

# International Conveyors Limited

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

ICL/NK/2018-19/563

August 29, 2018

## Calcutta Stock Exchange Limited

7, Lyons Range,  
Kolkata – 700 001  
Fax No. 22104500  
Kind Attn: Secretary  
**Scrip Code No.10019039 (CSE)**

## Bombay Stock Exchange Limited

P.J.Towers, Dalal Street,  
Mumbai – 400 001  
Fax No. 22722037/22723121  
Kind Attn: General Manager,  
Department of Corporate Services  
**Scrip Code No. 509709 (BSE)**

Dear Sir,

### Sub: **Notice for 45th Annual General Meeting of the Company**

Please find enclosed herewith Notice for the 45th Annual General Meeting of the Members of the Company scheduled to be held on Saturday, September 22, 2018 at Falta SEZ, Sector-II, Near Pump House No. 3, Village & Mouza - Akalmegh, Dist.-24 Parganas (S), West Bengal -743504, at 2:00 P.M.

The same has been sent to all members and to ad agencies for publication in newspaper in compliance with the Listing Regulations. The notice is also available on the company's official website at [www.iclbeltng.com](http://www.iclbeltng.com).

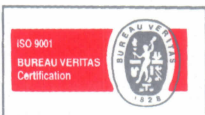
This is for your kind information and record.

Thanking you,

Yours faithfully,  
**For International Conveyors Ltd,**

*Neha Khandelwal*

**Neha Khandelwal**  
**Company Secretary & Compliance Officer**  
Encl: As above



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

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



# International Conveyors Limited

CIN: L21300WB1973PLC028854

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

Corporate Office: 10 Middleton Row, Kolkata-700071

Phone: (033) 4064 5734 / 5735; Fax: (033) 2217-2269

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

## NOTICE

Notice is hereby given that the 45th Annual General Meeting of members of **INTERNATIONAL CONVEYORS LIMITED** will be held at its Registered Office at Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza- Akalmegh, Dist. 24 Parganas (S), West Bengal-743504 on Saturday, September 22, 2018 at 2:00 P. M. to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2018 with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2018.
3. To appoint a Director in place of Ms. Nandini Khaitan (DIN: 06941351), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS

#### 4. RE-APPOINTMENT OF MR. RAJENDRA KUMAR DABRIWALA (DIN: 00086658) AS MANAGING DIRECTOR

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Rajendra Kumar Dabriwala (DIN: 00086658) as Managing Director of the Company, for a further period of 1 (one) year commencing from October 1, 2018 on the terms and conditions as specified in the statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice and also draft agreement submitted to this Meeting, with liberty to the Board of Directors (the "Board") to revise, amend, alter and vary the terms and conditions of the said re-appointment and / or remuneration including perquisites as it may deem fit and as may be acceptable to Mr. Rajendra Kumar Dabriwala (DIN: 00086658), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

