



**International
Conveyors
Limited**

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

ICL/DS/2024-25/252

September 04, 2024

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

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

Dear Sir/Madam,

Sub- Notice of the 51st Annual General Meeting of the Company

Please find enclosed herewith Notice for the 51st Annual General Meeting of the Company scheduled to be held on Friday, September 27, 2024 at 2:00 P.M. at the registered office of the Company at Falta SEZ, Sector-II, Near Pump House No. 3, Village & Mouza- Akalmegh, Dist. -24 Parganas (s) West Bengal-743504.

The same is also available at the Website of the Company at:

<https://www.iclbeltng.com/investors/aserver.php?file=Annual%20Report%20and%20Notice.pdf>

We request you to kindly take the same on record.

Thanking you,
Yours faithfully,
For **International Conveyors Limited**

Dipti Sharma
Company Secretary & Compliance Officer

Encl: As above



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

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



International Conveyors Limited

CIN: L21300WB1973PLC028854

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

Corporate Office: 10 Middleton Row, Kolkata-700071

Phone: (033) 4001 0061; Fax: (033) 2217-2269

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

NOTICE

Notice is hereby given that the 51st Annual General Meeting of members of **INTERNATIONAL CONVEYORS LIMITED** is scheduled to be held on **Friday, September 27, 2024 at 2:00 P.M.** at the registered office of the Company at **Falta SEZ, Sector II, Near Pump House No 3, Village & Mouza-Akalmegh, Dist.: 24 Parganas (S)-743504, West Bengal**, to transact the following business:

Ordinary Business:

1. **Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors' thereon.

2. **Declaration of dividend on equity shares for the Financial Year ended March 31, 2024. The Board of Directors has recommended a Dividend of Rs. 1.10 per equity share on equity shares of face value of Re. 1 each, fully paid-up.**

3. **Appointment of Director in place of retiring Director**

To appoint a Director in place of Shri Udit Sethia (DIN-08722143), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

4. **Re-appointment of Shri R. K. Dabriwala (DIN-00086658) as Managing Director of the Company and fixation of his remuneration**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any amendments thereto or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board"), approval of the members of the Company be and is hereby accorded for re-appointment of Shri R. K. Dabriwala (DIN-00086658) as Managing Director of the Company, not liable to retire by rotation, for a further period of 3 (three) consecutive years commencing from October 01, 2024 up to September 30, 2027 (both days inclusive) on such terms and conditions as specified in the statement pursuant to Section 102(1) of the Act annexed to this Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination & Remuneration Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions and/or remuneration, subject to the provisions of the Act or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT as required under the provisions of Regulation 17(6)(e) of the Listing Regulations, approval of the Members of the Company be and is hereby accorded for authorising the Board of Directors to approve payment of remuneration to Shri R. K. Dabriwala (DIN-00086658), Managing Director of the Company, in excess of the limits prescribed under the said provisions."

"RESOLVED FURTHER THAT in the event of absence or in adequacy of net profits in any financial year(s) during the tenure of Shri R. K. Dabriwala (DIN-00086658) as Managing Director, the remuneration as mentioned in the explanatory statement annexed to this notice shall be paid as minimum remuneration to Shri R. K. Dabriwala (DIN-00086658) for the said year(s)."

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



5. **Appointment of Shri Narayan Tulsiram Atal (DIN-00237626) as a Non-Executive Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, and Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), (including any amendments thereto or re-enactment thereof, for the time being in force), and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Shri Narayan Tulsiram Atal (DIN-00237626), who was appointed as an Additional Director (Category-Independent Director) of the Company w.e.f. August 14, 2024, in terms of Section 161(1) of the Act and who meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from August 14, 2024 to August 13, 2029."

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

By Order of the Board of Directors
For International Conveyors Limited

Sd/-

Dipti Sharma

Company Secretary & Compliance Officer

Place: Kolkata

Date: August 14, 2024

Regd. Office:

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

Village & Mouza - Akalmegh

Dist. - 24 Parganas (S)-743504, West Bengal

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. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") and the rules made thereunder setting out the material facts and the reasons for each item of the Special Business is annexed hereto. The recommendation of the Board of Directors of the Company (the "Board") in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") for each item of the Special Business, is also provided in the said Statement. Necessary information of the Directors as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is attached to this Notice as Annexure - 1.

