



International Combustion (India) Limited

CIN : L36912WB1936PLC008588

Regd. Office : Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP

Sector V, Salt Lake Electronics Complex, Kolkata – 700 091

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e-mail : info@internationalcombustion.in

Website : www.internationalcombustion.in

Notice of 82nd Annual General Meeting

Notice is hereby given that the EIGHTY-SECOND ANNUAL GENERAL MEETING of the shareholders of International Combustion (India) Limited shall be held at Kala Kunj, 48, Shakespeare Sarani, Kolkata – 700017 on Monday, the 3rd September, 2018 at 2.00 P.M. to transact the following businesses:-

As Ordinary Businesses & As Ordinary Resolutions

1. To receive, consider and adopt the Annual Audited Financial Statements (both Standalone & Consolidated) of the Company for the Financial Year ended 31st March, 2018, drawn up in accordance with the Indian Accounting Standards (IND AS) adopted by the Company for the first time in accordance with the Companies (Indian Accounting Standards) Rules, 2015, i.e. the Statement of Profit & Loss, including the Statement of Other Comprehensive Income, for the Financial Year ended 31st March, 2018, the Balance Sheet as on that date and the Cash Flow Statement and the Statement of Changes in Equity for the Financial Year ended on that date (including the notes, schedules, annexures & attachments thereto) together with the Reports of the Board of Directors (including its annexures & attachments) and Auditors (including its annexures) thereon.
2. To appoint a Director in place of Mr. Indrajit Sen (DIN – 00216190), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors of the Company and to fix their remuneration and, in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to Sections 139 of the Companies Act, 2013 (the Act) read with the Companies (Audit & Auditors) Rules, 2014 and any other applicable provisions of the said Act, the appointment of M/s. Ray & Ray (Firm Registration No. 301072E), Chartered Accountants, of Webel Bhawan, Ground Floor, Block EP & GP, Bidhan Nagar, Sector V, Salt Lake, Kolkata – 700 091, as the Statutory Auditors of the Company, made at the Eighty-First Annual General Meeting (AGM) of the shareholders of the Company held on 20th September, 2017, with effect from the conclusion of the said 81st AGM till the conclusion of the 86th AGM (subject to ratification at every AGM in between), be and is hereby ratified for the period commencing with the conclusion of this meeting (82nd AGM) and ending with the conclusion of the next (83rd) Annual General Meeting, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, plus Goods and Services Tax (GST) as applicable and reimbursement of such out-of-pocket expenses, as may be actually incurred.”



As Special Businesses

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of Section 152, Chapter XIII and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Schedule V to the said Act and subject to such consents, permissions, sanctions and approvals as may be required, the consent and approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Indrajit Sen (holding Director Identification Number 00216190) as the Managing Director of the Company for a further period of three years with effect from 1st May, 2018 (provided that his office as Director shall be liable to be determined by retirement of Directors by rotation under Section 152 of the Act and consequently, his office as Managing Director shall be subject to such determination) on such terms and conditions including remuneration by way of salary and perquisites during the aforesaid period, as set out in the Explanatory Statement annexed to this Notice, provided that in the event of loss or inadequacy of profits in any financial year, the aforesaid remuneration shall be considered as the minimum remuneration payable to Mr. Sen during the currency of his tenure as aforesaid in terms of Schedule V, Part II, Section II of the Companies Act, 2013, as duly amended till date, and that an Agreement, a draft of which was placed before the Meeting and initialed by the Chairman for the purposes of identification, be entered into with Mr. Indrajit Sen as Managing Director, with a liberty to alter, vary and modify the terms and conditions of the said appointment and / or remuneration and / or terms of the Agreement referred to above in such manner as may be agreed between the Board of Directors and Mr. Indrajit Sen, and as laid down under the Act or any amendment / statutory modifications thereto.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to Sections 149 & 152 of the Companies Act, 2013, read with Schedule IV to the said Act and any other applicable provisions of the said Act, the current term of office of Mr. Ratan Lal Gagar (DIN 00066068) as an Independent Director of the Company expiring at the close of business on 31st March, 2019, the consent and approval of the shareholders of the Company be and is hereby accorded to his re-appointment as an Independent Director of the Company for a second and final consecutive term, under the Act, of five years with effect from 1st April, 2019, he having duly consented to such re-appointment and having filed with the Company the requisite declaration as per Section 149(7) of the said Act and whose period of office shall not be liable to be determined by retirement of Directors by rotation.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to Sections 149 & 152 of the Companies Act, 2013, read with Schedule IV to the said Act and any other applicable provisions of the said Act, the current term of office of Mr. Ravi Ranjan Prasad (DIN 00030458) as an Independent Director of the Company expiring at the close of business on 24th July, 2019, the consent and approval of the shareholders of the Company be and is hereby accorded to his re-appointment as an Independent Director of the Company for a second and final consecutive term, under the Act, of five years with effect from 25th July, 2019, he having duly consented to such re-appointment and having filed with the Company the requisite declaration as per Section 149(7) of the said Act and whose period of office shall not be liable to be determined by retirement of Directors by rotation.”

