



## International Combustion (India) Limited

CIN : L36912WB1936PLC008588

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### Notice of 84th Annual General Meeting

Notice is hereby given that the EIGHTY-FOURTH ANNUAL GENERAL MEETING of the shareholders of International Combustion (India) Limited shall be held on Tuesday, the 29th September, 2020 at 2.00 P.M. IST through Video-Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), 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, 2020, drawn up in accordance with the Indian Accounting Standards (IND AS) as prescribed by 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, 2020, 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.

#### As Special Businesses

3. 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 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 consent and approval of the shareholders of the Company be and is hereby accorded to the appointment of Mr. Sandipan Chakravorty (DIN 00053550), who has duly filed with the Company the requisite declaration as per Section 149(7) of the said Act and who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 7th February, 2020 under the powers conferred by Section 161 of the said Act read with Article 86 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder proposing his candidature for the office of Director pursuant to Section 160 of the said Act, as an Independent Director of the Company, whose period of office shall not be liable to be determined by retirement of Directors by rotation, for a period of five years with effect from 7th February, 2020.”

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 Sections 149 & 152 of the Companies Act, 2013, and any other applicable provisions of the said Act, read with Regulation 17(1A) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent and approval of the shareholders of the Company be and is hereby accorded to the appointment of Mr. Sanjoy Saha (DIN 00226685), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 7th February, 2020, under the powers conferred by Section 161 of the said Act read with Article 86 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder proposing his candidature for the office of Director pursuant to Section 160 of the said Act, as a Non-Executive Director of the Company, whose period of office shall be liable to be determined by retirement of Directors by rotation.”

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

“**RESOLVED THAT** pursuant to Section 148(3) of the Companies Act, 2013, read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the consent and approval of the shareholders of the Company be and is hereby accorded for the payment of a remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only) plus Goods and Services Tax (GST) as may be applicable and reimbursement of actual out-of-pocket expenses as may be incurred, to M/s. S. Datta & Co. of Flat No. 4A, 4th Floor, 39, Baguiati Road, Kolkata – 700 028, Cost Accountants in Practice, the Cost Auditors of the Company appointed for auditing the cost accounting records of the Company for the Financial Year ended 31st March, 2020, relating to all the products manufactured by the Company, whether belonging to the Heavy Engineering Division, the Geared Motors/ Gear Box Division or Building Material Division and across all the plants of the Company, which remuneration was duly recommended by the Audit Committee of the Board of Directors of the Company and also duly approved by the Board of Directors of the Company.”

Place : Kolkata  
Date : 29th June, 2020

By Order of the Board

**Suhas Chandra Saha**  
Company Secretary  
(Membership No. ACS 1590)

## Notes:

1. Considering the present COVID-19 Pandemic, the Ministry of Corporate Affairs, Government of India, has vide its General Circular No. 20/2020 dated 5th May, 2020, read together with its General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as the “MCA Circulars”), permitted the convening of the Annual General Meeting (AGM) of Companies through Video Conferencing (“VC”) or Other Audio Visual Means (OAVM) without the physical presence of the members at a common venue. In accordance with the MCA Circulars and the provisions of the Companies Act, 2013 (“the Act”), the AGM of the shareholders of the Company has been convened to be held on Tuesday, 29th September, 2020 at 2.00 P.M. IST through VC/OAVM. Since the AGM shall be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive).
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses is annexed hereto.

As per the provisions of the General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs, Government of India, the matters of Special Businesses, as appearing in the accompanying Notice, are considered to be ‘unavoidable’ by the Board of Directors of the Company and hence form part of this Notice.

4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facilities for appointment of proxies by the members shall not be required/ available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. Corporate members are required to send 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, to either the dedicated e-mail id of the Company Secretary at [info2cs@internationalcombustion.in](mailto:info2cs@internationalcombustion.in) or to the Scrutinizer of the E-Voting process at [arupkroy@rediffmail.com](mailto:arupkroy@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
6. The Members can join the AGM in the VC / OAVM mode **30 minutes before and after the scheduled commencement time of the Meeting at 2.00 PM on 29th September, 2020**, by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. Pursuant to the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administrative) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015, and the MCA Circulars, the Company is providing the facilities of remote e-voting and the e-voting system during the meeting to its members in respect of the businesses to be transacted at the AGM. The facilities of remote e-voting by the members using an electronic voting system as well as venue voting on the date of AGM will both be provided by the National Securities and Depositories Limited (NSDL).

