



Date : 25.07.2014

Mr. Ravi Ranjan Prasad
Floor 7, Flat 14A,
82/9, Ballygunge Place,
Kolkata - 700 019

Dear Sir,

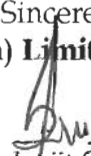
Sub : Your Appointment as an Independent Director

We are pleased to inform you that in accordance with Sections 149 & 161 of the Companies Act, 2013 read with Article 88 of the Articles of Association of the Company, the Board of Directors of the Company, at their meeting held on 25th July, 2014, have appointed you as an Independent Director on the Board of the Company subject to confirmation by the shareholders at their ensuing 78th Annual General Meeting and subject to the following terms and conditions:-

- (a) Your term of appointment shall be for a maximum period of 5 years with effect from 25th July, 2014 in accordance with Section 149 of the Companies Act, 2013 subject, however, to the possibility of a second and final consecutive term of five years with the approval of a shareholders' special resolution ;
- (b) Your duties and responsibilities shall be in accordance with the applicable provisions of the Companies Act, 2013, the Listing Agreement with the Stock Exchanges and other applicable laws and regulations ;
- (c) In accordance with the Companies Act, 2013, you shall be liable only in respect of such acts of omission or commission by the Company which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently ;
- (d) Currently, the Company has no Directors and Officers (D and O) insurance policy. However, the management is looking into the feasibility of taking out such a policy ;
- (e) the Code of Conduct that the company expects/ requires its Directors and employees to follow is enclosed ;
- (f) You shall be entitled to a sitting fee of Rs. 5000/- or such other amount as may be determined by the Board from time to time in addition to the reimbursement of actual out-of-pocket expenses incurred for attending each Board meeting ;

Thanking You,

Yours Sincerely,
For **International Combustion (India) Limited**


Indrajit Sen
Managing Director
Encl. : As above