By Order of the Board

Suhas Chandra Saha
Company Secretary

Place : Kolkata
Date : 23rd May, 2018

Notes

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a Member of the Company.** A person can act as proxy on behalf of such number of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company provided that a member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies, in order to be effective, must be in the Form No. MGT-11 appended to the Companies (Management and Administration) Rules, 2014, and received by the Company not less than 48 hours before the meeting.
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 28th August, 2018 to Monday, 3rd September, 2018 (both days inclusive).
3. Corporate members are requested to send/bring a duly certified copy of Board/Governing body Resolution under Section 113 of the Companies Act, 2013, authorising their representative to attend and vote on their behalf.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses is annexed hereto.
5. Members are requested to bring their attendance slips alongwith copy of the Annual Report to the Annual General Meeting.
6. In respect of the unpaid / unclaimed dividends on the equity shares of the Company declared upto and inclusive of the Financial Year ended 31st March, 1995 (FY 1994-95), which have been transferred to the General Revenue Account of the Government of India, the concerned shareholders may claim the same by making an application to the Registrar of Companies, West Bengal, in Form II of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978, alongwith a copy of their Aadhaar Card and Cancelled Cheque leaf.
7. In respect of the unpaid / unclaimed dividends on the equity shares of the Company declared thereafter i.e. from the Financial Year ended 31st March, 1996 (FY 1995-96) to the Financial Year ended 31st March, 2010 (FY 2009-10), which have been transferred to the Investor Education & Protection Fund of the Ministry of Corporate Affairs, Government of India, the concerned shareholders may claim the same by submitting an online application to the Investor Education & Protection Fund Authority in e-Form IEPF-5 available on the website www.iepf.gov.in and thereafter by sending the following documents to the Company at its registered office :-
 - a) Print out of duly filed e-Form IEPF-5 duly signed by the shareholder,
 - b) Copy of acknowledgement for filing the e-Form IEPF-5,
 - c) Indemnity Bond (original) in the format prescribed, duly signed by the shareholder,
 - d) Advance Stamped receipt (original) in the format prescribed, duly signed by the shareholder,
 - e) Copy of the Aadhaar Card of the shareholder, and
 - f) Cancelled Cheque leaf of the shareholder.
8. In accordance with the provisions of Section 124 of The Companies Act, 2013 (the Act), the unpaid/unclaimed dividend for the Financial Year ended 31st March, 2011 (Financial Year 2010-11) shall be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government after 13th September, 2018. Shareholders who have not so far encashed their dividend warrants for the



said Financial Year 2010-11, are **requested to claim immediately** the dividend in writing either to the Company at its Registered Office address or to the Company's Registrar & Share Transfer Agents, M/s. C. B. Management Services (P) Ltd., P-22, Bondel Road, Kolkata 700019, on or before 31st August, 2018.

9. The Shareholders who have not encashed their dividend warrants for the Financial Years 2011-12 to 2014-15, are requested to claim immediately the dividend in writing either to the Company at its Registered Office address or to the Company's Registrar & Share Transfer Agents at the address given under Item No. 8 above.
10. As required under Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, which were notified on 7th September, 2016, general newspaper notice was published and specific notice by Registered Post was sent to those shareholders, whose dividend warrants for seven consecutive Financial Years were remaining unencashed, requesting them to claim the said dividends within a period of three months of the said notice, failing which their shares would have to be transferred to the Investor Education and Protection Fund Authority (IEPF Authority). Subsequently, in November, 2017, 21,127 equity shares of the Company, representing 0.88% of the paid-up equity share capital of the Company and belonging to shareholders who had not encashed their dividend warrants for seven consecutive Financial Years, were transferred in favour of the Investor Education and Protection Fund Authority in dematerialized form. Once the concerned shareholders claim their unpaid/ unclaimed dividends by submitting e-Form IEPF-5 as aforesaid and fulfilling other requirements, the underlying equity shares shall also be credited to their demat accounts.
11. Further, the Company shall be giving three months' notice to those shareholders whose shares are due to be transferred in favour of the IEPF Authority during the Financial Year 2018-19 by sending individual letters to them through Registered Post, hosting the details of the relevant shares on the Company website and by issuing necessary advertisements in newspapers as required under the aforementioned Rules.

