



Report of Scrutinizer

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014]

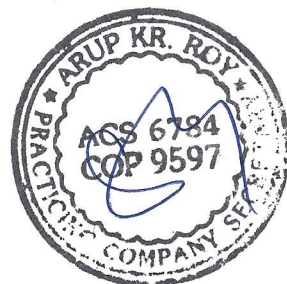
To,
Mr. Sanjay Bagaria
Chairman
International Combustion (India) Limited
Infinity Benchmark, 11th Floor, Plot No. G-1,
Block EP & GP, Sector V, Salt Lake Electronics Complex,
Kolkata - 700 091

Remote Electronic-Voting & Poll conducted in connection with the 80th Annual General Meeting of the Shareholders of International Combustion (India) Limited held on Friday, 2nd September, 2016, at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700017

Dear Sir,

As required under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors of International Combustion (India) Limited ("the Company") had, vide resolution passed at its meeting held on 20th May, 2016, decided to provide to the members of the Company, a facility to exercise their right to vote by way of Remote Electronic-Voting on the resolutions as set out in the Notice convening the 80th Annual General Meeting (AGM) of the shareholders of the Company which was held on Friday, 2nd September, 2016.

I, Arup Kumar Roy, Company Secretary in Practice, having Membership No. ACS-6784 and Certificate of Practice No. 9597, have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed at its meeting held on 20th May, 2016 as required under Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing both the Remote Electronic-Voting Process and the Poll at the AGM in a fair and transparent manner and for ascertaining the requisite majority for passing of resolutions as contained in the Notice convening the 80th Annual General Meeting of the shareholders of the Company held on Friday, 2nd September, 2016 at 2.00 P.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700017.



The Notice dated 20th May, 2016 convening the 80th Annual General Meeting of the shareholders of the Company held on Friday, 2nd September, 2016 was sent to the members of the Company.

The Members holding shares as on the "cut-off" date i.e. 26th August, 2016 were entitled to vote on the proposed 3 (three) resolutions as mentioned in the notice dated 20th May, 2016 convening the 80th Annual General Meeting of the shareholders of the Company.

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

1. The Remote Electronic-Voting period remained open from 9:00 A.M. on Tuesday, 30th August, 2016 to 5:00 P.M. on Thursday, 1st September, 2016 and the NSDL Electronic-Voting platform was blocked thereafter.
2. The poll was also conducted at the AGM. After the time fixed by the Chairman for the closing of the poll, the ballot box kept for polling was locked in my presence with due identification mark placed by me.
3. The locked ballot box was subsequently opened by me in the presence of two witnesses, Ms. Sonia Shahdadpuri, residing at 26B, Dr. Suresh Sarkar Road, Kolkata - 700 014 and Ms. Ankita Datta, residing at AC-96, Sector - 1, Salt Lake, Kolkata - 700 064, who are not in the employment of the Company. They have signed below in confirmation of the Polling (Ballot) box being opened in their presence.

Sonia Shahdadpuri

Name : Ms. Sonia Shahdadpuri

A. Datta

Name : Ms. Ankita Datta

4. Thereafter, the poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar & Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The poll papers which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
6. Thereafter, I have unblocked the votes cast through Remote Electronic-Voting, in the presence of two witnesses, Ms. Sonia Shahdadpuri, residing at 26B, Dr. Suresh Sarkar Road, Kolkata - 700 014 and Ms. Ankita Datta, residing at AC-96, Sector - 1, Salt Lake, Kolkata - 700 064, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

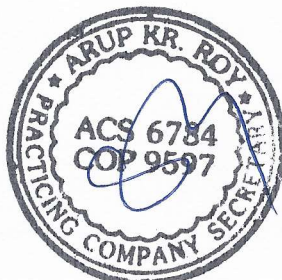
Sonia Shahdadpuri

Name : Ms. Sonia Shahdadpuri

A. Datta

Name : Ms. Ankita Datta

[Handwritten Signature]



7. The details containing list of shareholders who voted 'for' or 'against' each of the resolutions that were put to vote through Remote Electronic-Voting were downloaded from the Remote Electronic-Voting website of NSDL (<https://www.evoting.nsdl.com>).
8. I have scrutinized and reviewed the votes cast through Remote Electronic-Voting and through Poll for the purpose of this Report.
9. The particulars of all the votes cast by the members through the Remote Electronic-Voting process and through Poll at the AGM have been recorded in a register separately maintained for the purpose.
10. The result of the Remote Electronic-Voting is as under :-

a) **Item/ Resolution Serial No. 1 : Adoption of the Annual Audited Financial Statements (both Standalone & Consolidated) of the Company for the Financial Year ended 31st March, 2016, i.e. the Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss and the Cash Flow Statement 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 thereon**

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

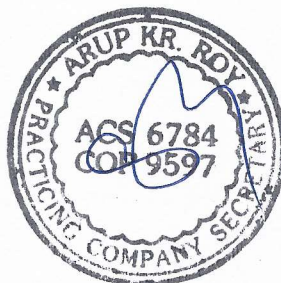
Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
30	1267871	99.99

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

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
2	6	0.01

(iii) **Invalid Votes :**

Total Number of members who voted by Remote Electronic-Voting and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL



b) Item/ Resolution Serial No. 2 : Re-appointment of Retiring Director, Mr. Indrajit Sen