**"RESOLVED FURTHER THAT** the Board 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."

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

Date: May 30, 2018

Place: Kolkata

**Neha Khandelwal**

Company Secretary & Compliance Officer

### NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 hours before the commencement of the Meeting.**



**A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 5 of the Notice, is annexed hereto. The relevant details as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meeting (SS –2) issued by the Institute of Company Secretaries of India (ICSI), in respect of a person seeking re-appointment as Director under item No. 5 of the Notice, is also annexed.
3. Attendance Slip, Proxy Form and the Route Map of the venue of the meeting are annexed herewith.
4. Members/Proxies/Authorised Representatives should bring the Attendance Slip duly filled in for attending the meeting.
5. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and rules framed thereunder, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 15, 2018 to Saturday, September 22, 2018, both days inclusive, for determining the entitlement of shareholders to the payment of dividend.
7. Subject to the provisions of Section 126 of the Companies Act, 2013, if the Final Dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made within thirty days from the date of declaration of dividend to:
  - a) all those Beneficial Owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on September 14, 2018;
  - b) all those members holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/ Share Transfer Agent (i.e. Maheshwari Datamatics Pvt. Ltd.) on or before the close of business hours on September 14, 2018.
8. Members holding shares in dematerialised form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate, quoting their folio number to the Company's Registrar & Share Transfer Agent (RTA) M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata-700001.
9. SEBI has decided that securities of Listed Companies can be transferred only in dematerialized form from a cut-off date, yet to be notified. Therefore, Members holding shares in Physical Form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares.
10. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
11. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 07, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on September 23, 2017.
12. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. Members holding shares in physical form are requested to quote their Folio No. and in case shares are held in dematerialised form, members are requested to quote their Client ID and DP ID Nos. in all communications with the Company.
14. Members seeking any information with regard to the Financial Statements are requested to write to the Company at least seven (7) days before the Meeting, so as to enable the Management to keep the information ready at the ensuing Annual General Meeting.
15. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividends for the Financial Year ended March 31, 2011 and thereafter, which remain unpaid or unclaimed for a period of 7 years will be transferred to the 'Investor Education and Protection Fund' ("IEPF") constituted by the Central Government. Members, who have not encashed their dividend warrant(s) for

the Financial Year ended March 31, 2011 or any subsequent financial year(s) are urged to claim such amount from the Company/ Registrar and Share Transfer Agent.

16. In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, the Company has transferred 130120 underlying Equity Shares, in aggregate in respect of 11 Members on which dividends remained unpaid or unclaimed for a period of seven consecutive years or more, to the Demat Account of IEPF Authority maintained with National Securities Depository Limited (NSDL).

Further pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the IEPF Rules as amended from time to time, the Equity Shares in respect of which dividend remains unclaimed / unpaid for seven consecutive years or more, are required to be transferred to the Demat Account of the IEPF Authority. Hence, the Company urges all the Members to encash / claim their respective dividend during the prescribed period. In this regard, the Company has intimated to the Members concerned through letter(s) and subsequently through publication of Notice(s) in daily Newspapers advising them to claim their unclaimed/ unpaid dividend from the Company within the stipulated time period. The Company has also uploaded on its website, i.e., [www.icbelting.com](http://www.icbelting.com), the complete list of Members along with relevant details pertaining to unclaimed / unpaid dividend for seven consecutive years or more and the corresponding shares liable to be transferred to the Demat Account of the IEPF Authority.

17. The shareholders whose dividend/ shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>. In case the Members have any query on the subject matter and the IEPF Rules, they may contact the RTA of the Company.
18. The Ministry Of Corporate Affairs(MCA), Government of India has introduced "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.

Electronic copy of the Annual Report, Notice of the 45th AGM including instructions for E-Voting, along with the Attendance Slip, Proxy Form and Route Map, are being sent through e-mail to all the Members whose E-mail IDs are registered with the Company's RTA/ Depository Participants, unless a Member has requested for a physical copy of the same. For Members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent through the permitted mode.

In case you have not registered your E-mail ID, please communicate the same to the Company or its RTA at their communication address given in the Annual Report in respect of the shares held in physical mode or communicate to your Depository Participants concerned in respect of shares held in demat / electronic mode.

19. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Share Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
20. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details of all members holding shares in physical form. In view of the above shareholders holding shares in physical form are requested to submit their PAN and Bank Account details with the Company's Registrar and Share Transfer Agent (RTA), M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata-700001.

21. **Voting through electronic means:**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. Instructions for e-voting are given here in below. Resolution(s) passed by members through e-voting is/ are deemed to have been passed as if they have been passed at the AGM.
- II. The facility for voting through Polling Paper shall also be made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper and the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- III. The instructions for remote e-voting consists of "Two Steps" which are mentioned below:

**Step 1 :** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

**A. Details on Step 1 are mentioned below:**

- i. 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.



- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password 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.nsd.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.

- iv. 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***

- v. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
- vi. 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.nsd.com](http://www.evoting.nsd.com).
  - b) Click on “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. After you click on the “Login” button, Home page of e-Voting will open.

