

## Quarterly Compliance Report on Corporate Governance

Name of the Company : INTERNATIONAL COMBUSTION (INDIA) LIMITED

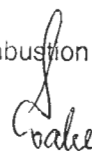
Quarter ending on : 30<sup>th</sup> June, 2014

Particulars		Clauses of Listing Agreement	Compliance Status (Yes/ No/ N.A.)	Remarks
1		2	3	4
<b>I. Board of Directors</b>		<b>49(I)</b>		
(A)	Composition of Board	<b>49(IA)</b>	Yes	Mr. P. K. Mallik, Independent Director passed away on 26 <sup>th</sup> February, 2014. As a result, only 2 out of 5 Directors on the Board are independent as against the requirement of Clause 49, which mandates that one half of the Company's Board should be independent. However, in accordance with the provisions of Clause 49, the casual vacancy caused by the death of Mr. Mallik shall be filled by another Independent Director within a period of 180 days from his death.
(B)	Non-executive Directors' compensation & disclosures	<b>49(IB)</b>	Yes	
(C)	Other provision as to Board and Committees	<b>49(IC)</b>	Yes	The casual vacancy caused by the death of Mr. P. K. Mallik, Independent Director, shall be filled by another Independent Director within a period of 180 days from his death.
(D)	Code of Conduct	<b>49(ID)</b>	Yes	Annual affirmation has been received & declaration to that effect shall be made in the Annual Report for the FY 2013-14.
<b>II. Audit Committee</b>		<b>49(II)</b>		
(A)	Qualified and Independent Audit Committee	<b>49(IIA)</b>	Yes	
(B)	Meeting of Audit Committee	<b>49(IIB)</b>	Yes	
(C)	Powers of Audit Committee	<b>49(IIC)</b>	Yes	



(D)	Role of Audit Committee	<b>49(IIID)</b>	Yes	
(E)	Review of Information by Audit Committee	<b>49(IIIE)</b>	Yes	
<b>III. Subsidiary Companies</b>		<b>49(III)</b>	N. A.	
<b>IV. Disclosures</b>		<b>49(IV)</b>		
(A)	Basis of related party transaction	<b>49(IVA)</b>	Yes	
[B]	Disclosure of Accounting Treatment	<b>49(IVB)</b>	Yes	All applicable accounting standards are followed in preparation of financial statements.
(C)	Board Disclosures	<b>49(IVC)</b>	Yes	
(D)	Proceeds from public issues, rights issues, preferential issues etc.	<b>49(IVD)</b>	N.A.	
(E)	Remuneration of Directors	<b>49(IVE)</b>	Yes	Necessary information shall be disclosed in the Annual Report for the FY 2013-14.
(F)	Management	<b>49(IVF)</b>	Yes	Management Discussion & Analysis shall form part of the Annual Report for the FY 2013-14.
(G)	Shareholders	<b>49(IVG)</b>	Yes	Necessary information relating to Directors shall be disclosed in the Notice of AGM/ Annual Report for the FY 2013-14.
<b>V. CEO/CFO Certification</b>		<b>49(V)</b>	Yes	CEO/CFO Certification shall form part of the Annual Report for the FY 2013-14.
<b>VI. Report on Corporate Governance</b>		<b>49(VI)</b>	Yes	Corporate Governance Report shall form part of the Annual Report for the FY 2013-14.
<b>VII. Compliance</b>		<b>49(VII)</b>	Yes	Necessary action is being taken so as to comply with the prescribed requirements with respect to the Annual Report for the FY 2013-14.

International Combustion (India) Ltd.



Vice President (Finance) & Secretary