(i) Voted in favour of the resolution :

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
30	1267871	99.99

(ii) Voted against the resolution :

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
2	6	0.01

(iii) Invalid Votes :

Total Number of members who voted by Remote Electronic-Voting and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

(c) Item/ Resolution Serial No. 3 : Ratification of Appointment of M/s. Lodha & Co. as Statutory Auditors and fixation of their remuneration

(i) Voted in favour of the resolution :

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
30	1267871	99.99

(ii) Voted against the resolution :

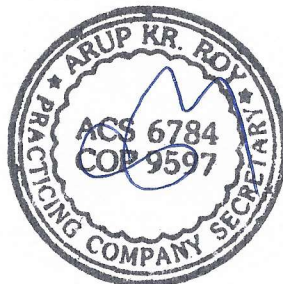
Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
2	6	0.01

(iii) Invalid Votes :

Total Number of members who voted by Remote Electronic-Voting and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

11. The result of the Poll conducted at the AGM is as under :-

a) Item/ Resolution Serial No. 1 : Adoption of the Annual Audited Financial Statements (both Standalone & Consolidated) of the Company for the Financial Year ended 31st March, 2016, i.e. the Balance Sheet as at 31st



March, 2016, the Statement of Profit & Loss and the Cash Flow Statement 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 thereon

(i) Voted in favour of the resolution :

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
100	883	98.88

(ii) Voted against the resolution :

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
2	10	1.12

(iii) Invalid Votes :

Total Number of members who voted through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

b) Item/ Resolution Serial No. 2 : Re-appointment of Retiring Director, Mr. Indrajit Sen

(i) Voted in favour of the resolution :

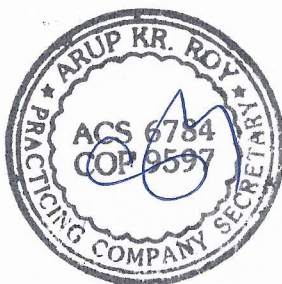
Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
100	883	98.88

(ii) Voted against the resolution :

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
2	10	1.12

(iii) Invalid Votes :

Total Number of members who voted through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL



c) Item/ Resolution Serial No. 3 : Ratification of Appointment of M/s. Lodha & Co. as Statutory Auditors and fixation of their remuneration

(i) Voted in favour of the resolution :

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
100	883	98.88

(ii) Voted against the resolution :

Number of members voting through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
2	10	1.12

(iii) Invalid Votes :

Total Number of members who voted through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

12. The consolidated results of the voting aggregating both the voting through Remote Electronic-Voting and the Poll conducted at the AGM is as under :-

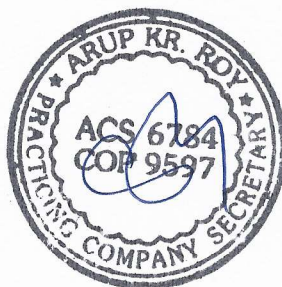
a) Item/ Resolution Serial No. 1 : Adoption of the Annual Audited Financial Statements (both Standalone & Consolidated) of the Company for the Financial Year ended 31st March, 2016, i.e. the Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss and the Cash Flow Statement for the Financial 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 thereon

(i) Voted in favour of the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
130	1268754	99.99

(ii) Voted against the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
4	16	0.01



(iii) Invalid Votes :

Total Number of members voting through both Remote Electronic-Voting & through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

b) Item/ Resolution Serial No. 2 : Re-appointment of Retiring Director, Mr. Indrajit Sen

(i) Voted in favour of the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
130	1268754	99.99

(ii) Voted against the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
4	16	0.01

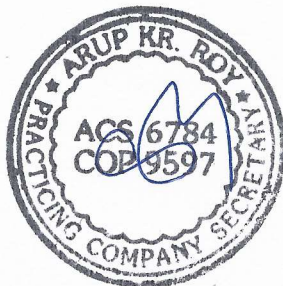
(iii) Invalid Votes :

Total Number of members voting through both Remote Electronic-Voting & through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

c) Item/ Resolution Sr. No. 3 : Ratification of Appointment of M/s. Lodha & Co. as Statutory Auditors and fixation of their remuneration

(i) Voted in favour of the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
130	1268754	99.99



(ii) Voted against the resolution :

Number of members voting through both Remote Electronic-Voting & through Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
4	16	0.01

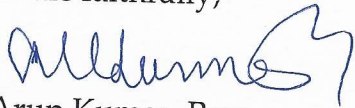
(iii) Invalid Votes :

Total Number of members voting through both Remote Electronic-Voting & through Poll at AGM and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

13. The Registers, poll papers, all other papers and relevant records relating to Remote Electronic-Voting & Poll at AGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Company Secretary of the Company authorized by the Board for safe keeping.
14. A separate statement containing the list of equity shareholders who voted "FOR" or "AGAINST" and whose votes were declared invalid for each resolution both through Remote Electronic-Voting & through Poll at AGM is enclosed.

Thanking you,

Yours faithfully,



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

Place : Kolkata

Date: 3rd September, 2016

Encl. : As Above



Counter-Signature of Mr. Sanjay Bagaria, Chairman