The concerned shareholders may yet claim any of their dividends before actual transfer of the said shares to the IEPF Authority, whereupon the shares would not be so transferred.
12. Shareholders holding shares in physical form are requested to notify immediately to the Registrar & Share Transfer Agents any change of address and/or "Pin Code" in case the mailing address mentioned on this Annual Report is without Pin Code/incorrect Pin Code.
13. In terms of the provisions of Section 72 of the Companies Act, 2013, individual shareholders holding shares in physical form, may make nomination in Form SH-13 which can be obtained from the Registrar & Share Transfer Agents of the Company. However, in case of dematerialized holdings, the shareholders should approach their respective depository participants for making nominations.
14. Members, who have multiple accounts in identical names or joint names in same order are requested to intimate the Registrar & Share Transfer Agents – M/s. C.B. Management Services (P) Ltd., at their address given under item no. 8 above, the Ledger Folios of such accounts to enable the Company to consolidate all such shareholdings into one account.
15. Member are also requested to update their Permanent Account Number (PAN) and bank account details by sending to the Company/ RTA, a copy of their PAN card and original cancelled cheque leaf /attested bank passbook showing name of account holder as required under Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 issued by the Securities and Exchange Board of India.

16. Members are requested to fill in the Attendance Slips in all respects including Folio No. or DP ID/ Client ID as the case may be and sign the same before presenting to registration desk at the venue of AGM.
17. In terms of the Companies Act, 2013, the Annual Report for the Financial Year 2017-18 in electronic form shall be sent by e-mail to those shareholders who have intimated/ registered their e-mail addresses for the purpose. In addition, the Annual Report for the Financial Year 2017-18 in physical form shall be sent to those shareholders who have not intimated/ registered their e-mail addresses for the purpose of receiving the same in electronic form. It may please be noted that the full text of the Annual Report shall also be available in an easily navigable format on the website of the Company at www.internationalcombustion.in for download by the shareholders. Further, as mandated under law, a full copy of the Annual Report for the Financial Year 2017-18 in physical form shall be dispatched to those shareholders who make a specific request for the same.

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **Friday, 31st August, 2018 (9:00 am)** and ends on **Sunday, 2nd September, 2018 (5:00 pm)**. During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Monday, 27th August, 2018**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. **The process and manner for remote e-voting are as under:**
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
 - (i) Open email and open PDF file i.e. “**International Combustion (India) Ltd.** remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.



- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “**International Combustion (India) limited**”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to arupkroy@rediffmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email Ids are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- (i) Initial password is provided in e-voting particulars annexed to the Notice for the AGM in the following format:
EVEN (Remote e-voting Event Number) USER ID/ PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No.(A) (ii) to Sl. No.(A) (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 27th August, 2018.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27th August, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA, mentioning his/her Folio No. or DP ID & Client ID
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990. In case shareholders are holding shares in demat mode,

USER-ID is the combination of (DPID+ClientID) and in case shareholders are holding shares in physical mode, USER-ID is the combination of EVEN NO.+FOLIO NO.)

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Arup Kumar Roy, Practicing Company Secretary (Membership No. 6784 ; CoP No. 9597) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours from the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.internationalcombustion.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Brief Profile of the Directors seeking Appointment/ Re-appointment at the forthcoming 82nd Annual General Meeting pursuant to Regulation 36 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name	Indrajit Sen	Ratan Lal Gagar	Ravi Ranjan Prasad
Age	78 years	85 years	60 years
Qualifications	Bachelor of Engineering (Mechanical)	B. A. (Hons.), LLB	M. Sc. (Accounting & Finance) – London School of Economics, ACA, ACMA (London)
Other Professional Membership	Member of The Institution of Production Engineers, U.K.	-	<ul style="list-style-type: none"> ● Associate Member of the Institute of Chartered Accountants of India ● Associate Member of the Chartered Institute of Management Accountants, London



