



## INTERNATIONAL CONVEYORS LIMITED

Regd. Office : Falta SEZ, Sector-II, near Pump House No. 3,  
Village & Mouza Akalmegh, Dist. 24 Parganas (s), West Bengal - 743 504  
Corporate Office : 10, Middleton Row, Kolkata - 700 071  
Tel. No : (033) 2229-6033/1768; Fax No : (033) 2217-2269  
E-mail : investors@icbelting.com; Website : www.iclbelting.com  
CIN : L21300WB1973PLC028854

### POSTAL BALLOT NOTICE

Dear Member,

#### Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as "the Act"), read together with the Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot / e-Voting. The Explanatory Statement pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot form (hereinafter referred to as "the Form") for your consideration. The Board of Directors of the Company (hereinafter referred to as "the Board") has appointed Ms. Khushboo Gulgulia, Practising Chartered Accountants as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Thursday, 25th day of September, 2014.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form. References to Postal Ballot(s) in this Notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit her report to the Chairman/Director. The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company on Friday, 26th day of September, 2014 at the Registered Office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz. www.iclbelting.com.

#### RESOLUTIONS :

##### 1. Increase in limit of borrowing under Section 180 (1)(c) of the Companies Act, 2013.

To consider and, if thought fit, to give assent or dissent to the following Resolution as a **Special Resolution** :

"**RESOLVED THAT** in supersession of the Resolution passed by the shareholders of the Company through Postal Ballot on 16th April, 2008 under Section 293(1)(d) of the Companies Act, 1956, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 150 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

2. **Creation of charges on the movable and immovable properties of the Company, both present and future, under section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the company.**

To consider and, if thought fit, to give assent or dissent to the following Resolution as a **Special Resolution** :

**“RESOLVED THAT** in supersession of the Resolution passed by shareholders of the Company through Postal Ballot on 16th April, 2008, and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) read with Rules made there under and any other applicable provisions of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” and shall be deemed to include any Committee thereof for the time being exercising the powers conferred on them by this Resolution or such delegate, which the Board may constitute to exercise its power) to create such charges, mortgages, hypothecations and/or pledge in addition to the existing charges, mortgages, hypothecations and/or pledge created by the Company, on such movable and immovable properties, both present and future, and in such form, manner and ranking and on such terms as the Board may deem fit in the interest of the Company, together with power to take over the management of the business of any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s) of lender(s), debenture holder(s) and / or Deposit holder(s) to secure the Borrowing availed or to be availed by the Company, by way of loans, credit facilities, debentures (comprising fully / partly Convertible Debentures and / or Non-Convertible Debentures or any other security (ies) ) or Deposits or such other instruments or otherwise, in foreign currency or in Indian Rupees, from time to time, up to the limits approved or as may be approved by the shareholders under section 180 (1)(c) of the Act along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation/ fluctuation in the rate of exchange.”

**“RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank pari passu with the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the Company and the Lender(s)/ Institutions / Banks.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize and execute any and all agreements and documents, necessary for creating mortgages and /or charges as aforesaid and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this Resolution and to resolve any question or doubt relating thereto, or otherwise considered by the Board to be in the best interests of the Company.”

3. **Authorization for Loans and Investments by the Company**

To consider and, if thought fit, to give assent or dissent to the following Resolution as **Special Resolution** :

**“RESOLVED THAT** pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (the ‘Act’) and / or the Companies Act, 1956 and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to make/give, from time to time, any loan(s)/ advances/ deposits/investments in shares, debentures and/ or other securities and to give, on behalf of the Company, any guarantee and/ or provide any security in connection with any loan or loans made by any other person to, or to any other person by, any other person(s)/ Companies/ Body Corporate(s) which shall be subject to aggregate limit of ₹ 150 Crores and which may be individual/aggregate in excess of the limits prescribed i.e. over and above 60% of the Company’s paid-up share capital, security premium account and free reserves or 100% of the Company’s free reserves and security premium account, whichever is more.”