The Statement and the Annexure hereto and these notes form an integral part of this Notice.

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. 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.
6. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by an appropriate resolution/authority, as applicable.

7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations and SEBI Circular, the Company has engaged services of NSDL to provide remote e-voting facility in respect of the business to be transacted at the 51st AGM. The instructions to cast votes through remote e-voting system is given under separate section of this notice.
8. The Notice of the 51st AGM shall be available on the website of the Company at www.iclbelting.com and may also be accessed from the relevant section of the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and The National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
9. In line with the Circulars issued by the Ministry of Corporate Affairs vide Circular No. 14/2020 dated 08.04.2020; Circular No. 17/2020 dated 13.04.2020; Circular No 20/2020 dated 05.05.2020; Circular No. 02/2021 dated 13.01.2021; Circular No. 02/2022 dated 05.05.2022, Circular No. 10/2022 dated 28.12.2022 and Circular No. 09/2023 dated 25.09.2023 (hereinafter, collectively referred as the "MCA Circulars") read with SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and No SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 07, 2023 respectively (hereinafter collectively referred as the "SEBI Circulars") the Notice of the 51st AGM along with the Annual Report of Financial Year 2023-24 is being sent through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. The Company shall send the physical copy of the Annual Report for F.Y. 2023-24 only to those Members who specifically request for the same. The Notice and the Annual Report for the Financial Year ended March 31, 2024 shall be available on the website of the Company at www.iclbelting.com and may be accessed from the relevant section of the websites of the Stock Exchange i.e. The National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com, respectively. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

Those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report and all other communication sent by the Company, from time to time, can get their email address registered.

10. 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 21, 2024 to Friday, September 27, 2024 (both days inclusive)**, for the purpose of AGM and dividend.
11. 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, subject to deduction of tax at source, as applicable, on or after Tuesday, October 01, 2024 to:
 - a. all those Beneficial Owners holding shares in electronic form, whose name shall appear in the statement of 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) at the end of the business hours on **Friday, September 20, 2024;**
 - b. all those Members whose names appear in the Register of Members of the Company at the end of business hours on **Friday, September 20, 2024**, after giving effect to all valid share transfers in physical mode lodged with the Company / the RTA (i.e. Maheshwari Datamatics Pvt. Ltd.) on or before **Friday, September 20, 2024.**
12. Pursuant to the Income-tax Act, 1961 read with the Finance Act, 2020, dividend income is taxable in the hands of the Members with effect from 1st April, 2020 and the Company is required to deduct tax at source from such dividend at the prescribed rates. Communication providing information and detailed instructions with respect to tax on dividend for the Financial Year ended March 31, 2024 will be emailed separately by the Company to the Members.
13. Pursuant to Regulation 12 of the Listing Regulations read with Schedule I to the said Regulations, it is mandatory for the Company either directly or through depositories or RTA to use Bank details as furnished by investors for the payment of dividend through any RBI approved electronic mode of payment. Therefore, Members holding shares in physical form are requested to update the bank mandates by timely completing the appropriate ISR forms with the RTA to ensure receipt of dividends.

Members holding shares in the demat mode should update their e-mail addresses and Bank mandates directly with their respective Depository Participants.



14. SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023), has mandated that with effect from April 01, 2024 dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC compliant i.e. the details of (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile No (v) Bank Account Details and (vi) Signature, are registered. In case of non-updation of above mentioned details, dividend shall be paid upon furnishing all the aforesaid details. Shareholders are requested to complete their KYC by writing to the Company's RTA, M/s Maheshwari Datamatics Pvt. Ltd. (Email ID-mdpldc@yahoo.com). Please refer to point no. 21 of this notice for detailed instructions for updating the KYC details.
15. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividends for the Financial Year ended March 31, 2017 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, 2017 or any subsequent financial year(s) are urged to claim such amount from the Company/ Registrar and Share Transfer Agent ("RTA"). The due dates for transfer of the unpaid/unclaimed dividend relating to Financial Year 2016-17 and subsequent Financial Years to the IEPF are separately given in Corporate Governance Report annexed to Director's Report for the Financial Year ended March 31, 2024. The Company has also requested the members concerned by sending individual letters on July 10, 2024 who have not encashed their dividend warrants for the financial year ended March 31, 2017 onwards, to claim the amount of dividend from the Company immediately. The Company has subsequently through publication of Notice(s) in daily Newspapers, viz., 'Financial Express' and 'Duranta Barta' on July 12, 2024 advised the Members concerned to claim their unclaimed or unpaid dividend from the Company within the stipulated time period, so as to prevent the concerned shares to be transferred to the Demat Account of the IEPF Authority.
16. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time (IEPF Rules), all Shares in respect of which Dividend has not been paid or claimed by the Members for seven (7) consecutive years or more would be transferred to the demat account of IEPF Authority. In terms of the aforesaid provisions, during the Financial Year 2023-24, the Company has transferred 317 underlying equity shares in aggregate to 5 members on which dividend had remained unpaid or unclaimed for seven consecutive years or more i.e. from Financial Year 2015-16 onwards to the demat account of IEPF authority.

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.
17. In accordance with Regulation 40 of the Listing Regulations, as amended, all requests for transfer of securities shall be processed only if the securities are held in dematerialized form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation since transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI. Members can contact Company's RTA at Phone-033 2248 2248; email id-mdpldc@yahoo.com for assistance in this regard.

Further, SEBI vide its Circular dated 25th January, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; replacement/renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting hard copy of duly filled and signed Form ISR-4 along with the supporting documents to the RTA. The said form is available on the Company's website at www.iclbelting.com and on the website of the RTA at <https://mdpl.in/form>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. 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.
19. 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.
20. Pursuant to provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic/demat form, the members may please contact their respective Depository Participant.

21. Procedure for updation of E-mail address, Bank Details, PAN and other KYC details

SEBI, vide its Master Circular dated November 03, 2021 and subsequent notifications thereto, had made it mandatory for holders of physical securities to furnish details of PAN, KYC (Postal Address, Mobile Number, e-mail, Bank Details, Signature) and Nomination/opt-out of Nomination. In order to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the aforesaid Acts, SEBI, vide its Circular dated November 17, 2023, has done away with the provision regarding freezing of folios lacking PAN, KYC, and Nomination details or referring them to the administering authorities.

Shareholders holding shares in physical form are requested to submit hard copy of duly filled and signed form as mentioned below along with the supporting documents to the Company's RTA for updation of the aforesaid details:

S. N.	Form	Particulars
01	Form ISR-1	PAN, Bank Details, Mobile Number, Email ID, Address, Signature
02	Form ISR-2	Confirmation of signature
03	Form ISR-3	Declaration for opting out of Nomination
04	Form ISR-4	Issue of Duplicate securities certificate/Replacement/Renewal/Exchange of securities certificate/Consolidation/Subdivision/Splitting of securities
05	Form ISR-5	Transmission of Shares
06	Form SH-13	Nomination Form
07	Form SH-14	Cancellation/Variation of Nomination

The aforesaid forms can be downloaded from the website of the Company www.iclbelting.com and is also available on the website of the Company's RTA at <https://mdpl.in/form>. Further, in accordance with the above SEBI circulars, the Company has sent a communication to all the shareholders holding shares in physical form requesting for updation of the aforesaid details.

Members are requested to intimate/request for the aforesaid changes/updates if any, to their DPs in case the shares are held in electronic form. Changes intimated to the DP will then be automatically reflected in the Company's records. The Identity/Signature of the Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL.

22. Voting through electronic means:

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 (as amended) 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 remote e-voting period will commence on **Tuesday, September 24, 2024** (09:00 a.m. IST) and ends on **Thursday, September 26, 2024** (5:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on **Friday, September 20, 2024** 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.

How do I vote electronically using NSDL e-Voting system?

IV. **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 9th December, 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 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 under value added 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 i.e. NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="border: 1px solid black; padding: 5px; margin: 10px 0;"> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login 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. After successful login the Easi / Easiest user will be able to see the 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. 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 available on 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 able to 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below:

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



5. 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.nsd.com.
 - b. **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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 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 in active status.
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.