Name	Indrajit Sen	Ratan Lal Gaggar	Ravi Ranjan Prasad
Expertise in specific functional area	57 years' experience in Engineering Industry and Corporate Management.	Practicing as a Solicitor & Advocate at the Hon'ble High Court at Calcutta since last about 50 years.	35 years' experience in accounting, finance, corporate management, projects, strategic planning, JVs & corporate restructuring.
List of other Companies in which Directorship held	<ul style="list-style-type: none"> Mozer Process Technology Pvt. Ltd. 	<ul style="list-style-type: none"> Mayfair Hotels & Resorts Ltd. Sarda Plywood Industries Ltd. TIL Ltd. Paharpur Cooling Towers Ltd. Machino Plastics Ltd. Sumedha Fiscal Services Limited Shree Cement Limited Machino Polymer Ltd. Subhash Kabini Power Corporation Ltd. 	NIL
Membership of the Committees of the Board of other Companies in which he is a Director	NIL	Audit Committee - <ul style="list-style-type: none"> TIL Ltd. Shree Cement Ltd. Paharpur Cooling Towers Ltd. Sarda Plywood Industries Ltd. Subhash Kabini Power Corporation Ltd. Stakeholders Relationship Committee - <ul style="list-style-type: none"> Shree Cement Ltd. (Chairman) Sarda Plywood Industries Ltd. 	NIL
Shareholding in the Company	NIL	NIL	NIL
Inter-se Relationship between Directors	NIL	NIL	NIL

Place : Kolkata
Date : 23rd May, 2018

By Order of the Board
Suhas Chandra Saha
Company Secretary

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Businesses set out in item nos. 4 to 6 of the Notice convening the 82nd Annual General Meeting of the Shareholders of the Company scheduled to be held on Monday, September 3, 2018

Item No. 4

Mr. Indrajit Sen had been re-appointed as the Managing Director of the Company for a period of three years w.e.f. 1st May, 2015 which was approved by the members of the Company at their 79th Annual General Meeting held on 18th September, 2015. The tenure of office of Mr. Indrajit Sen, in terms of the said appointment, having expired on 30th April, 2018, the Board of Directors of the Company, at their meeting held on 26th April, 2018, re-appointed Mr. Sen as the Managing Director for a further period of three years with effect from 1st May, 2018.

The remuneration payable to Mr. Sen during his tenure as the Managing Director of the Company with effect from 1st May, 2018 was recommended by the Remuneration Committee of the Board at its meeting held on 26th April, 2018 and subsequently approved by the Board at its meeting held on even date.

Accordingly, an Agreement is to be entered into between the Company and Mr. Indrajit Sen specifying the remuneration effective 1st May, 2018, and also the terms and conditions of his re-appointment as Managing Director, a draft of which will be available for inspection by the members at the Registered Office of the Company on any working day during usual business hours and shall also be available at the meeting.

An extract of the remuneration effective from 1st May, 2018 as well as the other terms and conditions of the re-appointment of Mr. Sen contained in the aforesaid agreement has been set out hereinbelow for consideration of members :-

“Subject to the provisions of the Companies Act, 2013, (“the Act”), Mr. I. Sen during the currency of his tenure as Managing Director, for a period of three years with effect from 1st May, 2018, shall be entitled to the following remuneration :

Notwithstanding anything stated elsewhere, Mr. Sen during the currency of his tenure as Managing Director, shall be entitled to the following remuneration by way of salary and perquisites, irrespective of the fact that the said remuneration may exceed the ceiling on remuneration as provided in Chapter XIII of the Companies Act, 2013, read with Schedule V to the said Act and irrespective of the fact that the Company may, in any or all the Financial Years, have no or inadequate profits.

‘PART A

Sl. No.	Particulars of Remuneration	1st May, 2018 to 30th April, 2019 [₹]	1st May, 2019 to 30th April, 2020 [₹]	1st May, 2020 to 30th April, 2021 [₹]
1.	Salary	97,50,000	1,05,00,000	1,12,50,000
2.	Perquisites (HRA/Furnishing/ Gas & Electricity/LTA/Medical /Club Fees, etc.)	97,50,000	1,05,00,000	1,12,50,000
	TOTAL	1,95,00,000	2,10,00,000	2,25,00,000



PART B

Besides, Mr. Sen shall also be entitled to Gratuity payable as per law.

