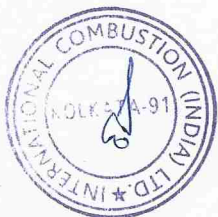


## Quarterly Compliance Report on Corporate Governance

Name of the Company : INTERNATIONAL COMBUSTION (INDIA) LIMITED

Quarter ending : 31<sup>st</sup> December, 2018

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term	Tenure of Independent Director	No of Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Sanjay Bagaria	PAN:AEEPB9609L DIN : 00233455	Chairperson- Non-Executive	20 <sup>th</sup> September, 2017	N.A.	1	0	1
Mr.	Indrajit Sen	PAN:AJWPS2090R DIN : 00216190	Executive	1 <sup>st</sup> May, 2018	N.A.	1	2	0
Mr.	Ratan Lal Gaggar	PAN:ADVPG9976H DIN : 00322904	Independent	1 <sup>st</sup> April, 2014	5 Years	6	5	1
Mr.	Ravi Ranjan Prasad	PAN:AGHPP0396B DIN : 00030458	Independent	25 <sup>th</sup> July, 2014	5 Years	1	0	1
Mrs.	Bharati Ray	PAN:ACJPR1763J DIN : 06965340	Independent	7 <sup>th</sup> April, 2015	5 Years	2	1	0



<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)</b>
1. Audit Committee	Mr. Ravi Ranjan Prasad Mr. Ratan Lal Gaggar Mr. Indrajit Sen	Chairperson-Independent Independent Executive
2. Nomination & Remuneration Committee	Mr. Ratan Lal Gaggar Mr. Ravi Ranjan Prasad Mr. Sanjay Bagaria	Chairperson-Independent Independent Non-Executive
3. Share Transfer & Stakeholders' Relationship Committee	Mr. Sanjay Bagaria Mr. Indrajit Sen Mrs. Bharati Ray	Chairperson-Non-Executive Executive Independent
4. Corporate Social Responsibility (CSR) Committee	Mr. Sanjay Bagaria Mr. Ratan Lal Gaggar Mrs. Bharati Ray	Chairperson-Non-Executive Independent Independent

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
8 <sup>th</sup> August, 2018 & 3 <sup>rd</sup> September, 2018	14 <sup>th</sup> November, 2018	71

<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
Audit Committee - 14 <sup>th</sup> November, 2018.	Yes (all three members present).	8 <sup>th</sup> August, 2018.	97
Share Transfer & Stakeholders' Relationship Committee - 3 <sup>rd</sup> October, 2018, 30 <sup>th</sup> October, 2018 & 5 <sup>th</sup> December, 2018.	Yes (two members present in the first meeting & all three members present in the remaining two).	10 <sup>th</sup> July, 2018.	N.A.
Nomination & Remuneration Committee - 14 <sup>th</sup> November, 2018.	Yes (all three members present).	-	N.A.



**V. Related Party Transactions**

Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 :-
  - a. Audit Committee,
  - b. Nomination & Remuneration Committee, &
  - c. Share Transfer & Stakeholders Relationship Committee.
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The Quarterly Compliance Report on Corporate Governance for the previous quarter ended 30<sup>th</sup> September, 2018 had been placed before Board of Directors at its meeting held on 14<sup>th</sup> November, 2018 and the same was noted by the Board. This Report shall be placed before the forthcoming meeting of the Board of Directors.

International Combustion (India) Ltd.

  
Company Secretary

Signature :

Name : Suhas Chandra Saha

Designation : Company Secretary

Place : Kolkata

Date : 10.01.2019