

**Report of Scrutinizer****[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rules 20 & 21 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

**Remote Electronic-Voting & Poll conducted in connection with the 79<sup>th</sup> Annual General Meeting of the Shareholders of International Combustion (India) Limited held on Friday, 18<sup>th</sup> September, 2015, at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700017**

Dear Sir,

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, the Board of Directors of International Combustion (India) Limited ("the Company") had, vide resolution passed at its meeting held on 8<sup>th</sup> May, 2015, decided to provide to the members of the Company, a facility to exercise their right to vote by way of Remote Electronic-Voting on the resolutions as set out in the Notice convening the 79<sup>th</sup> Annual General Meeting (AGM) of the shareholders of the Company which was held on Friday, 18<sup>th</sup> September, 2015.

I, Arup Kumar Roy, Company Secretary in Practice, having Membership No. ACS-6784 and Certificate of Practice No. 9597, have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed at its meeting held on 8<sup>th</sup> May, 2015 as required under Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing both the Remote Electronic-Voting Process and the Poll at the AGM in a fair and transparent manner and for ascertaining the requisite majority for passing of resolutions as contained in the Notice convening the 79<sup>th</sup> Annual General Meeting of the shareholders of the Company held on Friday, 18<sup>th</sup> September, 2015 at 2.00 P.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700017.

The Notice dated 8<sup>th</sup> May, 2015 convening the 79<sup>th</sup> Annual General Meeting of the shareholders of the Company held on Friday, 18<sup>th</sup> September, 2015 along with



statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the members of the Company.

The Members holding shares as on the "cut-off" date i.e. 11<sup>th</sup> September, 2015 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the notice dated 8<sup>th</sup> May, 2015 convening the 79<sup>th</sup> Annual General Meeting of the shareholders of the Company.

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

1. The Remote Electronic-Voting period remained open from 9:00 A.M. on Tuesday, 15<sup>th</sup> September, 2015 to 5:00 P.M. on Thursday, 17<sup>th</sup> September, 2015 and the NSDL Electronic-Voting platform was blocked thereafter.
2. The poll was also conducted at the AGM. After the time fixed by the Chairman for the closing of the poll, the ballot box kept for polling was locked in my presence with due identification mark placed by me.
3. The locked ballot box was subsequently opened by me in the presence of two witnesses, Ms. Sonia Shahdadpuri, residing at 26B, Dr. Suresh Sarkar Road, Kolkata - 700 014 and Ms. Ankita Datta, residing at AC-96, Sector - 1, Salt Lake, Kolkata - 700 064, who are not in the employment of the Company. They have signed below in confirmation of the Polling (Ballot) box being opened in their presence.

*Sonia Shahdadpuri*.....

Name : Ms. Sonia Shahdadpuri

*A. Datta*.....

Name : Ms. Ankita Datta

4. Thereafter, the poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar & Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The poll papers which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
6. Thereafter, I have unblocked the votes cast through Remote Electronic-Voting, in the presence of two witnesses, Ms. Sonia Shahdadpuri, residing at 26B, Dr. Suresh Sarkar Road, Kolkata - 700 014 and Ms. Ankita Datta, residing at AC-96, Sector - 1, Salt Lake, Kolkata - 700 064, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Sonia Shahdadpuri*.....

Name : Ms. Sonia Shahdadpuri

*A. Datta*.....

Name : Ms. Ankita Datta

*[Signature]*



7. The details containing list of shareholders who voted 'for' or 'against' each of the resolutions that were put to vote through Remote Electronic-Voting were downloaded from the Remote Electronic-Voting website of NSDL (<https://www.evoting.nsdl.com>).
8. I have scrutinized and reviewed the votes cast through Remote Electronic-Voting and through Poll for the purpose of this Report.
9. The particulars of all the votes cast by the members through the Remote Electronic-Voting process and through Poll at the AGM have been recorded in a register separately maintained for the purpose.
10. The result of the Remote Electronic-Voting is as under :-
- a) **Item/ Resolution Serial No. 1 : Adoption of the Annual Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2015 along with the Directors' and Auditors' Reports thereon**