PART C

- a) Provisions of car for use on Company's business and telephone facilities at the residence may not be considered as perquisites provided that personal long distance calls shall be billed by the Company to him.
- b) The Managing Director may be entitled to earn Privilege Leave on full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months of service.
- c) The Managing Director may be entitled to reimbursement of entertainment expenses actually and properly incurred by him in connection with the business of the Company.
- d) The Managing Director shall not, as long as he functions as the Managing Director of the Company, be entitled to receive any fee for attending any meeting of the Board or a committee thereof.

Termination – Either party hereto may terminate this Agreement by giving to the other party not less than six months' notice in writing provided that either party may in the alternative terminate this agreement by paying to the other six months' salary in lieu of such notice.”

The proposed remuneration of Mr. Indrajit Sen, Managing Director, does not require the approval of the Central Government, notwithstanding the fact that the same may exceed the limits laid down in Chapter XIII of the Companies Act, 2013, read with Schedule V to the said Act, by virtue of Notification No. S. O. 2922(E) dated 12th September, 2016, issued by the Ministry of Corporate Affairs, Government of India as Mr. Sen is a managerial person, who is functioning in a professional capacity, and having no interest in the capital of the Company and not related to the promoters or other Directors of the Company in any way and possesses a graduate level qualification with expert and specialized knowledge in the field in which the Company operates.

However, the re-appointment of Mr. Sen as Managing Director and the remuneration payable to him require the approval of the shareholders of the Company at their ensuing 82nd Annual General Meeting by means of a Special Resolution in terms of the provisions of Schedule V to the said Act. The resolution set out in Item No. 4 is intended for this purpose.

The Board is of the opinion that it would be in the interest of the Company to re-appoint Mr. Sen as the Managing Director of the Company. The Board recommends that the resolution set out in Item No. 4 of the Notice be approved by the members by means of a Special Resolution.

Mr. Sen may be deemed to be interested in the said resolution. No other Director/ Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

Item No. 5

The appointment of Ratan Lal Gagar (DIN 00066068) as an Independent Director on the Board of Directors of the Company for a period of five years with effect from 1st April, 2014, under the Companies Act, 2013, was approved by the shareholders of the Company at their 78th Annual General Meeting (AGM) held on 12th September, 2014.

Mr. Gagar, being an Independent Director on the Board of Directors of the Company, is not liable to retire by rotation in terms of the provisions of Section 149(13) of the Companies Act, 2013. However, in accordance with Section 149 of the Companies Act, 2013, his term in office as an Independent Director on the Board of the Company expires at the close of business on 31st March, 2019, on the completion of five years from the effective date of his appointment. Mr. Gagar, being eligible for a second and final consecutive term of five years under the Act and having consented to continue in office for such second and final consecutive term, the Board has accorded its approval for such continuance in office which is subject, however, to the approval of the shareholders of the Company by means of a Special Resolution, which is herewith being placed at their ensuing 82nd Annual General Meeting.

Mr. Gaggar is an Independent Director of the Company within the meaning of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company, at its meeting held on 23rd May, 2018, formed an opinion that Mr. Gaggar continues to be a person of integrity and possesses relevant expertise and experience for being re-appointed as an Independent Director of the Company. In the opinion of the Board, Mr. Gaggar fulfills the conditions specified in the Act and the rules made thereunder and that he is independent of the Management. Mr. Gaggar has also submitted a declaration under Section 149(7) of the Act to the effect that he continues to meet the criteria of independence as specified in Section 149(6) of the Act.

Accordingly, the Board recommends to the shareholders, the continuance of Mr. Gaggar as an Independent Director of the Company, subject to confirmation by the shareholders of the Company. Approval of the members is therefore being sought by means of a Special Resolution for the re-appointment of Mr. Gaggar as an Independent Director of the Company for a second and final consecutive term of five years with effect from 1st April, 2019 in terms of Section 149(10) of the Companies Act, 2013, read with Section 152 of the said Act.

The Company and Mr. Gaggar, Independent Director, shall abide by the provisions specified in Schedule IV to the Companies Act, 2013, relating to the Code of Conduct for Independent Directors, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment/re-appointment, resignation or removal, separate meetings and evaluation mechanism as provided therein.

In accordance with Section 149(13) of the said Act, Mr. Gaggar, Independent Director, shall not be liable to retire by rotation during his second and final consecutive term of five years. Mr. Gaggar shall not be eligible for re-appointment as an Independent Director of the Company for a third term under the Act before the expiry of three years after the completion of his aforementioned second and final consecutive term of five years under the Act.

The Board is of the opinion that it would be in the interest of the Company to re-appoint Mr. Gaggar as an Independent Director. The Board recommends that the resolution set out in Item No. 5 of the Notice be approved by the members by means of a Special Resolution.

