

Quarterly Compliance Report on Corporate Governance

Name of the Company : INTERNATIONAL COMBUSTION (INDIA) LIMITED

Quarter ending on : 30th June, 2015

Particulars		Clauses of Listing Agreement	Compliance Status (Yes/ No/ N.A.)	Remarks
1		2	3	4
II. Board of Directors		49(II)		
(A)	Composition of Board	49(II A)	Yes	
(B)	Independent Directors	49(II B)	Yes	During the quarter under review, Performance Evaluation of Independent Directors was carried out and a Separate Meeting of Independent Directors was held to consider the matters as mandated. Details of Familiarization Programmes for Independent Directors has been disclosed on the Company's website and a web link thereto is provided in the Annual Report for the Financial Year ended 31 st March, 2015.
(C)	Non-executive Directors' compensation & disclosures	49(II C)	Yes	
(D)	Other provision as to Board and Committees	49(II D)	Yes	
(E)	Code of Conduct	49(II E)	Yes	Annual affirmation has been received & declaration to that effect has been made in the Annual Report for the Financial Year ended 31 st March, 2015.
(F)	Whistle Blower Policy	49(II F)	Yes	The details of the Whistle Blower Policy (available on the Company's website) is mentioned in the Board's Report for the Financial Year ended 31 st March, 2015.
III. Audit Committee		49(III)		
(A)	Qualified and Independent Audit Committee	49(III A)	Yes	
(B)	Meeting of Audit Committee	49(III B)	Yes	



(C)	Powers of Audit Committee	49(III C)	Yes	
(D)	Role of Audit Committee	49(III D)	Yes	
(E)	Review of Information by Audit Committee	49(III E)	Yes	
IV. Nomination & Remuneration Committee		49(IV)	Yes	Details of Remuneration Policy and Evaluation Criteria is disclosed in the Annual Report for the Financial Year ended 31 st March, 2015.
V. Subsidiary Companies		49(V)	N. A.	
VI. Risk Management		49(VI)	Yes	
VII. Related Party Transactions		49(VII)	Yes	
VIII. Disclosures		49(VIII)		
(A)	Related Party Transactions	49(VIII A)	Yes	There have been no material Related Party Transactions during the quarter under review. The Related Party Transactions Policy is posted on the website of the Company and a web link thereto is provided in the Annual Report for the Financial Year ended 31 st March, 2015.
[B]	Disclosure of Accounting Treatment	49(VIII B)	Yes	All applicable accounting standards are followed in preparation of financial statements and disclosed in the notes to the Annual Financial Statements.
(C)	Remuneration of Directors	49(VIII C)	Yes	Necessary information is disclosed in the Annual Report for the Financial Year ended 31 st March, 2015.
(D)	Management	49(VIII D)	Yes	Management Discussion & Analysis forms part of the Annual Report for the Financial Year ended 31 st March, 2015.
(E)	Shareholders	49(VIII E)	Yes	Particulars relating to Directors to be appointed/ re-appointed at the AGM is disclosed in the Notice of AGM/ Annual Report for the Financial Year ended 31 st March, 2015.



(F)	Proceeds from public issues, rights issues, preferential issues etc.	49(VIII F)	N.A.	
IX. CEO/ CFO Certification		49(IX)	Yes	CEO/CFO Certification forms part of the Annual Report for the Financial Year ended 31 st March, 2015.
X. Report on Corporate Governance		49(X)	Yes	Corporate Governance Report forms part of the Annual Report for the Financial Year ended 31 st March, 2015.
XI. Compliance		49(XI)	Yes	Auditors' Certificate on compliance of conditions of Corporate Governance forms part of the Annual Report for the Financial Year ended 31 st March, 2015. Disclosure on details of compliance with mandatory/ non-mandatory requirements of Clause 49 has been made in the Corporate Governance Report for the Financial Year ended 31 st March, 2015.

Place : Kolkata
Date : 07.07.2015

International Combustion (India) Ltd.


Company Secretary