

International Conveyors Limited

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

ICL/DS/2022-23/310

July 15, 2022

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

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

Dear Sir,

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

Pursuant to regulation 30 of SEBI (Listing Obligations & Disclosure Requirements), 2015, we hereby enclose a copy of the Postal Ballot Notice dated May 27, 2022 (“Postal Ballot Notice”) and Postal Ballot Form, seeking approval of members for the following matters:

- 1.To approve enhancement in the existing limit to give loans, inter corporate deposits, providing guarantees, securities in connection with loans given to any person or any other body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed u/s 186 of the Companies Act, 2013
2. To approve advancing Loan or giving guarantee or providing security in connection with any loan taken by any person/Body Corporate in whom any of the Director of the Company is interested

The Postal Ballot Notice together with Explanatory Statement and Postal Ballot Form, is being sent to the members whose names appear in the register of member/beneficial owners received from the Registrar and Share Transfer Agent, National Security Depositories Limited and Central Depository Services (India) Limited as on Friday, June 24, 2022 i.e. the cut-off date.

INTERNATIONAL CONVEYORS LTD.

Diphi Sharma
Company Secretary



Registered Office & Works I :
Falta SEZ, Sector - II, Near Pump House No. 3
Village & Mouza - Akalmegh

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

INTERNATIONAL CONVEYORS LIMITED

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members. The voting through Postal Ballot and through remote e-voting will commence from **Tuesday, July 19, 2022 (09:00 A.M. IST)** and shall end on **Wednesday, August 17, 2022 (5:00 P.M. IST)**. The result of the Postal Ballot will be announced on Friday, August 19, 2022.

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

This is for your information and record.

Thanking You

Yours faithfully
For **International Conveyors Ltd.**

Dipti Sharma

Dipti Sharma
Company Secretary & Compliance Officer



Encl: As above



INTERNATIONAL CONVEYORS LIMITED

CIN: L21300WB1973PLC028854

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

Corporate Office: 10 Middleton Row, Kolkata - 700071

Phone: (033) 4001 0061

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

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made thereunder)

To
The Members of
International Conveyors Limited

Notice is hereby given that pursuant to the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or amendment(s) or variation(s) or re-enactment(s) thereof for the time being in force), read with Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modifications(s) or re-enactment(s) thereof for the time being in force and any other applicable laws and regulations, the resolutions appended below are proposed to be passed by members of the International Conveyors Limited ("the Company") through postal ballot (the "Postal Ballot")/ electronic voting ("e-voting"). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said resolutions setting out the material facts and the reasons thereof are annexed to this Postal Ballot Notice, along with a Postal Ballot form ("Postal Ballot Form") for your consideration.

The resolutions, if approved by the requisite majority, will be deemed to have been passed on the last date specified by the Company for Remote e-voting i.e., August 17, 2022.

Please carefully read the instructions printed on the enclosed Postal Ballot Form and return the Form duly completed in the attached self addressed, postage pre-paid envelope, so as to reach the Scrutinizer before the close of working hours on August 17, 2022.

Special Business

- To approve enhancement in the existing limit to give loans, inter corporate deposits, providing guarantees, securities in connection with loans given to any person or any other body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed u/s 186 of the Companies Act, 2013.**

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the 'Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and subject to other applicable laws and such other approvals, consents, sanctions and permissions as may be required in that behalf and in terms of the Articles of Association of the Company, approval 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 be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) to:

(a) give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;

(b) give guarantee or provide security in connection with a loan given to any person or any other body corporate; and

(c) acquire whether by way of subscription, purchase or otherwise the securities including shares, debentures of any other body corporate, all schemes of Mutual Funds, Central Government Securities, State Government Securities, Local Body Securities etc.,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 500 crores, (Rupees Five Hundred Crores) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee/security is given along with the investments, loans, inter corporate deposits, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of the Company's paid-up share capital, free reserves and securities premium account or one hundred per cent of the Company's free reserves and securities premium account, whichever is more."



“RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), inter-corporate deposits, or guarantee(s)/Securities as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same;

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

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

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

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

- To advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested (i.e. including any private Company of which any such Director is a Director or member; any body corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such Director or by two or more such directors, together; any body corporate, the Board of Directors, Managing Director or Manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any Director or Directors, of the lending Company), provided that such loans are utilised by the borrowing Company for its principal business activities at a interest rate and term as may be decided by the Board or by Committee as the case may be and in particular to the following Companies in which one or more Director(s) may be deemed to be interested:

Sr. No.	Name of Related Party	Nature of Transactions	Maximum Value of Transactions per annum (Rs. in Lakhs)
01	Faridabad Management Private Limited	Inter Corpportae Deposit (ICD)	1,000
02	Fortune Capital Holdings Private Limited		1,000
03	Dabri Properties & Trading Co Limited		500
04	Middleton Developers Limited		500

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

Date: 27.05.2022

Place: Kolkata

Registered Office:

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

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

Sd/-
Dipti Sharma
Company Secretary & Compliance Officer

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and reasons thereof for the proposal is annexed hereto.
2. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the members to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by National Securities Depository Limited ('NSDL').
3. The voting rights of the members (through postal ballot or e-voting) shall be reckoned on the equity shares held by them as on June 24, 2022 (End of Day), being the 'cut-off date' fixed for this purpose.
4. The Postal Ballot notice is also being uploaded on the Company's website viz., www.iclbelting.com.
5. The Postal Ballot Form together with the self-addressed postage pre-paid envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage prepaid envelope, so as to reach the Scrutinizer before the close of working hours on August 17, 2022 (5.00 p.m.).
6. The notice of Postal Ballot ("Postal Ballot Notice") is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on the close of working hours on June 24, 2022 i.e. the cut-off date. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on that date. With reference to MCA Circular No. 14/2020 dated 08.04.2020; Circular No. 17/2020 dated 13.04.2020; Circular No. 22/2020 dated 15.06.2020; Circular No. 33/2020 dated 28.09.2020; Circular No. 39/2020 dated 31.12.2020; Circular No. 10/2021 dated 23.06.2021; Circular No. 20/2021 dated 08.12.2021 and Circular No. 03/2022 dated 05.05.2022, the Postal Ballot Notice is being sent by e-mail to the Members who have registered their email addresses for receipt of documents in electronic form with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice and the Ballot Form are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice may also be accessed on Company's website i.e. www.iclbelting.com.
7. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot Forms. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the Resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballot Forms), whichever is earlier.

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

Members may contact Ms. Dipti Sharma, Company Secretary and Compliance Officer of the Company for any grievances connected with voting by postal ballot including voting by electronic means by writing an email at investors@iclbelting.com or to the NSDL by writing an email at evoting@nsdl.co.in.
8. The Scrutinizer will submit her Report after completion of the scrutiny, addressed to the Chairman on Friday, August 19, 2022. The Chairman will or in his absence any other person so authorized by him will announce the result of voting by postal ballot on the same day on which Scrutinizer will submit her report, at 4:00 P.M. at the Corporate Office of the Company at 10, Middleton Row, Kolkata-700071 and the Resolutions will be taken as passed effectively, if approved by requisite majority, on the last date specified by the Company for remote e-voting. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this notice. The Board vide its resolution passed on May 27, 2022 has appointed Ms. Khushboo Gulgulia, Proprietor of M/s K. Gulgulia & Co, Company Secretaries, (Membership No. 62099, CP No. 24240) as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

10. INSTRUCTIONS FOR VOTING**A. PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING**

1. A member desiring to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid envelope before the close of working hours (5:00 P.M.) of August 17, 2022. The postage will be borne and paid by the Company. However, envelope containing Postal Ballot Forms, if sent by courier at the expense of



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

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

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

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

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

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

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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

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

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

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



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

4. Your User ID details are given below :

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

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

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

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

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

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

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies **"EVEN"** in which you are holding shares and who's voting cycle is open.
2. Select **"EVEN"** of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “**Submit**” and also “**Confirm**” when prompted.
5. Upon confirmation, the message “**Vote cast successfully**” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@iclbeltng.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master copy or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@iclbeltng.com. If you are an Individual 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.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to khushboo.gulgulia@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-1020-990 and 1800 224 430 or send a request to Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in.
4. Members can also update their mobile number and e-mail addresses in the user profile details of the folio which may be used for sending future communication(s).
5. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the company and will submit her report after completion of the scrutiny, as soon as possible but not later than Friday, August 19, 2022 to the Managing Director of the Company or a person authorised by him who shall countersign the same.
6. The e-voting period commences on Tuesday, July 19, 2022 (9:00 a.m. IST) and ends on Wednesday, August 17, 2022 (5:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on June 24, 2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
7. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form attached to the e-mail or from the Company's website www.iclbeltng.com or seek duplicate of the Postal Ballot Form from Company's Registrar and Share Transfer Agent Maheshwari Datamatics Pvt. Ltd, 23 R. N. Mukherjee Road, Kolkata-700001, fill in the details and send the same to the Scrutinizer.
8. The result of Postal Ballot will be placed at the website of the Company at www.iclbeltng.com.
9. All documents referred to in the accompanying Notice & Explanatory Statement are open for inspection at the Corporate Office of the Company on all working days between 11:00 A.M. to 1:00 P.M. till August 09, 2022 from the date of dispatch of Notice.

**Explanatory Statements under Section 102 of the Companies Act, 2013****Item No. 1**

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013, a Company can give any loan, guarantee, provide security or make investment in shares, debentures etc. up to an amount of 60% of its paid up capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

As per Section 186(3) of the Companies Act, 2013, a Company may give loan, guarantee, provide security or make investment in shares, debentures etc. exceeding the limits as mentioned in section 186(2) with the prior approval of shareholders by means of a special resolution.

In terms of Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, the above limits are not applicable in case a company gives loan or guarantee or provides security to its wholly owned subsidiary companies or joint venture companies or makes investment in securities of its wholly owned subsidiary companies.