Mr. Gaggar may be deemed to be interested in the resolution set out in the said Item No. 5. No other Director/ Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

Item No. 6

The appointment of Mr. Ravi Ranjan Prasad (DIN 00030458) as an Independent Director on the Board of Directors of the Company for a period of five years with effect from 25th July, 2014 was approved by the shareholders of the Company at their 78th Annual General Meeting (AGM) held on 12th September, 2014.

Mr. Prasad, being an Independent Director on the Board of Directors of the Company, is not liable to retire by rotation in terms of the provisions of Section 149(13) of the Companies Act, 2013. However, in accordance with Section 149 of the Companies Act, 2013, his term in office as an Independent Director on the Board of the Company expires at the close of business on 24th July, 2019, on the completion of five years from the effective date of his appointment. Mr. Prasad, being eligible for a second and final consecutive term of five years under the Act and having consented to continue in office for such second and final consecutive term, the Board has accorded its approval for such continuance in office which is subject, however, to the approval of the shareholders of the Company by means of a Special Resolution, which is herewith being placed at their ensuing 82nd Annual General Meeting.

Mr. Prasad is an Independent Director of the Company within the meaning of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company, at its meeting held on 23rd May, 2018, formed an opinion that Mr. Prasad continues to be a person of integrity and possesses



relevant expertise and experience for being re-appointed as an Independent Director of the Company. In the opinion of the Board, Mr. Prasad fulfills the conditions specified in the Act and the rules made thereunder and that he is independent of the Management. Mr. Prasad has also submitted a declaration under Section 149(7) of the Act to the effect that he continues to meet the criteria of independence as specified in Section 149(6) of the Act.

Accordingly, the Board recommends to the shareholders, the continuance of Mr. Prasad as an Independent Director of the Company, subject to confirmation by the shareholders of the Company. Approval of the members is therefore being sought by means of a Special Resolution for the re-appointment of Mr. Prasad as an Independent Director of the Company for a second and final consecutive term of five years with effect from 25th July, 2019 in terms of Section 149(10) of the Companies Act, 2013, read with Section 152 of the said Act.

The Company and Mr. Prasad, Independent Director, shall abide by the provisions specified in Schedule IV to the Companies Act, 2013, relating to the Code of Conduct for Independent Directors, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment/re-appointment, resignation or removal, separate meetings and evaluation mechanism as provided therein.

In accordance with Section 149(13) of the said Act, Mr. Prasad, Independent Director, shall not be liable to retire by rotation during his second and final consecutive term of five years. Mr. Prasad shall not be eligible for re-appointment as an Independent Director of the Company for a third term under the Act before the expiry of three years after the completion of his aforementioned second and final consecutive term of five years under the Act.

The Board is of the opinion that it would be in the interest of the Company to re-appoint Mr. Prasad as an Independent Director. The Board recommends that the resolution set out in Item No. 6 of the Notice be approved by the members by means of a Special Resolution.

Mr. Prasad may be deemed to be interested in the resolution set out in the said Item No. 6. No other Director/ Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

By Order of the Board

Place : Kolkata
Date : 23rd May, 2018

Suhas Chandra Saha
Company Secretary

Statement forming part of the Explanatory Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013, in respect of item no. 4 of the Notice, relating to Re-appointment of Mr. Indrajit Sen as the Managing Director of the Company

I. General Information

(1) Nature of Industry

The Company operates in Engineering Sector and caters to the need of Core Sector Industries like Steel, Cement, Fertilizer, Chemical, Mining, Infrastructure, etc. It manufactures Heavy Duty Grinding Mills, Screening & Feeding Equipment, Conveyors, Bulk Material Handling Equipment, Omni-Screens, Sizers, Screen Decks, Crushers, Dryers, Flip Flow Screens and Industrial Gear Boxes and Geared Motors. Recently, a new Division, namely the Building Material Division, has been set up at Ajmer, Rajasthan, for manufacture of high quality Dry-Mix Products.

(2) **Date or Expected Date of Commencement of Commercial Production**

The Company was incorporated on 22nd April, 1936. Commercial Production of the Heavy Engineering and Geared Motors/ Gear Boxes Divisions had commenced long back. The Commercial Production of the Building Material Division commenced on 31st March, 2016.

(3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

Not Applicable.

