



International Combustion (India) Limited

CIN : L36912WB1936PLC008588

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

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

Phone: +91(033) 4080 3000; Fax: +91(033) 2357 6653

e-mail : info@internationalcombustion.in, Website : www.internationalcombustion.in

PROXY FORM

Name of the member(s):

Registered Address:

E-mail Id:

Folio No./ Client ID DP ID

I/We being the member(s) of shares of the above named Company, hereby appoint

1. Name:

Address

E-mail Id: Signature: or failing him

2. Name:

Address

E-mail Id: Signature: or failing him

3. Name:

Address

E-mail Id: Signature: or failing him

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighty Third Annual General Meeting (AGM) of the Company to be held on Wednesday, 4th September, 2019 at 2.00 P.M at Kala Kunj, 48, Shekespear Sarani, Kolkata 700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1.	Adoption of the Audited Financial Statements (both Standalone and Consolidated) of the Company for the year ended 31st March, 2019 together with the Reports of the Board of Directors (including its annexures and attachments) and Auditors thereon
2.	Declaration of Dividend
3.	Reappointment of Mr. Sanjay Bagaria (DIN 00233455) a Director who retires by rotation As Special Business-Special Resolution
4.	Approval pursuant to Regulation 17(1A) of SEBI (LODR) Regulation, 2015 for continuance in office of Mrs. (Prof.) Bharati Ray (DIN06965340) as an Independent Director from 1st April, 2019 to 6th April, 2020.
5.	Reappointment of Mrs. (Prof.) Bharati Ray (DIN06965340) as an Independent Director for a period of five years w.e.f. 7th April, 2020, pursuant to Section 149 & 152 of the Companies Act, 2013 and also Regulation 17(1A) of the SEBI (LODR) Regulations, 2015
6.	Approval pursuant to Regulation 17(1A) of SEBI (LODR) Regulation, 2015 for continuance in office of Mr. Ratan Lal Gaggar (DIN 00066068) an independent Director w.e.f. 1st April, 2019 till the completion of term of five years viz. till 31/03/2024.
7.	Approval for the payment of an aggregate Managerial Remuneration of Mr. Indrajit Sen –Managing Director and Mr. Sanjay Bagaria-Non Executive Director exceeding the limit of 11% of net profit of the Company calculated under Section 198 of the Companies Act, 2013
8.	Approval for payment of Commission to Mr. Sanjay Bagaria Non Executive Chairman exceeding the limits laid down pursuant to Regulation 17(6)(ca) of the SEBI (LODR) Regulations, 2015
9.	Approval for payment of Audit Fees payable to M/s. S. Dutta & Co. for audit of the Cost accounting records for all its products for the year 2019-20 (as Ordinary Resolution)

Signed this day of 2019

Signature of Shareholder(s)

Signature of Proxyholders

Affix Re.1
Revenue
Stamp

- Note:** i) The Proxy must be deposited at the Registered Office of the Company at Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP, Sector V, Salt Lake Electronics Complex, Kolkata 700091 not less than 48 hours before the commencement of the AGM i.e. by 2.00 P.M. on 2nd September, 2019.
- ii) Please mark the envelope 'ICIL-Proxy'.