**B. Details on Step 2 are given below :**

- i. After successful login at Step 1, you will be able to see the Home page of **e-Voting**. Click on *e-Voting*. Then, click on **Active Voting Cycles**.
- ii. After click on Active Voting Cycles, you will be able to see all the companies “**EVEN**” in which you are holding shares and whose voting cycle is in active status.
- iii. Select “**EVEN**” of “**International Conveyors Limited**”.
- iv. Now you are ready for e-Voting as the Voting page opens.



- v. 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.
  - vi. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
  - vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- IV. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [khushboo.gulgulia@yahoo.com](mailto:khushboo.gulgulia@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - V. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting Website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  - VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) regarding NSDL e-voting system in future.
  - VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 15, 2018. Any person who is not a member as on the said cut-off date should treat this Notice for information purpose only.
  - IX. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 15, 2018 may obtain the Login ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through Polling Paper.
  - XI. M/s. K. Gulgulia & Co, Chartered Accountants (Firm Registration No. 328690E) has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
  - XII. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
  - XIII. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.iclbelting.com](http://www.iclbelting.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and The Calcutta Stock Exchange Limited ("CSE"), where the shares of the Company are listed.
  - XIV. The e-voting period commences on Wednesday, September 19, 2018 (10:00 a.m. IST) and ends on Friday, September 21, 2018 (5:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on September 15, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

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

Date: May 30, 2018  
Place: Kolkata

**Neha Khandelwal**  
Company Secretary & Compliance Officer



## STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

### Item No. 5

The Present term of appointment of Mr. Rajendra Kumar Dabriwala as Managing Director of the Company expires on September 30, 2018. His re-appointment as Managing Director, for a further period of 1 year from October 1, 2018 was recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in their Meeting held on May 30, 2018. The re-appointment and other terms and conditions, need approval of the members in terms of Sections 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder. The proposed agreement shall be available for inspection by any member during 11:00 A.M to 12:30 P.M on all working days at the Registered Office. Considering all aspects, the Board has approved and now proposes for your consideration the terms and conditions of his re-appointment.

The material provisions of the draft agreement approved by the Board are as follows:

#### I. BASIC SALARY

₹ 5,00,000/- p.m. (INR Five Lacs Only)

#### II. COMMISSION

1% of Net Profits of the Company in a particular year subject to overall ceilings laid down in Sections 196, 197 and Schedule V of the Companies Act, 2013.

#### III. PERQUISITES

- (1) (a) The expenditure incurred by the Company in hiring unfurnished accommodation in Kolkata, subject to a ceiling of 50% of salary, over and above 10% of such salary being payable by him.  
(b) In case no accommodation is provided by the Company, House Rent Allowance will be paid subject to ceiling laid down in (a) above.
- (2) Medical expenses re-imbursement for self and family subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
- (3) Leave Travel Concession for self and family once in a year subject to a ceiling of one month's salary.
- (4) Club fee (other than admission fees) subject to a maximum of two clubs.
- (5) Personal accident insurance of which premium shall not exceed Rs.15,000/- per annum.
- (6) Car for use of Company's business.
- (7) One Telephone at residence for official purposes.

#### IV. BENEFITS AND AMENITIES

- (1) Gratuity of half a month's salary for each completed year of service.
- (2) Leave-one month's leave for every eleven months' service with full pay and allowances and also encashment of unutilized leave at the end of tenure.

The remuneration is justified having regard to the responsibilities, which he is called upon to bear as a Managing Director of the Company. Notwithstanding anything herein above stated where in any financial year closing on or after March 31, 2018 during the tenure of Mr. R.K. Dabriwala as a Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. R.K. Dabriwala the above remuneration by way of salary and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

Except Mr. R.K. Dabriwala, None of the Directors/ Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Resolution set forth in Item no. 5 for the approval of the members.