(4) **Financial Performance based on given Indicators :**

(₹ in lac)

Financial Parameters	Year				
	2017-18	2016-17	2015-16	2014-15	2013-14
(a) Revenue from Operations	10763.90	10857.91	9332.67	8868.53	9872.14
(b) Net Profit / (Loss) after Tax	(234.91)	213.70	(51.25)	97.82	79.81
(c) Amount of Dividend Paid	-	-	-	35.85	35.85
(d) Rate of Dividend	-	-	-	15%	15%

(5) **Foreign Investments or Collaborators, if any**

There has been no Foreign Direct Investment in the Company. However, the Company has entered into a number of foreign technical collaborations with the leading companies of the world for different products, which are summarized below :-

Name of the Foreign Technical Collaborator	Products
1. Schenck, Germany	Screens, Feeders, Conveyors and other bulk material handling equipment
2. ABB Raymond, U.S.A.	Grinding mills, pulverizers, air separators and flash drying systems
3. Mogensen GmbH, Germany	Sizers
4. Gummi Kuper GmbH & Co. KG, Germany	Screen Decks including “Modular Snap-on” Type of Rubber & Polyurethane and Rubber & Rubber-Ceramic Liners
5. Bauer Geared Motor GmbH, Germany	Geared Motors & Gear Boxes
6. IMS Engineering, South Africa	Omni Screens & Feeders
7. Allgaier Process Technology GmbH, Germany	Dryers
8. FLEXIMAT Ges.m.b.H., Austria	Flip Flow Screens
9. ADEN Advanced Engineering Ltda, Brazil	Crushers

II. Information About the Appointee

(1) **Background Details**

Mr. Indrajit Sen, aged 78 years, a Graduate in Mechanical Engineering, joined this Company as Works Manager of Baidyabati Works in the year 1971 after serving Hooghly Docking & Engg. Co. Ltd., a Company of reputed Martin Burn Group, in the similar position for about seven years.

Mr. Sen was elevated to the position of General Manager (Manufacturing) in the Company in the year 1980. Mr. Sen, as General Manager (Manufacturing), was in-charge of all engineering

and manufacturing functions of the Company. In the year 1985, Mr. Sen joined the Board of Directors of the Company as “Director & General Manager”. In the year 1989, he was appointed as Managing Director of the Company which position he held till 30th April, 2018.

Mr. Sen was re-appointed as Managing Director of the Company for a period of three years w.e.f. 1st May, 2018 which position he holds as on date.

(2) Past Remuneration

Financial Year	Salary (₹)	Perquisites (₹)	Retirement Benefits (₹)	Total (₹)
2017-18	79,51,000	81,23,974	18,21,250	1,78,96,224
2016-17	74,58,500	74,45,425	18,64,626	1,67,68,551
2015-16	69,63,000	69,61,556	17,40,750	1,56,65,306
2014-15	64,84,500	64,80,330	16,21,125	1,45,85,955
2013-14	58,95,000	58,94,930	14,73,750	1,32,63,680

(3) Recognition or Awards/ Achievement

Mr. Sen, in order to ensure sustained growth of the Company, initiated various steps including expanding the product base through numerous collaborations with leading global manufacturers including Schenck, Germany; ABB Raymond, USA; Mogensen, Germany; Kuper GmbH & Co. KG, Germany; Bauer Geared Motor GmbH, Germany; Allgaier Process Technology GmbH, Germany, IMS Engineering, South Africa; FLEXIMAT Ges.m.b.H., Austria and ADEN Advanced Engineering Ltda., Brazil. Under his guidance, the Company successfully absorbed the sophisticated and advanced technology and introduced the products in the Indian and other international markets.

During Mr. Sen’s tenure, the Company also set up new plants at Nagpur, Aurangabad and Ajmer with state-of-the-art facility for manufacture of various products of advanced technology and as per the exacting standards specified by the collaborators and required by the international market.

During the last two decades, Mr. Sen, through his technical competence, guided the design engineering team of the Company to upgrade a number of conventional products and develop new products including “Flip Flop Screens”. The Flip Flop Screens are used extensively for difficult-to-screen material such as wet coal in thermal power plant. All the upgraded products and new products have received favourable market response in India and abroad.

Through sustained efforts, Mr. Sen has been able to make the Company reach the international standards in terms of technology, quality and reliability of the products manufactured. As a result, the collaborators such as Bauer & Mogensen are increasingly sourcing parts and finished equipment from the Company. In addition, many other companies around the globe are also sourcing machinery and equipment from the Company.