In order to promote business activities of the Company and to utilise its surplus funds, the aggregate amount of the loans and investments so far made, the amount for which guarantees and securities so far provided by the Company along with the loans, investments and guarantees to be made / provided by the Company in the near future, may exceed the limits prescribed u/s 186 of the Companies Act, 2013.

Accordingly, the Audit Committee and the Board of Directors in their meeting held on May 27, 2022 unanimously approved to increase the aforesaid threshold to Rs. 500 Crores, subject to approval of the shareholders.

The Board recommends the resolution set forth at Item No. 1 for the approval of the Members.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested financially or otherwise in the Resolution mentioned at Item No. 1 of the Notice.

Item No. 2

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

Sr. No.	Name of Related Party	Nature of Transactions	Maximum Value of Transactions per annum (Rs. in Lakhs)
01	Faridabad Management Private Limited	Inter Corporate Deposit (ICD)	1,000
02	Fortune Capital Holdings Private Limited		1,000
03	Dabri Properties & Trading Co Limited		500
04	Middleton Developers Limited		500

The Audit Committee and the Board of Directors have approved the said related party transactions which was placed before them in their meeting held on May 27, 2022. Further, the said transactions qualify as material Related Party transactions under the Listing Regulations. Accordingly, the members' approval is sought for the same.

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

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

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

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

Date: 27.05.2022

Place: Kolkata

Registered Office:

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

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

Sd/-

Dipti Sharma

Company Secretary & Compliance Officer



INTERNATIONAL CONVEYORS LIMITED

CIN: L21300WB1973PLC028854

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

Corporate Office: 10 Middleton Row, Kolkata-700071

Phone: (033)4001 0061

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

POSTAL BALLOT FORM

Ballot No.:

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

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

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

4. No. of Shares held :

I/We hereby exercise my/our vote(s) in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice dated May 27, 2022 of the company by sending my/our assent or dissent to the said Resolutions by placing tick (✓) mark at the appropriate box below:

Sr. No.	Description	No. of shares held	I/ We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Enhancement in the existing limit to give loans, inter corporate deposits, providing guarantees, securities in connection with loans given to any person or any other body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed u/s 186 of the Companies Act, 2013.			
2.	Advancing Loan or giving guarantee or providing security in connection with any loan taken by any person/Body Corporate in whom any of the Director of the Company is interested.			

Place:

Date:

(Signature of the Shareholders)

Please send your Postal Ballot Form in the envelope enclosed herewith.

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

Electronic Voting Particulars

EVEN	USER ID	PASSWORD/ PIN

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

NOTES/ INSTRUCTIONS

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 and rules made there under, the assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice dated May 27, 2022 is being determined through Postal Ballot.
2. The vote should be cast either in favour or against by putting the tick (✓) Mark in the column provided for assent or dissent. Postal Ballot form bearing (✓) in both the column will render the form invalid.
3. The Company has authorized M/s. Khushboo Gulgulia, Practicing Company Secretary (Membership No. 62099, CP No. 24240) as Scrutinizer for conducting Postal Ballot.
4. The Company has authorised Shri A. K. Gulgulia, Chief Financial Officer and Ms. Dipti Sharma, Company Secretary & Compliance Officer of the Company as the persons responsible for the entire Postal Ballot voting process.
5. Shareholders desiring to exercise voting rights by way of physical ballot may complete the Postal Ballot Form and sent it to the Scrutinizer in the attached self-addressed pre-paid envelop or through e-voting system provided by National Securities Depository Limited ('NSDL') before the close of working hours (5:00 P.M.) of August 17, 2022. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Forms, if sent by courier at the expense of shareholder will also be accepted.
6. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified in point no 5 above. Request for issue of duplicate ballot form shall not be entertained after August 09, 2022.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of shareholders on the cut off date i.e. June 24, 2022.
8. The Scrutinizer will submit her final report as soon as possible after the last date of receipt of Postal Ballot Forms, but not later than Friday, August 19, 2022.
9. The Chairman of the Board and in his absence, any person authorized by the Chairman will announce the result of the Postal Ballot at the corporate office of the Company at 4th Floor, 10, Middleton Row, Kolkata-700071 on Friday August 19, 2022 at 4:00 P.M.
10. The results of the Postal Ballot will be placed at the website of the Company at www.iclbelting.com.
11. The Postal Ballot form should be completed and signed by the Sole/ first named shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his/ her absence, by the next named shareholder.
12. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority with signature(s) of Authorized Signatory(ies), duly attested.
13. Postal Ballot cannot be exercised by a Proxy.
14. Incomplete, unsigned or incorrectly filled or bearing more than one (✓) on the Postal Ballot are subject to rejection by the Scrutinizer.
15. Members are requested not to send any other matter along with Postal Ballot form in the enclosed pre-paid postage self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
16. All documents referred to in the accompanying Notice & Explanatory Statement are open for inspection at the corporate office of the Company on all working days except Saturdays and Sundays between 10:00 a.m. to 1:00 p.m. upto August 09, 2022 from date of dispatch of Notice.