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 cahvbolia@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) can also upload their Board resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under **"e-voting"** tab in their login.
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.nsd.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.nsd.com or call on 022 4886 7000 or 022 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@icbelting.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master copy or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@icbelting.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholders/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.
 5. 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.
- V. 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 i.e. **Friday, September 20, 2024**. Any person who is not a member as on the said cut-off date should treat this Notice for information purpose only.
- VI. 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. **Friday, September 20, 2024** may obtain the Login ID and password by sending a request at 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 or contact NSDL at 022 4886 7000 or 022 2499 7000
- VII. 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.
- VIII. Shri H. V. Bolia, Proprietor of H. V. Bolia & Associates, Chartered Accountants (Membership No. 069125; Firm Reg. No. 332157E) has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- IX. 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 two working days from the conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
- X. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.icbelting.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result. The Company shall simultaneously forward the results to BSE Limited ("BSE") and The National Stock Exchange of India Ltd. ("NSE"), where the shares of the Company are listed.

By Order of the Board of Directors
For International Conveyors Limited

Sd/-

Dipti Sharma

Company Secretary & Compliance Officer

Place: Kolkata

Date: August 14, 2024

Regd. Office:

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

Village & Mouza - Akalmegh

Dist. - 24 Parganas (S)-743504, West Bengal



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4:

The members of the Company approved the re-appointment of Shri R. K. Dabriwala (DIN-00086658) as the Managing Director of the Company for a period of 3 (Three) consecutive years with effect from October 01, 2021 upto September 30, 2024 at the 48th Annual General Meeting held on September 25, 2021. The Nomination & Remuneration Committee and the Board of Directors at their respective Meetings held on June 29, 2021 approved the said re-appointment and recommended the same to the members of the Company for their approval.

Pursuant to the provisions of Section 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Schedule V thereto and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board, consent of the Members of the Company be and is hereby sought for the re-appointment of Shri R. K. Dabriwala (DIN-00086658), as the Managing Director of the Company, not liable to retire by rotation, on the remuneration as detailed hereinafter, for a period of 3 (Three) consecutive years w.e.f. October 1, 2024 upto September 30, 2027. Shri R. K. Dabriwala is not disqualified under Section 164 of the Act and the directorships held by him are within the limits prescribed under the Act and the Listing Regulations (as amended).

The details of remuneration of Shri R. K. Dabriwala is given below:

I. BASIC SALARY

Rs. 25,00,000/- P.M. (INR Twenty Five Lacs). Further, annual increment which may be decided by the Board based on recommendations of the Nomination and Remuneration Committee ('NRC').

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 any metro city in India, 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 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. 1,00,000/- 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 month's service with full pay and allowances and also encashment of unutilized leave at the end of tenure.
- (3) Loan from the Company in terms of the Loan scheme applicable to the employees of the Company as may be approved by the Board. Broad terms of the proposed Loan to Managing Director are:

Amount of Loan: Maximum of 3 years Base Salary

Interest rate: Nil

Repayment term: Maximum of 60 months

The proposed resolution as contained in this Notice provides that the Board will have a liberty to vary the terms and conditions of the appointment and remuneration of Shri R. K. Dabriwala as mentioned herein or under the Agreement to be entered, from time to time, as

it may deem fit and necessary and as may be agreed by and between Shri R. K. Dabriwala and the Board, without being required to seek any further consent or approval of the Member(s) of the Company or otherwise.

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

Section 196(3) of the Companies Act, 2013 provides that no Company shall appoint or continue the employment of any person as Managing Director who has attained the age of seventy years unless it is approved by members of the Company by way of Special Resolution. The Board considers that Shri R. K. Dabriwala's continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri R. K. Dabriwala as Managing Director. Shri R. K. Dabriwala has expertise, knowledge and business acumen required for managing the overall business of the Company and his appointment as Managing Director would be beneficial for the Company.