Mr. Sen also negotiated and finalized a new collaboration agreement with Aden Advance Engineering, a company from Brazil, for manufacturing Cone Crushers, Jaw Crushers and Roll Crushers in India.

Further, the Company also had a collaboration agreement with IMS of South Africa for manufacture of “Omni Screens” – a new genre of screening machine patented by the collaborator. Mr. Sen through his technical competence guided the R&D team of the company to upgrade the technology to a level far ahead of the collaborator and the Company has acquired the global patent rights for the “Omni Screens” for all countries except South America.

In recognition of his vast experience and contribution to the Industry, he was invited and continues to be the Executive Committee member and President Designate of the Bengal Chamber of Commerce and Industry.

Further, in recognition to his contribution towards the Indo-German business & trade, Mr. Sen was invited and continues to be the member of the Executive Council of Eastern Region of the Indo-German Chamber of Commerce.

(4) Job profile and his suitability

Mr. Sen, as Managing Director on his proposed re-appointment with effect from 1st May, 2018, will continue to be responsible for the entire management of the business and affairs of the Company. Mr. Sen will also keep on performing other duties and services as may be entrusted to him from time to time by the Board of Directors. Mr. Sen, with his qualifications and experience, is ideally suited to drive and guide an Engineering Company of the nature of ours.

(5) Remuneration Proposed

“Subject to the provisions of the Companies Act, 2013, (“the Act”), Mr. Indrajit Sen, during the currency of his tenure as Managing Director for a period of three years with effect from 1st May, 2018 shall be entitled to the following remuneration :

Notwithstanding anything stated elsewhere, Mr. Sen during the currency of his tenure as Managing Director, shall be entitled to the following remuneration by way of salary and perquisites, irrespective of the fact that the said remuneration may exceed the ceiling on remuneration as provided in Chapter XIII of the Companies Act, 2013, read with Schedule V to the said Act and irrespective of the fact that the Company may, in any or all the Financial Years, have no or inadequate profits.

PART A

Sl. No.	Particulars of Remuneration	1st May, 2018 to 30th April, 2019 [₹]	1st May, 2019 to 30th April, 2020 [₹]	1st May, 2020 to 30th April, 2021 [₹]
1.	Salary	97,50,000	1,05,00,000	1,12,50,000
2.	Perquisites (HRA/Furnishing/ Gas & Electricity/LTA/Medical /Club Fees, etc.)	97,50,000	1,05,00,000	1,12,50,000
	TOTAL	1,95,00,000	2,10,00,000	2,25,00,000

PART B

Besides, Mr. Sen shall also be entitled to Gratuity payable as per law.

PART C

- a) Provisions of car for use on Company’s business and telephone facilities at the residence may not be considered as perquisites provided that personal long distance calls shall be billed by the Company to him.
- b) The Managing Director may be entitled to earn Privilege Leave on full pay and allowances as per the rules of the Company but not more than one month’s leave for every eleven months of service.
- c) The Managing Director may be entitled to reimbursement of entertainment expenses actually and properly incurred by him in connection with the business of the Company.
- d) The Managing Director shall not, as long as he functions as the Managing Director of the Company, be entitled to receive any fee for attending any meeting of the Board or a committee thereof.

(6) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details w.r.t. the country of his origin)

Considering the size of the Company, the profile of Mr. Indrajit Sen, Managing Director, responsibility shouldered by him and the industry benchmark, the enhanced remuneration proposed is commensurate with the remuneration packages paid to similar senior level appointees in other Companies.

(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any

None.

III. Other Information

During the last few years, the profits of the Company have mainly been impacted due to two factors - a) overall slowdown in the capital goods market, and b) time taken by the new Building Material Division to reach a break-even level. However, as the capital goods industry recovers and the operations of the new Division of the Company also reach a certain break-even level, the Company hopes to take its profit level to where it was prior to the slowdown.

The Company is taking special efforts in marketing for all its products and is also undertaking many cost-cutting measures, both of which are expected to boost profitability in the near to medium-term.

IV. Disclosures

The following disclosures have been made in the Corporate Governance Report attached to the Annual Report of the Company for the Financial Year 2017-18:-

- i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the Directors;
- ii) Details of fixed component and performance linked incentives along with the performance criteria, if any ;
- iii) Service Contracts, notice period, severance fees; and
- iv) Stock Option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

By Order of the Board

Place : Kolkata
Date : 23rd May, 2018

Suhas Chandra Saha
Company Secretary

