



Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Sanjay Bagaria
Chairman
International Combustion (India) Limited
Infinity Benchmark, 11th Floor, Plot No. G-1,
Block EP & GP, Sector V, Salt Lake Electronics Complex,
Kolkata - 700 091

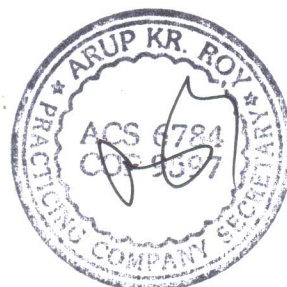
Re : Postal Ballot Process (including both the options of Physical Postal Ballot & Electronic-Voting Facility) conducted for seeking the approval of the Shareholders of the Company vide Special Resolution for effecting alterations in the Objects Clause of the Memorandum of Association of the Company

Dear Sir,

The Board of Directors of International Combustion (India) Limited ("the Company") had, vide a resolution passed at their meeting held on 5th November, 2014, approved the Postal Ballot Notice for seeking the consent of the shareholders of the Company through Postal Ballot (including both the options of Physical Postal Ballot & Electronic-Voting Facility) vide a Special Resolution for effecting necessary alterations in the Objects Clause of the Memorandum of Association of the Company as required under the provisions of Sections 4, 13 & 110 of the Companies Act, 2013 read with Schedule I to the said Act, Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement with Stock Exchanges.

I, Arup Kumar Roy, Company Secretary in Practice, having Membership No. ACS-6784 and Certificate of Practice No. 9597 have been appointed as Scrutinizer by the Board of Directors of the Company vide a resolution passed at their meeting held on 5th November, 2014 as required under section 110 of the Companies Act, 2013 read with Rule 22 (9) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Postal Ballot Process (including both the options of Physical Postal Ballot & Electronic-Voting Facility) in a fair and transparent manner and ascertaining the requisite majority for passing of the said Special Resolution as detailed in the Postal Ballot Notice dated 5th November, 2014.

The said Postal Ballot Notice dated 5th November, 2014 along with the Notes thereto, the Statement setting out material facts as required under section 102 of the Companies Act, 2013, the Postal Ballot Form and the Detailed Instructions for the Postal Ballot Process were sent to all the members of the Company who were holding shares of the Company as on November 21, 2014, the cut-off date for the Postal Ballot process.





The Members holding shares as on the "cut off" date i.e. 21st November, 2014 were entitled to vote on the said Special Resolution detailed in the Postal Ballot Notice dated 5th November, 2014.

In this regard, I submit my report as under:-

1. Members had the option to exercise their votes either by Physical Postal Ballot or through Electronic-Voting. The E-Voting period commenced on Friday, 28th November, 2014 (9.00 A.M.) and ended on Saturday, 27th December, 2014 (6.00 P.M.) and the NSDL E-voting platform was blocked thereafter. The Physical Postal Ballot Voting period also commenced on 28th November, 2014 and ended on 27th December, 2014. Any postal ballot form received from a member after 27th December, 2014 were not treated as valid as mentioned in the said Postal Ballot Notice.
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses, Ms. Sonia Shahdadpuri residing at 26B, Dr. Suresh Sarkar Road, Kolkata-700 014 and Ms. Saumita Roy residing at D-46/1 Katjunagar, Jadavpur Kolkata-700 032 who are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Sonia Shahdadpuri.....

Name : Ms. Sonia Shahdadpuri

Saumita Roy.....

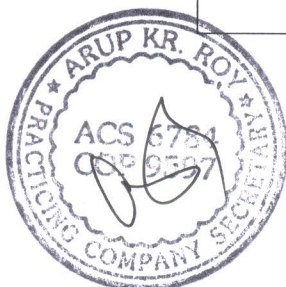
Name : Ms. Saumita Roy

3. The details containing list of shareholders who voted 'for' or 'against' the resolution through E-Voting were downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>).
4. I have scrutinized and reviewed the votes casted through both Physical Postal Ballot and electronic means for the purpose of this report.
5. The particulars of all the votes through e-voting process and votes through Physical Postal Ballot cast by the members have been recorded in a register separately maintained for the purpose.
6. The result of the e-voting is as under :-

Item/ Resolution Sr. No. 1 : Alterations in the Objects Clause of the Memorandum of Association of the Company.

(i) **Voted in favour of the resolution :**

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
24	2232	92.31



**(ii) Voted against the resolution :**

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
2	26	7.69

(iii) Invalid Votes :

Total Number of members who voted by electronic means and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

7. The result of the Physical Postal Ballot is as under :-

Item/ Resolution Sr. No. 1 : Alterations in the Objects Clause of the Memorandum of Association of the Company.

(i) Voted in favour of the resolution :

Number of members voting through Physical Postal Ballot	Number of votes cast by them	% of total number of valid votes cast
171	1289315	99.98

(ii) Voted against the resolution :

Number of members voting through Physical Postal Ballot	Number of votes cast by them	% of total number of valid votes cast
3	193	0.02

(iii) Invalid Votes :

Total Number of members who voted through Physical Postal Ballot and whose votes were declared invalid	Total Number of votes cast by them
17	1452

8. The consolidated results of the voting on the Special Resolution aggregating both Physical Postal Ballot & E-Voting is as under :-

Item/ Resolution Sr. No. 1 : Alterations in the Objects Clause of the Memorandum of Association of the Company.

(i) Voted in favour of the resolution :

Number of members voting through both electronic means & by Physical Postal Ballot	Number of votes cast by them	% of total number of valid votes cast
195	1291547	99.98



**(ii) Voted against the resolution :**

Number of members voting through both electronic means & by Physical Postal Ballot	Number of votes cast by them	% of total number of valid votes cast
5	219	0.02

(iii) Invalid Votes :

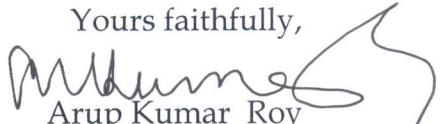
Total Number of members voting through both electronic means & by Physical Postal Ballot and whose votes were declared invalid	Total Number of votes cast by them
17	1452

9. The Registers, all other paper and relevant records relating to the Postal Ballot Process (including both the options of Physical Postal Ballot & Electronic-Voting Facility) shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Postal Ballot Resolution and thereafter the same will be handed over to the company.

10. A separate statement containing the list of equity shareholders who voted "FOR" or "AGAINST" and whose votes were declared invalid for each resolution is enclosed.

Thanking you,



Yours faithfully,

Arup Kumar Roy
Practicing Company Secretary
Membership No. ACS 6784
CP No. 9597

Place : Kolkata

Date: 31st December, 2014

Encl. : As above