken from April 1, 2025 to December 31, 2025 Closing as on December 31, 2025	436.00 – 468.85									
2	Interest accrued on ICDs granted	32.85									
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	There have been no defaults by any related party of the Company in respect of any obligation undertaken under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.									
(A4) Amount of the proposed transaction(s)											
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 50 Crores									
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes (The Members are informed that the proposed value of Inter Corporate Deposits (ICDs)/ loans or guarantee to be given or security to be provided to DPTCPL exceeds 10% of the annual consolidated turnover of the company as on March 31, 2025 i.e., last audited financial statements of the Company and therefore, the Company is seeking the approval of its members under Regulation 23(4) of the SEBI Listing Regulations.									
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	32.93%									
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A.									
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1849.90%									



Sr. No.	Particulars of the Information	Information provided by the Management								
6.	Financial performance of the related party for the immediately preceding financial year: <u>Explanations:</u> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	<table border="1"> <thead> <tr> <th data-bbox="655 319 975 357">Particulars</th> <th data-bbox="975 319 1471 357">FY 2024-25 (Rs. in Lakhs)</th> </tr> </thead> <tbody> <tr> <td data-bbox="655 357 975 396">Turnover</td> <td data-bbox="975 357 1471 396">270.28</td> </tr> <tr> <td data-bbox="655 396 975 435">Profit After Tax</td> <td data-bbox="975 396 1471 435">98.17</td> </tr> <tr> <td data-bbox="655 435 975 474">Net worth</td> <td data-bbox="975 435 1471 474">1,528.22</td> </tr> </tbody> </table>	Particulars	FY 2024-25 (Rs. in Lakhs)	Turnover	270.28	Profit After Tax	98.17	Net worth	1,528.22
Particulars	FY 2024-25 (Rs. in Lakhs)									
Turnover	270.28									
Profit After Tax	98.17									
Net worth	1,528.22									
A(5) Basic details of the proposed transaction:										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	To advance interest bearing ICDs / loans or give guarantee or provide security in connection with any ICDs / loans								
2.	Details of each type of the proposed transaction	In order to deploy funds of the Company efficiently, the Company is proposing to advance ICDs /loans or give guarantee or provide security ("Proposed Borrowings") to DPTCPL for an amount not exceeding INR 50 Crores, in one or more tranches for a period of one (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026. To clarify, the Proposed Borrowings shall at no point of time, cumulatively exceed the aforementioned value of Rs. 50 Crores.								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026. Note: The date of approval of members of the Company shall deemed to be accorded on last date specified by the Company for e-voting (remote e-voting) i.e., Thursday, April 30, 2026.								
4.	Whether omnibus approval is being sought?	No								
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The value of the proposed transaction will be Rs. 50 Crores during F.Y. 2026-27. This may be subject to change, based on availability of funds with ICL and requirements of DPTCPL. To clarify, the Proposed Borrowings shall at no point of time, cumulatively exceed the aforementioned value of Rs 50 Crores.								
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	In order to deploy funds of the Company efficiently, the Company proposes to advance interest bearing ICDs / loans or give guarantee or provide security on an arms length basis to DPTCPL, for a period of one (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026. The Proposed Borrowings will be at a rate of interest (for ICDs / loans) / rate of commission (for guarantee or security) in line with prevailing market standards, making the proposed transaction on arm's length basis, as well as beneficial to the Company.								