**The Remote e-voting period commences on Saturday, 26th September, 2020 (9:00 A.M.) and ends on Monday, 28th September, 2020 (5:00 P.M.).** During this period, the members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 22nd September, 2020, may cast their votes on the remote e-voting platform and if not so cast, at the e-voting system during the meeting. A person who is not a member on the cut-off date should treat this notice for information purpose only. Once the voting on the resolution(s) is cast by the members, the members shall not be allowed to change it subsequently.

9. Due to limited availability of postal and courier services on account of the COVID-19 pandemic and associated lockdowns and in terms of the MCA Circulars and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Company is sending this AGM Notice alongwith the Annual Report for the Financial Year 2019-20 in electronic form only to those members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the AGM and Annual Report for the Financial Year 2019-20 have been uploaded on the web site of the Company at [www.internationalcombustion.in](http://www.internationalcombustion.in) and may also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also available on the website of NSDL, the agency for conducting E-Voting and AGM through VC/OAVM, at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. For receiving all communications (including Notice / Annual Report) from the Company electronically:
- Members holding shares in physical form and who have not yet registered / updated their e-mail addresses with the Company are requested to register and update the same by contacting M/s. C. B. Management Services (Pvt.) Ltd., the Registrar and Share Transfer Agents of the Company, at their registered address at P-22, Bondel Road, Kolkata 700 019 or through e-mail at [rta@cbmsl.com](mailto:rta@cbmsl.com) or by contacting the Company Secretary at the Registered Office address of the Company or through e-mail at [info2cs@internationalcombustion.in](mailto:info2cs@internationalcombustion.in) with details of Folio No./ DP ID & CL ID.
  - Members holding shares in dematerialized form are requested to register/update their e-mail addresses with their respective Depository Participants.**
11. The amendments carried out to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, vide Gazette Notification dated June 8, 2018 read with Gazette notification dated November 30, 2018, has mandated that transfer of securities would be carried out in dematerialized form only and that transfer of equity shares in physical form would not be permissible with effect from 1st April, 2019, except in cases where the transfer deeds had been lodged earlier and the transfer had been rejected on technical grounds and the same have been re-lodged on or after 1st April, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.

12. 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.
13. Members, holding shares in physical form, who have multiple ledger folios in identical names or in joint names in the 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. 10(a) above, the Ledger Folios of such accounts to enable the Company to consolidate all such shareholdings into one account.
14. Members, holding shares in physical form, 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.
15. The Register of Directors, Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the said Act and a certificate as required under Schedule V to the SEBI (LODR) Regulations, 2015, obtained from Mr. Arup Kumar Roy, Company Secretary in Practice, to the effect that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities & Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority, shall be available electronically for inspection by the members during the General Meeting. All documents referred to in the Notice shall also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of General Meeting, i.e. September 29, 2020. Members seeking to inspect such documents can also send an email to [info2cs@internationalcombustion.in](mailto:info2cs@internationalcombustion.in).
16. 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.
17. 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, 2012 (FY 2011-12), 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](http://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,
  - f) Copy of the PAN Card of the shareholder, and
  - g) Cancelled Cheque leaf of the shareholder.
18. 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, 2013 (Financial Year 2012-13) shall be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government after 6th October, 2020. Shareholders who have not so far encashed their dividend warrants for the said Financial Year 2012-13, 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 their address given under Item No. 10(a) above, on or before 30th September, 2020.
19. The Shareholders who have not encashed their dividend warrants for the Financial Years 2013-14, 2014-15 or 2018-19 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 their address given under Item No. 10(a) above.
20. 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, 21,127 equity shares in November, 2017, 1,803 equity shares in October, 2018 and 2,367 equity shares in November, 2019, aggregating to 25,297 equity shares of the Company in total, representing 1.06% 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. Out of the above, 134 equity shares, representing 0.01 % of the paid-up equity share capital of the Company, has been credited by IEPF Authority to the demat account of the bona fide claimant after submission of necessary documents and completion of required formalities as to establishment of the title to the shares, resulting in a balance of 25,163 equity shares, representing 1.05 % of the paid-up equity share capital of the Company, lying to the credit of the IEPF Authority in dematerialized form, the voting rights on which shares shall remain frozen until the rightful owner claims the said shares in accordance with the said Rules. 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.
21. 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 2020-21 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.