In terms of the proviso under Schedule V, Part II, Section II (A) of the Companies Act, 2013, and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 remuneration in excess of limits provided therein, may be paid if the resolution passed by the shareholders is a special resolution.

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

A summary on profile of Shri R. K. Dabriwala is attached to this Notice as Annexure – 1.

Except Shri R. K. Dabriwala, Shri Surbhit Dabriwala and their relatives 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 set forth in Item No. 4 of the Notice.

The Board recommends the Resolution set forth in Item no. 4 as a Special Resolution for approval by members.

Item No. 5:

Pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Shri Narayan Tulsiram Atal (DIN-00237626), on the recommendation of the Nomination and Remuneration Committee, was appointed by the Board of Directors ('the Board') as an Additional (Non-Executive Independent) Director of the Company with effect from August 14, 2024, subject to approval of members of the company.

The Company has received declaration from Shri Narayan Tulsiram Atal that he meets the criteria of independence, as prescribed, both under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Shri Narayan Tulsiram Atal has also confirmed that he is not debarred from holding office of a Director by virtue of any Order passed by SEBI or any such authority and he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Shri Narayan Tulsiram Atal has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

Shri Narayan Tulsiram Atal, being eligible seeks appointment, as an Independent Director under Section 149 of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, not liable to retire by rotation, to hold office for 5 (Five) consecutive years with effect from August 14, 2024 to August 13, 2029.

Brief resume of Shri Narayan Tulsiram Atal, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se are provided in Annexure to this Notice. The terms and conditions of appointment of Shri Narayan Tulsiram Atal as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@icbelting.com.



A summary on profile of Shri Narayan Tulsiram Atal is attached to this Notice as Annexure – 1.

Except Shri Narayan Tulsiram Atal, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set forth in Item No. 5 of the Notice.

The Board recommends the Resolution set forth in Item No. 5 as a Special Resolution for approval by members.

By Order of the Board of Directors
For International Conveyors Limited

Sd/-

Dipti Sharma

Company Secretary & Compliance Officer

Place: Kolkata

Date: August 14, 2024

Regd. Office:

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

Village & Mouza - Akalmegh

Dist. - 24 Parganas (S)-743504, West Bengal

Annexure - 1 to the Notice and the Statement

Profile 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 as issued by the Institute of Company Secretaries of India, the details of Director seeking appointment/re-appointment at the forthcoming Annual General Meeting is provided below:

Particulars	Shri Rajendra Kumar Dabriwala	Shri Narayan Tulsiram Atal	Shri Udit Sethia
Category of Director	Managing Director	Non-Executive Independent Director	Non-Executive Director
DIN	00086658	00237626	08722143
Date of Birth/Age	January 29, 1941/ 83 years	February 21, 1956/ 68 years	April 07, 1981/ 43 years
Date of first appointment on the Board	June 18, 1973	August 14, 2024	July 13, 2020
Qualifications	JEDP-IIM(CAL), OPM (HBS)	B.COM, LLB (GEN), FCA, ICWA	B.COM, Chartered Accountant
Expertise in specific functional areas	Shri R. K. Dabriwala has done his JEDP from IIM (CAL) 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 55 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, Shri R. K. 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 one of the largest manufacturer of PVC Belting. The Company has made tremendous growth under his leadership.	Shri Narayan Tulsiram Atal is a Practicing Chartered Accountant, having a rich and vast experience of 40 years in the field of taxation, audit & assurance, finance & corporate advisory etc. He is also a Law Graduate and a qualified Cost and Works Accountant. He is an Ex-member of the WIRC of the Institute of Chartered Accountants of India and associated with various professional and social organizations. Shri Narayan Tulsiram Atal is an IICA certified Independent Director.	Shri Udit Sethia is a member of Institute of Chartered Accountants of India. He was associated with ICICI Bank for 5 years. He worked as a Trustee in Hind Charity Trust till 2019. He is also associated with Elpro International School, Pune and I G E (India) Private Limited.
Directorships held in other Companies	<ul style="list-style-type: none"> I G E (India) Pvt. Ltd. Dabri Properties and Trading Co. Pvt. Ltd. R.C.A. Limited 	<ul style="list-style-type: none"> R. C. A. Limited Madhu Corporate Park Limited Gama Leafin Private Limited Dinbandhu Estates Private Limited Taparia Tools Limited Kopran Limited Jagjeevan Properties Private Limited 	None