**“RESOLVED FURTHER THAT** the aforesaid loans/investments will be made by the Company out of internal resources or borrowings or in such other manner and in such proportion as the Board thinks appropriate; provided that in case of loans, the interest rate shall not be lower than the prevailing yield of 1 year, 3 year, 5 year or 10 year Government Security closest to the tenor of loan.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to

settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

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

Sd/-

**Mohita Agrawal**

Company Secretary

Date : 8th Day of August, 2014

Place : Kolkata

**Notes :**

1. The Explanatory Statement for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out material facts is annexed hereto.
2. The Notice of Postal Ballot is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on August 8, 2014.
3. The Company has appointed Ms. Khushboo Gulgulia, Practising Chartered Accountants, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. A member desiring to exercise vote by e-Voting / physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form, as applicable, and cast their votes in electronic mode / return the duly completed form in the attached self-addressed business reply envelope, so as to reach the Scrutinizer at M/s K. Gulgulia & Co., Practising Chartered Accountants, 7A Bentinck Street, 4th Floor, R.No.401, Kolkata – 700 001, on or before 6.00 p.m., on Thursday, 25th day of September, 2014. The Postal Ballot Forms received after this date will be treated as if the reply from the member has not been received. The e-voting module shall also be disabled by NSDL for voting thereafter.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form/s.
6. Members can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. If the Member opts for Voting by electronic mode, then he/she should not vote by physical ballot also and vice versa. However, in case Member(s) cast vote both by physical ballot and by electronic mode, then voting done by electronic mode shall prevail and voting done by physical ballot will be treated as invalid.
7. The process and manner of Voting by electronic mode is as under :  
The instructions for members for voting electronically are as under :
  - (a) In case of members receiving e-mail :
    - i) Open the e-mail which contains your user ID and password for e-voting. Please note that the password is an initial password.
    - ii) Log on to the e-voting website <https://www.evoting.nsdl.com>
    - iii) Now click on “Shareholders” tab to cast your votes.
    - iv) Now, select the Electronic Voting Event Number (EVEN) along with “INTERNATIONAL CONVEYORS LIMITED” from the drop down menu and click on SUBMIT.

v) Now, fill up the following details in the appropriate boxes :

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 character DPID followed by 8 Digits Client ID For CDSL: 16 Digits Beneficiary ID	Folio number registered with the Company
Password	Your unique password has been printed on the Postal Ballot Form/ mentioned in the email vide which the Postal Ballot Notice has been sent to you	Your password has been printed on the Postal Ballot Form/ mentioned in the email vide which the postal ballot Notice has been sent to you
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting

- vi) If you are holding shares in Demat form and had logged on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and had cast your vote earlier for EVEN of the Company or any other Company, then your existing login id and password are to be used.
- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) 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 communication(s) regarding NSDL e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.
- x) For members holding shares in physical form, the password and default number can be used only for e-voting on the Resolutions contained in this Postal Ballot Notice.
- xi) On the voting page, you will see Resolution description and against the same the option "YES/NO" for voting. Enter the number of equity shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "Resolution File Link" if you wish to view the entire Resolution to be passed by Postal Ballot.
- xiii) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- xv) Corporate/Institutional members (Corporate/ FIs / FIIs / Trusts / Mutual Funds / Banks etc.) are required to send scan copy (PDF/JPG Format) of the relevant Board Resolution / authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to with a copy marked to helpdesk .

(b) In case of members receiving Postal Ballot Form by Post :

(i) Initial password and other details are provided as below at the bottom of Postal Ballot Form :

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD / PIN

(ii) Please follow all steps from Sl no. (ii) to Sl no. (xv) above, to cast vote.