### Profiles of Directors seeking appointment / re-appointment at the ensuing AGM

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings the details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting are provided below:

Particulars	Mr. Rajendra Kumar Dabriwala	Ms. Nandini Khaitan
Date of Birth	January 29, 1941	February 2, 1980
Date of Appointment	June 18, 1973	September 26, 2014
Qualifications	JEDP-IIM-C OPM (HBS)	LLM from Columbia Law School, New York
Expertise in specific functional areas	Mr. Rajendra Kumar Dabriwala has done his JEDP from IIM-C and has completed his OPM from HBS. He is a member of various Merchant Chambers and Export Promotion Council. He is the driving force behind the success of this Organization. He is having more than 50 years of experience in the Conveyor belting industry. The Company has made tremendous progress due to his efforts. Subject to the supervision and control of the Board of Directors, Mr. Rajendra Kumar Dabriwala is in overall in-charge of running the affairs of the Company including Budgeting, Funding and Corporate affairs. He is also looking after the general administration, banking, finance, sales and purchase. He is a dynamic industrialist. As a Managing Director he has played a key role in making the Company single largest manufacturer of PVC belting in India. Incorporated in 1973 with an installed capacity of 60000 mtrs. p.a., today the Company has a production plant with an installed capacity of 11,25,800 mtrs. p.a. The Company has made tremendous growth under his leadership.	Miss Nandini Khaitan is a partner at Khaitan & Co, specializing in litigation and dispute resolution with over 10 years of experience. Miss Khaitan has vast experience in representing clients in various forums, in particular The Supreme Court of India, The Bombay High Court, The Calcutta High Court, and The National Green Tribunal. Miss Khaitan has done her LLM from Columbia Law School, New York. She is also a guest lecturer at the West Bengal National University of Juridical Sciences, Kolkata.
Directorships held in other Companies (excluding foreign Companies)	<ul style="list-style-type: none"> <li>• I.G.E. (India) Pvt. Limited</li> <li>• Dabri Properties and Trading Company Limited</li> <li>• R.C.A. Limited</li> <li>• Faridabad Capital Holdings Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Dhunseri tea &amp; Industries Limited</li> <li>• Williamson Financial Services Limited</li> <li>• GMMCO Limited</li> <li>• Xpro India Limited</li> </ul>
Memberships/ Chairmanships of committees of other Companies	Nil	1
Number of Shares held in Company	2426620	Nil

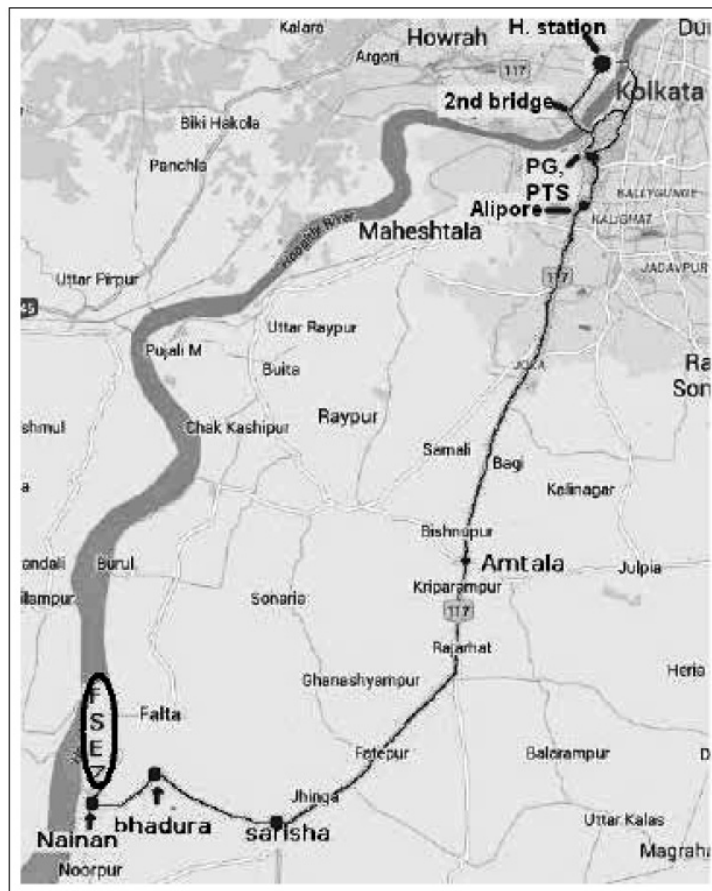
By Order of the Board of Directors  
For International Conveyors Ltd.