Particulars	Shri Rajendra Kumar Dabriwala	Shri Narayan Tulsiram Atal	Shri Udit Sethia
Memberships/ Chairmanships of Committees of other Companies	None	Kopran Limited-Audit Committee-Chairman	None
Listed Companies from which the appointee Director has resigned in past 3 (three) years	None	<ul style="list-style-type: none"> Elpro International Limited (Completion of tenure as an Independent Director) Ajcon Global Services Limited (Completion of tenure as an Independent Director) 	None
Number of Shares held in Company	18,29,375	NIL	NIL
Relationship with other Directors/KMPs of the Company	Shri R. K. Dabriwala is father of Shri Surbhit Dabriwala, Non-Executive Director of the Company.	Shri Narayan Tulsiram Atal is not related to any Directors or KMPs of the Company in any manner.	Shri Udit Sethia is not related to any Directors or KMPs of the Company in any manner.
No of Meetings of the Board attended during the year	4 out of 4 Meetings	Not Applicable (was appointed w.e.f. 14.08.2024)	4 out of 4 Meetings
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	As explained in the Explanatory Statement of this Notice.	Appointed as Independent Director, not liable to retire by rotation and is eligible for sitting fees for attending the Board and Committee Meetings as recommended by Nomination and Remuneration Committee and approved by the Board.	Appointed as Non-Executive Director, liable to retire by rotation and is eligible for sitting fees for attending the Board and Committee Meetings as recommended by Nomination and Remuneration Committee and approved by the Board.
Details of remuneration last drawn	Remuneration of Rs. 4,85,03,230/- as Managing Director (during the F.Y. 2023-24).	Not applicable	Sitting fees of Rs.1,60,000/- for attending the Board Meeting and Committee Meetings during the F.Y. 2023-24.
Justification for choosing the appointees for appointment as Independent Directors	Not Applicable	Rich and vast experience of 40 years in the field of taxation, audit & assurance, finance & corporate advisory etc.	Not Applicable

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

- a. **Nature of Industry:** PVC Conveyor Belting (For details, please refer to the Management Discussion & Analysis Report annexed with Directors Report).
- b. **Date or expected date of commencement of commercial production:** The Company was incorporated on June 18, 1973 and its operation activities commenced thereafter.
- c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable
- d. **Financial Performance based on given indicators:**

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

e. Foreign Investments and Collaborations :

- (i) **Foreign Investments:** No foreign direct capital investment has been made in the Company during last 3 financial years. Foreign investments in the Company include shareholding of FPIs, FIIs, NRIs and Foreign Nationals. As on June 30, 2024, the aggregate holding of FPI in the Company was 0.01%.
- (ii) **Foreign Collaboration:** There is no foreign collaboration with any MNC overseas.

II. Information about the appointee (Shri R. K. Dabriwala, Managing Director):

1. **Background details:** Please refer Annexure 1 above.
2. **Past remuneration:** Remuneration paid during the FY 2023-24 Rs. 4,85,03,230/-.
3. **Recognition or awards:** Please refer Annexure 1 above.
4. **Job profile and his suitability:** Shri R. K. Dabriwala, Managing Director of the Company is entrusted with the substantial powers of the management of the affairs of the Company under the superintendence, control and direction of the Board of Directors. He has been responsible for policy planning, vision and strategy and also involved in long term development activities of the Company, besides Corporate Governance and Board Co-ordination.
5. **Remuneration proposed:** Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).
6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** The proposed remuneration of Shri R. K. Dabriwala, is comparable to that drawn by the peers in the similar capacity in the industry and commensurate with the size of the Company and nature of its business. The remuneration is determined based on the recommendation of Nomination & Remuneration Committee, which pursues the industry benchmark in general, remuneration prevalent in the industry, profile and responsibilities of the Managing Director and other relevant factors.
7. **Pecuniary relationship directly or indirectly with the Company, or relation with the managerial personnel, if any:** Shri R. K. Dabriwala is the Promoter of the Company and holds 18,29,375 equity shares of the Company. He is related to Shri Surbhit Dabriwala, who is Non-Executive Director of the Company. Besides the details mentioned above and remuneration as stated hereinbefore, Shri R. K. Dabriwala does not have any other pecuniary relationship with the Company.

