



**Report of Scrutinizer**

*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]*

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

**Re : Postal Ballot Process (including both the options of Physical Postal Ballot & Electronic-Voting Facility) conducted for seeking the approval of the Shareholders of the Company vide Special Resolution for effecting alterations in the Objects Clause of the Memorandum of Association of the Company**

Dear Sir,

The Board of Directors of International Combustion (India) Limited ("the Company") had, vide a resolution passed at their meeting held on 5<sup>th</sup> November, 2014, approved the Postal Ballot Notice for seeking the consent of the shareholders of the Company through Postal Ballot (including both the options of Physical Postal Ballot & Electronic-Voting Facility) vide a Special Resolution for effecting necessary alterations in the Objects Clause of the Memorandum of Association of the Company as required under the provisions of Sections 4, 13 & 110 of the Companies Act, 2013 read with Schedule I to the said Act, Rule 22 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 have been appointed as Scrutinizer by the Board of Directors of the Company vide a resolution passed at their meeting held on 5<sup>th</sup> November, 2014 as required under section 110 of the Companies Act, 2013 read with Rule 22 (9) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Postal Ballot Process (including both the options of Physical Postal Ballot & Electronic-Voting Facility) in a fair and transparent manner and ascertaining the requisite majority for passing of the said Special Resolution as detailed in the Postal Ballot Notice dated 5<sup>th</sup> November, 2014.

The said Postal Ballot Notice dated 5<sup>th</sup> November, 2014 along with the Notes thereto, the Statement setting out material facts as required under section 102 of the Companies Act, 2013, the Postal Ballot Form and the Detailed Instructions for the Postal Ballot Process were sent to all the members of the Company who were holding shares of the Company as on November 21, 2014, the cut-off date for the Postal Ballot process.