(i) **Voted in favour of the resolution :**

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
40	1269295	99.99

(ii) **Voted against the resolution :**

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
4	34	0.01

(iii) **Invalid Votes :**

Total Number of members who voted by Remote Electronic-Voting and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

b) **Item/ Resolution Serial No. 2 : Declaration of Dividend @ 15% for the Financial Year ended 31<sup>st</sup> March, 2015**

(i) **Voted in favour of the resolution :**

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
42	1269301	99.99




(ii) **Voted against the resolution :**

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
2	28	0.01

(iii) **Invalid Votes :**

Total Number of members who voted by Remote Electronic-Voting and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

(c) **Item/ Resolution Serial No. 3 : Re-appointment of Retiring Director, Mr. Sanjay Bagaria**

(i) **Voted in favour of the resolution :**

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
39	1269280	99.99

(ii) **Voted against the resolution :**

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
4	34	0.01

(iii) **Invalid Votes :**

Total Number of members who voted by Remote Electronic-Voting and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

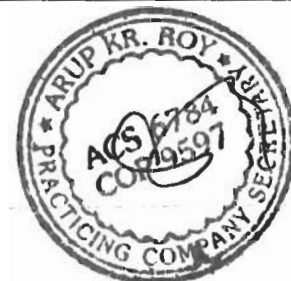
(d) **Item/ Resolution Serial No. 4 : Ratification of Appointment of M/s. Lodha & Co. as Statutory Auditors and fixation of their remuneration**

(i) **Voted in favour of the resolution :**

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
40	1269295	99.99

(ii) **Voted against the resolution :**

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
4	34	0.01



(iii) **Invalid Votes :**

Total Number of members who voted by Remote Electronic-Voting and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

(e) **Item/ Resolution Serial No. 5 : Appointment of Mrs. (Prof.) Bharati Ray as an Independent Director for a period of five years**

(i) **Voted in favour of the resolution :**

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
39	1269280	99.99

(ii) **Voted against the resolution :**

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
5	49	0.01

(iii) **Invalid Votes :**

Total Number of members who voted by Remote Electronic-Voting and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

(f) **Item/ Resolution Serial No. 6 : Re-Appointment of Mr. Indrajit Sen as the Managing Director of the Company for a further period of three years**

(i) **Voted in favour of the resolution :**

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
38	1268680	99.95

(ii) **Voted against the resolution :**

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
6	649	0.05

(iii) **Invalid Votes :**

Total Number of members who voted by Remote Electronic-Voting and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL



(g) Item/ Resolution Serial No. 7 : Alteration of Articles of Association of the Company

(i) Voted in favour of the resolution :

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
39	1269280	99.99

(ii) Voted against the resolution :

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
5	49	0.01

(iii) Invalid Votes :

Total Number of members who voted by Remote Electronic-Voting and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

11. The result of the Poll conducted at the AGM is as under :-

a) Item/ Resolution Serial No. 1 : Adoption of the Annual Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2015 along with the Directors' and Auditors' Reports thereon

(i) Voted in favour of the resolution :

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
124	302	99.34

(ii) Voted against the resolution :

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
1	2	0.66

(iii) Invalid Votes :

Total Number of members who voted through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL



b) Item/ Resolution Serial No. 2 : Declaration of Dividend @ 15% for the Financial Year ended 31<sup>st</sup> March, 2015

(i) Voted in favour of the resolution :

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
124	302	99.34

(ii) Voted against the resolution :

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
1	2	0.66

(iii) Invalid Votes :

Total Number of members who voted through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

c) Item/ Resolution Serial No. 3 : Re-appointment of Retiring Director, Mr. Sanjay Bagaria

(i) Voted in favour of the resolution :

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
124	302	99.34

(ii) Voted against the resolution :

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
1	2	0.66

(iii) Invalid Votes :

Total Number of members who voted through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL



d) **Item/ Resolution Serial No. 4 : Ratification of 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 Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
123	297	99.33

(ii) **Voted against the resolution :**

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
1	2	0.67

(iii) **Invalid Votes :**

Total Number of members who voted through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
1	5

e) **Item/ Resolution Serial No. 5 : Appointment of Mrs. (Prof.) Bharati Ray as an Independent Director for a period of five years**

(i) **Voted in favour of the resolution :**

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
123	297	97.70

(ii) **Voted against the resolution :**

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
2	7	2.30

(iii) **Invalid Votes :**

Total Number of members who voted through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

f) **Item/ Resolution Serial No. 6 : Re-Appointment of Mr. Indrajit Sen as the Managing Director of the Company for a further period of three years**





