



Scrutinizer's Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Sanjay Bagaria
Chairman
International Combustion (India) Limited
Infinity Benchmark, 11th Floor, Plot No. G-1,
Block EP & GP, Sector V, Salt Lake Electronics Complex,
Kolkata - 700 091

Re : E-Voting Process conducted in connection with the 78th Annual General Meeting of the Shareholders of the Company to be held on Friday, 12th September, 2014

Dear Sir,

The Board of Directors of International Combustion (India) Limited ("the Company") have, vide resolution passed at their meeting held on 11th June, 2014, decided to provide to the members of the Company, a facility to exercise their right to vote by way of Electronic means on the resolutions as set out in the Notice of the 78th Annual General Meeting of the shareholders of the Company to be held on Friday, 12th September, 2014 as required under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement with Stock Exchanges.

I, Arup Kumar Roy, Company Secretary in Practice, having Membership No. ACS-6784 and Certificate of Practice No. 9597 has been appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed at their meeting held on 11th July, 2014 as required under section 108 of the Companies Act, 2013 read with Rule 20 (ix) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the Notice convening the 78th Annual General Meeting of the shareholders of the Company to be held on Friday, 12th September, 2014 at 2.00 P.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700017.



The Notice dated 25th July, 2014 convening the 78th Annual General Meeting of the Company to be held on Friday, 12th September, 2014 along with statement setting out material facts under section 102 of the Companies Act, 2013 were sent to members of the Company.

The Members holding shares as on the "cut off" date i.e. 25th July, 2014 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the notice dated 25th July, 2014 of the 78th Annual General Meeting of the Company.

In this regard, I submit my report as under:-

1. The e-voting period remained open from 9:00 a.m. Thursday, 4th September, 2014 to 6:00 p.m. Saturday, 6th September, 2014 and the NSDL E-voting platform was blocked thereafter.
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses, Ms. Ankita Banerjee residing at 20, B.M. Roy Road, Kolkata-700 008 and Mr. Akash Jain residing at 55/1 Rashbehari Avenue Kolkata-700 026 who are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

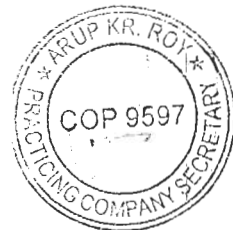
Ankita Banerjee

.....
Name : Ms. Ankita Banerjee

Akash Jain

.....
Name : Mr. Akash Jain

3. The details containing list of shareholders who voted 'for' or 'against' each of the resolutions that were put to vote were downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>).
4. I have scrutinized and reviewed the votes casted through electronic means for the purpose of this report.
5. The particulars of all the electronic votes casted by the members through e-voting process have been recorded in a register separately maintained for the purpose.



6. The result of the e-voting is as under :-

a) Item/ Resolution Sr. No. 1 : Adoption of the Annual Financial Statements for the Financial Year ended 31st March, 2014 along with the Directors' and Auditors' Reports thereon

(i) Voted in favour of the resolution :

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
33	1268757	99.999

(ii) Voted against the resolution :

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
2	6	0.001

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0

b) Item/ Resolution Sr. No. 2 : Declaration of Dividend @ 15% for the Financial Year ended 31st March, 2014

(i) Voted in favour of the resolution :

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
33	1268757	99.999

(ii) Voted against the resolution :

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
2	6	0.001

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0



(c) Item/ Resolution Sr. No. 3 : Re-appointment of retiring Director, Mr. Sanjay Bagaria

(i) Voted in favour of the resolution :

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
32	1268703	99.995

(ii) Voted against the resolution :

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
3	60	0.005

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0

(d) Item/ Resolution Sr. No. 4 : Appointment of M/s. Lodha & Co. as Statutory Auditors and fixation of their remuneration

(i) Voted in favour of the resolution :

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
33	1268757	99.999

(ii) Voted against the resolution :

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
2	6	0.001

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0



(e) Item/ Resolution Sr. No. 5 : Appointment of Mr. Sukhendu Ray as an Independent Director for a period of five years

(i) Voted in favour of the resolution :

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
31	1268702	99.995

(ii) Voted against the resolution :

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
3	60	0.005

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0

(f) Item/ Resolution Sr. No. 6 : Appointment of Mr. Ratan Lal Gaggar as an Independent Director for a period of five years

(i) Voted in favour of the resolution :

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
31	1268702	99.995

(ii) Voted against the resolution :

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
3	60	0.005

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0



(g) Item/ Resolution Sr. No. 7 : Appointment of Mr. Ravi Ranjan Prasad as an Independent Director for a period of five years

(i) Voted in favour of the resolution :

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
31	1268702	99.995

(ii) Voted against the resolution :

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
3	60	0.005

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0

(h) Item/ Resolution Sr. No. 8 : Consent of shareholders for creation of charge on assets of the Company in connection with borrowings, etc. of the Company

(i) Voted in favour of the resolution :

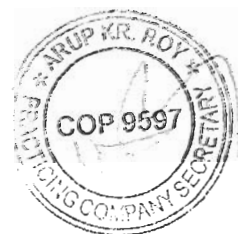
Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
31	1268766	99.991

(ii) Voted against the resolution :

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
4	116	0.009

(iii) Invalid Votes :

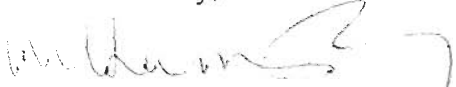
Total Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0



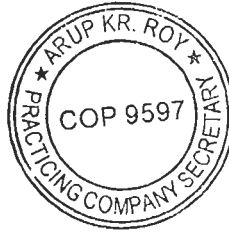
7. The Registers, all other paper and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company.
8. A separate statement containing the list of equity shareholders who voted "FOR" or "AGAINST" and whose votes were declared invalid for each resolution is enclosed.

Thanking you,

Yours faithfully,



Arup Kumar Roy
Practicing Company Secretary
Membership No. ACS 6784
CP No. 9597



Place : Kolkata

Date: 9th September, 2014

Encl ;