## 22. Voting through electronic means &amp; conduct of AGM through VC/OAVM

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period begins on 26/09/2020 at 9:00A.M. and ends on 28/09/2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

**Step 2:** Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

**4. Your User ID details are given below:**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



### How to Log-in to NSDL e-Voting website? (Contd.)

#### 5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

#### 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

#### 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

#### 8. Now, you will have to click on "Login" button.

#### 9. After you click on the "Login" button, Home page of e-Voting will open.



Details on Step 2 is given below:

### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for Shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to either the dedicated e-mail id of the Company Secretary at [info2cs@internationalcombustion.in](mailto:info2cs@internationalcombustion.in) or to the Scrutinizer of the E-Voting process at [arupkroy@rediffmail.com](mailto:arupkroy@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to or contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at telephone no. 022- 24994360/022 24994545 or at E-mail id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The voting rights of the 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 Tuesday, the 22nd day of September, 2020.

5. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, the 22nd day of September, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rta@cbmsl.com](mailto:rta@cbmsl.com).
6. 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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
7. 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 or casting vote through e-Voting system during the Meeting.
8. Pursuant to the provision of Section 108 of the Act read with rules thereunder, Mr. Arup Kumar Roy, Practicing Company Secretary, (Membership No. 6784 ; Certificate of Practice No. 9597) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.
9. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer’s Report.
10. The Results of voting will be declared within 48 hours from the conclusion of AGM. The declared results along with the Scrutinizer’s Report will be available forthwith on the website of the Company and on the website of NSDL. Such results shall also be displayed on the Notice Board at the Registered Office of the Company and shall be filed with the Stock Exchange, BSE Limited.

### **Process for those shareholders whose email ids are not registered with the Company/ Depositories for procuring user id and password for e-voting for the resolutions set out in this notice and registration of e mail ids:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info2cs@internationalcombustion.in](mailto:info2cs@internationalcombustion.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info2cs@internationalcombustion.in](mailto:info2cs@internationalcombustion.in).
3. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

### **The Instructions for Members for E-Voting on the day of the AGM are as under:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **Instructions for members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending a request mentioning their name, demat account number/folio number, email id and mobile number at [info2cs@internationalcombustion.in](mailto:info2cs@internationalcombustion.in) latest by 5.00 p.m. (IST) on Friday, 25th day of September, 2020.
6. Shareholders who would like to express their views/have questions may also send their questions in advance mentioning their name, demat account number/folio number, email id and mobile number to [info2cs@internationalcombustion.in](mailto:info2cs@internationalcombustion.in) latest by 5.00 p.m. (IST) on Friday, 25th day of September, 2020. The same shall be replied by the Company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager-NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)/ 022-24994545.

**Brief Profile of the Directors Seeking Appointment/Re-Appointment/Continuance at the forthcoming 84th Annual General Meeting Pursuant to Regulation 36 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Name	Indrajit Sen	Sandipan Chakravortty	Sanjoy Saha
Age	80 years	70 years	75 years
Qualifications	Bachelor of Engineering (Mechanical)	<ul style="list-style-type: none"> <li>● M.Tech. in Industrial Engineering and Operations Research from IIT, Kharagpur</li> <li>● Post Graduate Certificate (MIS) from Case Western Reserve University, U.S.A.</li> <li>● Six Module Senior Management Course in CEDEP (Insead) from Fontainebleu, France</li> </ul>	B. E. (Mettalurgical)
Other Professional Membership	Member of The Institution of Production Engineers, U.K.	-	-
Expertise in specific functional areas	59 years' experience in Engineering Industry and Corporate Management.	Possesses 45 years of wide and varied industry experience at different senior positions in eminent business groups.	Possesses over 50 years of rich and varied experience in the heavy engineering industry, having served at senior positions, including that of Executive Director, in the Company in the past.
List of other Companies in which Directorship held	<ul style="list-style-type: none"> <li>● Mozer Process Technology Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>● Ramkrishna Forgings Limited</li> <li>● Neo Metaliks Limited</li> </ul>	NIL
Membership of the Committees of the Board of other Companies in which he/ she is a Director	NIL	Nomination & Remuneration Committee - <ul style="list-style-type: none"> <li>● Ramkrishna Forgings Limited</li> </ul>	NIL
Shareholding in the Company	NIL	NIL	NIL
Inter-se Relationship between Directors	NIL	NIL	NIL