- (c) Members are requested to register their e-mail id with Registrar and Transfer Agent (R&TA), viz. Maheshwari Datamatics Private Limited, Unit – International Conveyors Limited, 6, Mangoe Lane (Surendra Mohan Ghosh Sarani), 2nd Floor, Kolkata- 700 001.
- (d) The voting period starts from 10.00 a.m. on 26th August, 2014 and ends at 6.00 p.m. on 25th September, 2014. The e-voting module will be disabled by NSDL for voting thereafter.
- (e) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under help section or write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (f) Voting can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate the duly authorized person.
- (g) Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.

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

**Item No.1**

Under the erstwhile Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, borrow monies, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

Under the provisions of Section 180(1)(c) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Resolution earlier passed under Section 293 (1) (d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the paid up capital and free reserves of the Company.

The shareholders of the Company, through Postal Ballot Resolution dated 16th April 2008 had accorded their consent to the Board of Directors for borrowing up to ₹ 75 Crores or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

As on 31st March, 2014, the net-worth of the Company was approximately ₹ 81 Crores. It is proposed to increase the borrowing limits to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 150 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. The Company shall ensure that the debt equity ratio of the Company, at all times, will be within prudent limits. It is necessary to obtain fresh approval of the shareholders by means of a Special Resolution

The Board recommends the Resolution at Item No.1 of the Notice for approval of the shareholders as a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice except as shareholder.

**Item No. 2 :**

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, create charge/ mortgage/ hypothecation on the

Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

The shareholders of the Company, through Postal Ballot Resolution dated 16th April, 2008 had accorded their consent to the Board of Directors for creation of charges / mortgages / hypothecations for an amount not exceeding ₹ 75 Crores or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

Under the provisions of Section 180 (1) (a) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). Standard market terms of long term debt finance include conditions whereby lenders/ trustees in certain circumstances (such as non-payment or other events of default) can take over the management of the Company, to recover their dues. It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180 (1) (a) of the Act for creation of charges/mortgages/ hypothecations for an amount not exceeding ₹ 150 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution at Item No. 2. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a Special Resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/hypothecations for an amount not exceeding ₹ 150 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The Board recommends the Resolution at Item No. 2 of the Notice for approval of the shareholders as a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice except as shareholder.

### **Item No. 3:**

Pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and/ or the Companies Act, 1956, the Company can make loans to, give guarantees, provide securities to and make investments in the securities of any other person/ other bodies corporate to the extent of 60% of its paid-up share capital and free reserves and security premium account or 100 % of its free reserves and security premium account, whichever is higher, with the approval of the Board of Directors. Where the aggregate of loans and investments made, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of a Special Resolution.

The Company is constantly reviewing opportunities for expansion of its business operations either directly or through its holding/subsidiaries/joint ventures/associate companies/ other bodies corporate or persons and would, therefore, be required to provide financial support by way of loan(s)/ and/ or guarantee(s) and/or security(ies)/ investment in securities of any other person/ holding/ subsidiaries/ joint ventures/ associate companies/ other bodies corporate or otherwise, in order to achieve greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of various projects of such persons/ Companies.

It is, therefore, proposed that the Board of Directors of the Company be authorised to invest by way of subscription and/ or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security(ies) for an amount not exceeding ₹ 150 Crores from time to time in/ to one or more of the persons/ entities ie. subsidiaries / holding / joint

ventures / associate companies / other bodies corporate. The source of funds for making these investments would be met from borrowings/surplus funds generated by the Company through operations or from such other sources as the Board may deem appropriate. Since the above investments, loans, guarantees and/or securities proposed together with the aggregate of loans made, guarantees given, securities provided and investments made from time to time by the Company may exceed the limit prescribed, approval of the shareholders is required for the same.

The proposal outlined above is in the interest of the Company and the Board commends the Resolution set out in the accompanying Notice.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice except as shareholder.

POSTAL BALLOT NOTICE

By Order of the Board  
For **International Conveyors Ltd.**  
Sd/-  
**Mohita Agrawal**  
Company Secretary

Date : 8th Day of August, 2014  
Place : Kolkata