(i) Voted in favour of the resolution :

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
123	297	97.70

(ii) Voted against the resolution :

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
2	7	2.30

(iii) Invalid Votes :

Total Number of members who voted through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

g) Item/ Resolution Serial No. 7 : Alteration of Articles of Association of the Company

(i) Voted in favour of the resolution :

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
123	301	99.01

(ii) Voted against the resolution :

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
2	3	0.99

(iii) Invalid Votes :

Total Number of members who voted through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

12. The consolidated results of the voting aggregating both the voting through Remote Electronic-Voting and the Poll conducted at the AGM is as under :-



- a) Item/ Resolution Serial No. 1 : Adoption of the Annual Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2015 along with the Directors' and Auditors' Reports thereon

- (i) Voted in favour of the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
164	1269597	99.99

- (ii) Voted against the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
5	36	0.01

- (iii) Invalid Votes :

Total Number of members voting through both Remote Electronic-Voting & through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

- b) Item/ Resolution Serial No. 2 : Declaration of Dividend @ 15% for the Financial Year ended 31<sup>st</sup> March, 2015

- (i) Voted in favour of the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
166	1269603	99.99

- (ii) Voted against the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
3	30	0.01



(iii) **Invalid Votes :**

Total Number of members voting through both Remote Electronic-Voting & through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

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 both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
163	1269582	99.99

(ii) **Voted against the resolution :**

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
5	36	0.01

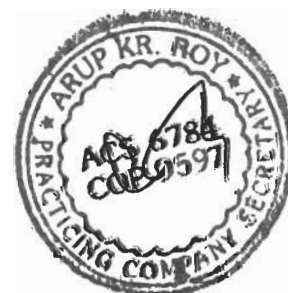
(iii) **Invalid Votes :**

Total Number of members voting through both Remote Electronic-Voting & through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

d) **Item/ Resolution Serial No. 4 : Ratification of 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 both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
163	1269592	99.99



(ii) Voted against the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
5	36	0.01

(iii) Invalid Votes :

Total Number of members voting through both Remote Electronic-Voting & through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
1	5

e) Item/ Resolution Serial No. 5 : Appointment of Mrs. (Prof.) Bharati Ray as an Independent Director for a period of five years

(i) Voted in favour of the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
162	1269577	99.99

(ii) Voted against the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
7	56	0.01

(iii) Invalid Votes :

Total Number of members voting through both Remote Electronic-Voting & through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

f) Item/ Resolution Serial No. 6 : Re-Appointment of Mr. Indrajit Sen as the Managing Director of the Company for a further period of three years



(i) Voted in favour of the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
161	1268977	99.95

(ii) Voted against the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
8	656	0.05

(iii) Invalid Votes :

Total Number of members voting through both Remote Electronic-Voting & through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

g) Item/ Resolution Serial No. 7 : Alteration of Articles of Association of the Company

(i) Voted in favour of the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
162	1269581	99.99

(ii) Voted against the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
7	52	0.01



(iii) **Invalid Votes :**

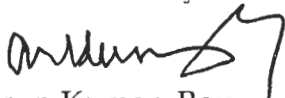
<b>Total Number of members voting through both Remote Electronic-Voting &amp; through Poll at AGM and whose votes were declared invalid</b>	<b>Total Number of votes cast by them</b>
NIL	NIL

13. The Registers, poll papers, all other papers and relevant records relating to Remote Electronic-Voting & Poll at AGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the minutes of the meeting held on 19<sup>th</sup> September, 2015 at the Registered Office of the Company to take on record and announce the consolidated results of the voting and thereafter the same shall be handed over to the Company Secretary of the Company authorized by the Board for safe keeping.

14. A separate statement containing the list of equity shareholders who voted "FOR" or "AGAINST" and whose votes were declared invalid for each resolution both through Remote Electronic-Voting & through Poll at AGM is enclosed.

Thanking you,

Yours faithfully,



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



Place : Kolkata

Date: 19<sup>th</sup> September, 2015

Encl. : As Above



**Counter-Signature of Mr. Indrajit Sen, Managing Director  
(duly authorized by Mr. Sanjay Bagaria, Chairman)**