By Order of the Board

Place : Kolkata  
Date : 29th June, 2020

**Suhas Chandra Saha**  
Company Secretary  
(Membership No. ACS 1590)

**Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Businesses set out in item nos. 3 To 5 of the Notice convening the 84th Annual General Meeting of the Shareholders of the Company Scheduled to be held on Tuesday, September 29, 2020**

**Item No. 3**

Based on the recommendations and nomination made by the Nomination & Remuneration Committee of the Board of Directors of the Company, Mr. Sandipan Chakravortty was appointed as an Additional Director on the Board by the Board of Directors of the Company at its meeting held on 7th February, 2020, under the powers conferred by Section 161 of the Companies Act, 2013 read with Article 86 of the Articles of Association of the Company and he holds office upto the date of the forthcoming Annual General Meeting of the shareholders of the Company. Mr. Chakravortty 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.

Mr. Chakravortty, an M.Tech. in Industrial Engineering and Operations Research from IIT, Kharagpur, had served as Managing Director of Tata Steel Distribution and Processing Ltd., one of the largest steel processors and distributors in Asia and possesses wide and varied industry experience at different senior positions in eminent business groups.

The Board of Directors of the Company, at its meeting held on 7th February, 2020, formed an opinion that Mr. Chakravortty is a person of integrity and possesses relevant expertise and experience for being appointed as an Independent Director of the Company. In the opinion of the Board, Mr. Chakravortty fulfills the conditions specified in the Act and the rules made thereunder and that he is independent of the Management. Mr. Chakravortty has also submitted a declaration as required under Section 149(7) of the Act and Regulation 25(8) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the effect that he meets the criteria of independence as specified in Section 149(6) of the Act and as provided in Regulation 16(1)(b) of the said Regulations and that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

Accordingly, the Board appointed Mr. Chakravortty as an Independent Director and issued him formal letter of appointment pursuant to Section 149 read with Schedule IV to the said Act subject to confirmation by the shareholders of the Company. Approval of the members is therefore being sought for the said appointment of Mr. Chakravortty with effect from 7th February, 2020, for a period of five years therefrom in terms of Section 149 read with Section 152 of the said Act.

The said formal letter of appointment issued to Mr. Chakravortty setting out the terms and conditions of his appointment shall be open for inspection at the Registered Office of the Company by any member of the Company during normal business hours and the same has also been posted on the website of the Company.

The Company and Mr. Chakravortty, Independent Director, shall abide by the provisions specified in Schedule IV to the said Act 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.

A Notice under Section 160 of the Companies Act, 2013, has been received from a member of the Company proposing the name of Mr. Chakravortty for his appointment as a Director of the Company at the ensuing Annual General Meeting.

Approval of the members is therefore being sought by means of an Ordinary Resolution for the appointment of Mr. Chakravortty as an Independent Director of the Company for a period of five years with effect from 7th February, 2020, in terms of Section 149 of the Companies Act, 2013, read with Section 152 of the said Act.

The Board is of the opinion that it would be in the interest of the Company to appoint Mr. Chakravortty as an Independent Director. Accordingly and as required under Regulation 17(11) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommends that the resolution set out in Item No. 3 of the Notice be approved by the members. In accordance with Section 149(13) of the said Act, Mr. Chakravortty, Independent Director, shall not be liable to retire by rotation during his term of five years. Mr. Chakravortty shall also be eligible for a second and last consecutive term of five years after the completion of this term subject to approval by the members by a special resolution.