III. Other Information:

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

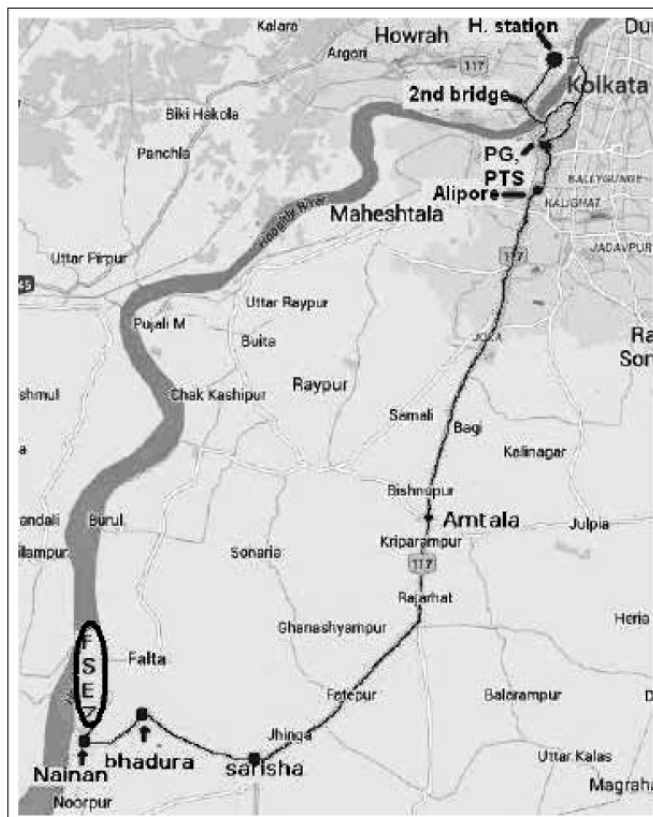
IV. Disclosures


The Corporate Governance Report is annexed to the Board's Report which is forming part of this Annual Report, which also contains the details of remuneration paid to Shri R. K. Dabriwala during the Financial Year 2023-24. Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended) for the details of proposed remuneration.

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

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

ROUTE MAP FOR THE 51ST 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

**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 | Fax: (033) 2217-2269 | E-mail: investors@icbelting.com | Website: www.icbelting.com

ATTENDANCE SLIP I/We hereby record my/our presence at the 51st Annual General Meeting of the International Conveyors Limited held on Friday, September 27, 2024 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.	Folio/DP ID & Client ID No.:
	Share Holding:
	Serial No.:
	Name:
	Name(s) of joint Holder(s), if any:
	Address:

.....
 Name of 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.

**INTERNATIONAL CONVEYORS LIMITED**

CIN: L21300WB1973PLC028854

Regd. Office: Falta SEZ, Sector-II, Near Pump House No. 3, Vill. & Mza.- Akalmegh, Dist. 24 Parganas(S), W.B.-743504

51ST ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 27, 2024 AT 2:00 P.M.**PROXY FORM-MGT.11**

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

- Name Address
E-mail Id..... Signature.....or failing him/her
- Name Address
E-mail Id..... Signature.....or failing him/her
- 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 **51st Annual General Meeting** of the Company, to be held on **Friday, September 27, 2024 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
ORDINARY BUSINESS			
1.	Consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend for the financial year ended March 31, 2024.		
3.	Re-appointment of Shri Shri Udit Sethia (DIN-08722143), who retires by rotation and being eligible, offers himself for re-appointment.		
SPECIAL BUSINESS			
4.	Re-appointment of Shri R. K. Dabriwala (DIN-00086658) as Managing Director of the Company and fixation of his remuneration.		
5.	Appointment of Shri Narayan Tulsiram Atal (DIN-00237626) as a Non-Executive Independent Director of the Company.		

Signed thisday of2024

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 51st 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.