Sr. No.	Particulars of the Information	Information provided by the Management
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:</p> <p>a) Name of the Director / KMP:</p> <p>b) Shareholding of the director / KMP, whether direct or indirect, in the related party:</p>	<p>Shri Surbhit Dabriwala (Promoter, Member and Director of ICL and Director of DPTCPL)</p> <p>Ms. Yamini Dabriwala (Promoter and Member of ICL and Director of DPTCPL)</p> <p>Shri Surbhit Dabriwala has 'Nil' direct shareholding and holds approximately 42.61% shareholding (indirect) in DPTCPL</p> <p>Mr. Yamini Dabriwala has 'Nil' direct shareholding and holds approximately 14.58% shareholding (indirect) in DPTCPL</p>
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	Deployment of funds shall be out of internal resources/accruals and/or any other appropriate sources, from time to time.
2.	<p>Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:</p> <p>a) Nature of indebtedness</p> <p>b) Total cost of borrowing</p> <p>c) Tenure</p> <p>d) Other details</p>	No financial indebtedness is being incurred for undertaking this transaction and the Company does not presently expect to incur any borrowing in connection with this transaction.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	The weighted average cost of borrowings made by ICL from its bankers / other lenders (with similar maturity profile but with different category or form of borrowing) is 8.09% per annum.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Rate of Interest shall be Ten percent (10%) per annum
5.	Maturity / due date	Till completion of one (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026 or within seven (7) days, as demanded by ICL in writing.
6.	Repayment schedule & terms	<p>The interest bearing ICDs / loans or guarantee or security to DPTCPL, will have a tenure of one (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026.</p> <p>The repayment shall be due upon completion of one (1) year from the date of according approval of members through Postal Ballot Notice dated March 26, 2026 or within seven (7) days, as demanded by ICL in writing.</p>
7.	Whether secured or unsecured?	Unsecured



Sr. No.	Particulars of the Information	Information provided by the Management
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For the purpose of business activities and meeting day to day working capital requirements of DPTCPL.
B(4) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	Please refer to point no. A(5)(6) as stated above
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The guarantee will be given or the security will be provided at commission rate of 0.50% per annum. The proposed guarantee to be given or security to be provided shall contain contractual provisions for recovery of amounts ICL, in line with standard market practices for corporate guarantee / security arrangements.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified	There is no guarantee, surety, indemnity or comfort letter provided by ICL to any party(ies), With respect to the Proposed Borrowings, please note that as stated above in entry A(4)(1), ICL may undertake obligations not exceeding Rs. 50 Crores. In the event, ICL gives a guarantee or provides security, ICL will be required to make corresponding provisions in their books of account. Such provisions will be determined based on the final amount of the obligation undertaken and may be up to INR 50 crore. Please note no provisioning will be required if ICL advances interest bearing ICDS / loans and does not give guarantee or provide security.
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Not Applicable
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following: Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	There has been no default by the related party on any borrowings during the last three financial years. The account of the related party has not been classified as NPA by any of its bankers.

Sr. No.	Particulars of the Information	Information provided by the Management
	<p>Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>The related party has not been declared as a “wilful defaulter” by any of its bankers.</p> <p>The related party is not undergoing or facing any application for commencement of an insolvency resolution process or liquidation.</p> <p>The related party does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>
<p>C(3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</p>		
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p>	<p>Not applicable</p>
2.	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p>	<p>The related party has remained solvent and continued as a going concern during the last three financial years.</p>
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified</p>	<p>There is no guarantee, surety, indemnity or comfort letter provided by ICL to any party(ies).</p> <p>With respect to the Proposed Borrowings, please note that as stated above in entry A(4)(1), ICL may undertake obligations not exceeding Rs. 50 Crores. In the event, ICL gives a guarantee or provides security, ICL (as the case may be) will be required to make corresponding provisions in their books of account. Such provisions will be determined based on the final amount of the obligation undertaken and may be up to INR 50 crore. Please note no provisioning will be required if ICL advances interest bearing ICDs / loans and does not give guarantee or provide security.</p>



Sr. No.	Particulars of the Information	Information provided by the Management
4.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p>In addition, state the following:</p> <p>Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>There has been no default by the related party on any borrowings during the last three financial years.</p> <p>The account of the related party has not been classified as NPA by any of its bankers.</p> <p>The related party has not been declared as a "wilful defaulter" by any of its bankers.</p> <p>The related party is not undergoing or facing any application for commencement of an insolvency resolution process or liquidation.</p> <p>The related party does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>