Mr. Chakravortty may be deemed to be interested in the resolution set out in the said Item No. 3. No other Director/ Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

#### **Item No. 4**

Based on the recommendations and nomination made by the Nomination & Remuneration Committee of the Board of Directors of the Company, Mr. Sanjoy Saha was appointed as an Additional Director on the Board by the Board of Directors of the Company at its meeting held on 7th February, 2020, under the powers conferred by Section 161 of the Companies Act, 2013 read with Article 86 of the Articles of Association of the Company and he holds office upto the date of the forthcoming Annual General Meeting of the shareholders of the Company. Mr. Saha is a Non-Executive Director of the Company.

Mr. Saha, B.E.(Metallurgical), possesses over 50 years of rich and varied experience in the heavy engineering industry and had also served in various positions, including that of Executive Director (Whole-time Director), in the Company in the past. Accordingly, the Board appointed Mr. Saha as a Non-Executive Director, subject to confirmation by the shareholders of the Company.

Further, as per Regulation 17(1A) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, brought into force with effect from 1st April, 2019, no Company shall appoint/ re-appoint or continue in office any person, who has attained the age of seventy-five years, as a non-executive Director on its Board, unless approval is accorded to by the shareholders by means of a Special Resolution. Currently, Mr. Saha is 75 years old.

A Notice under Section 160 of the Companies Act, 2013, has been received from a member of the Company proposing the name of Mr. Saha for his appointment as a Director of the Company at the ensuing Annual General Meeting.

Approval of the members is therefore being sought by means of a Special Resolution for the appointment of Mr. Saha as a Non-Executive Director of the Company with effect from 7th February, 2020, both in terms of Section 149 of the Companies Act, 2013, read with Section 152 of the said Act and in accordance with the requirements of Regulation 17(1A) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



The Board is of the opinion that it would be in the interest of the Company to appoint Mr. Saha as a Non-Executive Director. Accordingly and as required under Regulation 17(11) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommends that the resolution set out in Item No. 4 of the Notice be approved by the members. In view of the relevant experience and expertise possessed by Mr. Saha, the Board is of the opinion that the appointment of Mr. Saha as a Non-Executive Director on the Board of the Company is justified despite the fact that Mr. Saha has attained the age of seventy-five years.

Mr. Saha may be deemed to be interested in the resolution set out in the said Item No. 4. No other Director/ Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

### Item No. 5

As the sales turnover of the Company was in excess of Rs. 100 crores for the Financial Year ended 31st March, 2019, audit of the Cost Accounting records of the Company relating to all the products manufactured by the Company, had become mandatory for the Financial Year ending 31st March, 2020, in accordance with Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014.

Accordingly, pursuant to the aforementioned legislative provisions and also in compliance with the relevant provisions of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company, at their meeting held on 29th July, 2019, taking into consideration the recommendations of the Audit Committee on the matter, re-appointed M/s. S. Datta & Co. of Flat No. 4A, 4th Floor, 39, Baguiati Road, Kolkata – 700 028, Cost Accountants in Practice, as the Cost Auditors for auditing the cost accounting records for the Financial Year ended 31st March, 2020, relating to all the products manufactured by the Company, whether belonging to the Heavy Engineering Division, the Geared Motors/ Gear Box Division or Building Material Division and across all the plants of the Company, at a remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only) plus Goods and Services Tax (GST) and reimbursement of actual out-of-pocket expenses incurred, if any, subject to the approval of the said remuneration by the shareholders of the Company.

Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, mandates that the remuneration payable to the Cost Auditors shall be ratified by the shareholders of the Company and hence your approval is being sought for the same.

Accordingly and as required under Regulation 17(11) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommends to the shareholders, the ratification / approval of the aforementioned remuneration payable to the Cost Auditors.

The Board is of the opinion that the same would be in the interest of the Company. The Board recommends that the resolution set out in Item No. 5 of the Notice be approved by the members by means of an Ordinary Resolution.

None of the Directors/ Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

Place : Kolkata  
Date : 29th June, 2020

By Order of the Board  
**Suhas Chandra Saha**  
Company Secretary  
(Membership No. ACS 1590)



## **International Combustion (India) Limited**

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