

Quarterly Compliance Report on Corporate Governance

Name of the Company : INTERNATIONAL COMBUSTION (INDIA) LIMITED

Quarter ending : 31st December, 2015

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	No of Directorship 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	18 th September, 2015	N.A.	1	1	1
Mr.	Indrajit Sen	PAN:AJWPS2090R DIN : 00216190	Executive	1 st May, 2015	N.A.	2	4	2
Mr.	Ratan Lal Gaggar	PAN:ADVPG9976H DIN : 00322904	Independent	1 st April, 2014	5 Years	7	8	1
Mr.	Ravi Ranjan Prasad	PAN:AGHPP0396B DIN : 00030458	Independent	25 th July, 2014	5 Years	1	1	1
Ms.	Bharati Ray	PAN:ACJPR1763J DIN : 06965340	Independent	7 th April, 2015	5 Years	2	1	0



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)
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. Risk Management Committee	Mr. Sanjay Bagaria Mr. Indrajit Sen Mr. Suhas Chandra Saha	Chairperson-Non-Executive Executive Company Secretary
4. Share Transfer & Stakeholders' Relationship Committee	Mr. Sanjay Bagaria Mr. Indrajit Sen Mrs. Bharati Ray	Chairperson-Non-Executive Executive Independent

III. Meeting of Board of Directors		
Date(s) of Meeting in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
28 th July, 2015 18 th September, 2015	16 th October, 2015 22 nd December, 2015	67

IV. Meeting of Committees*			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee - 16 th October, 2015.	Yes (all three members present)	28 th July, 2015	80
Share Transfer & Stakeholders' Relationship Committee - 13 th October, 2015, 4 th November, 2015, 18 th November, 2015, 2 nd December, 2015 & 23 rd December, 2015.	Yes (all three members present at all the meetings)	13 th July, 2015, 22 nd July, 2015 & 21 st August, 2015.	N.A.

*No meeting of the Nomination & Remuneration Committee or the Risk Management Committee was held during the relevant quarter or during the previous quarter.

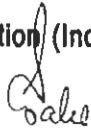
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Shall be reviewed by the Audit Committee at its forthcoming meeting.



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. Stakeholders Relationship Committee,
 - d. Risk Management 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 30th September, 2015 has been placed before Board of Directors at its meeting held on 16th October, 2015 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.



Signature : **Company Secretary**

Name : **Suhas Chandra Saha**

Designation : **Company Secretary**

Place : Kolkata
Date : 13.01.2016