Date: May 30, 2018  
Place: Kolkata

**Neha Khandelwal**  
Company Secretary & Compliance Officer



### ROUTE MAP FOR THE 45TH AGM OF INTERNATIONAL CONVEYORS LIMITED



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

**45th Annual General Meeting**  
**Saturday, September 22, 2018**  
**at 02:00 p.m.**



**INTERNATIONAL CONVEYORS LIMITED**  
**CIN : L21300WB1973PLC028854**

Regd. Office : Falta SEZ, Sector-II, Near Pump House No. 3, Vill. & Mza.- Akalmegh, Dist. 24 Parganas(S), West Bengal - 743 504  
 Corporate Office : 10 Middleton Row, Kolkata -700 071  
 Phone : (033) 2229-6033 / 1768 | Fax : (033) 2217-2269 | E-mail: investors@icbelting.com | Website: www.icbelting.com

**ATTENDANCE SLIP**

I/We hereby record my/our presence at the **45th Annual General Meeting** of the **International Conveyors Limited** held on **Saturday, September 22, 2018 at 2:00 p.m.** at Falta SEZ, Sector-II, Near Pump House No. 3, Village & Mouza- Akalmegh, Dist. 24 Parganas (S), West Bengal-743504.

.....  
 Name of the Proxy (in BLOCK LETTERS)

.....  
 Signature of Shareholder / Proxy Present

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.



**ELECTRONIC VOTING PARTICULARS**

EVEN (E-voting Event Number)	User ID	PASSWORD

Please refer to the AGM Notice for e-voting instruction.



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**Saturday, September 22, 2018**  
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**PROXY FORM**

**Form MGT-11**

Name of the Member(s) : ..... Joint holders (if any) .....

Registered Address : .....

E-mail ID : .....

Folio No/Client ID/DP ID : ..... No. of Shares : .....

I/We, being the member(s), holding ..... shares of International Conveyors Limited hereby appoint :

- |     |                   |                                       |
|-----|-------------------|---------------------------------------|
| (1) | Name : .....      | Address : .....                       |
|     | E-mail id : ..... | Signature : ..... or failing him/her, |
| (2) | Name : .....      | Address : .....                       |
|     | E-mail id : ..... | Signature : ..... or failing him/her, |
| (3) | Name : .....      | Address : .....                       |
|     | E-mail id : ..... | Signature : .....                     |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45TH Annual General Meeting of the Company, to be held on Saturday, September 22, 2018 at 2:00 p.m. at Falta SEZ, Sector-II, Near Pump House No. 3, Vill. & Mza.- Akalmegh, Dist. 24 Parganas(S), West Bengal-743504 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	Consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend for the financial year ended March 31, 2018.		
3.	Re-appointment of Ms. Nandini Khaitan (DIN: 06941351), who retires by rotation and being eligible, offers herself for re-appointment.		
<b>Special Business</b>			
4.	Re-Appointment of Mr. Rajendra Kumar Dabriwala as Managing Director for a period of one year.		

Signed this ..... day of ..... 2018

Member's Folio /DP ID & Client ID No. .... Signature of Shareholder (s) .....

Signature of Proxy holder(s) .....

Affix  
 Revenue  
 Stamp

Note : 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 45th Annual General Meeting.

\*3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolution' your proxy will be entitled to vote in the manner as he/she thinks appropriate.