



**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, 11<sup>th</sup> 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 82<sup>nd</sup> Annual General Meeting of the Shareholders of International Combustion (India) Limited held on Monday, 3<sup>rd</sup> September, 2018, 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 Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors of International Combustion (India) Limited ("the Company") had, vide a resolution passed at its meeting held on 23<sup>rd</sup> May, 2018, 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 82<sup>nd</sup> Annual General Meeting (AGM) of the shareholders of the Company which was held on Monday, 3<sup>rd</sup> September, 2018.

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 a resolution passed at its meeting held on 23<sup>rd</sup> May, 2018 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 82<sup>nd</sup> Annual General Meeting of the shareholders of the Company held on Monday, 3<sup>rd</sup> September, 2018 at 2.00 P.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700017.



ARUP KUMAR ROY

Practicing Company Secretary

The Notice dated 23<sup>rd</sup> May, 2018 convening the 82<sup>nd</sup> Annual General Meeting of the shareholders of the Company held on Monday, 3<sup>rd</sup> September, 2018 was sent to the members of the Company.

The Members holding shares as on the "cut-off" date i.e. 27<sup>th</sup> August, 2018 were entitled to vote on the proposed 6 (six) resolutions as mentioned in the notice dated 23<sup>rd</sup> May, 2018 convening the 82<sup>nd</sup> 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 Friday, 31<sup>st</sup> August, 2018 to 5:00 P.M. on Sunday, 2<sup>nd</sup> September, 2018 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, Mr. Tapabrata Mukherjee, residing at 96, Dr. S. N. Mukherjee Street, Uttarpara, Hooghly and Mr. Raja Mondal, residing at Keshtopur, Rajbangshi Para, Kolkata - 700 102, 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.

*Tapabrata Mukherjee*

Name : Mr. Tapabrata Mukherjee

*Raja Mondal*

Name : Mr. Raja Mondal

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, Mr. Tapabrata Mukherjee, residing at 96, Dr. S. N. Mukherjee Street, Uttarpara, Hooghly and Mr. Raja Mondal, residing at Keshtopur, Rajbangshi Para, Kolkata - 700 102, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Tapabrata Mukherjee*

Name : Mr. Tapabrata Mukherjee

*Raja Mondal*

Name : Mr. Raja Mondal





**ARUP KUMAR ROY**

Practicing Company Secretary

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 31<sup>st</sup> March, 2018, together with the Reports of the Board of Directors and Auditors thereon (including their respective annexures & attachments)**

- (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
31	1263565	100.00

- (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
NIL	NIL	NIL

- (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
31	1263565	100.00



**(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
NIL	NIL	NIL

**(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. Ray & Ray 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
31	1263565	100.00

**(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
NIL	NIL	NIL

**(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

**(d) Item/ Resolution Serial No. 4 : Re-appointment of Mr. Indrajit Sen as the Managing Director of the Company for a period of three years with effect from 1<sup>st</sup> May, 2018****(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
31	1263565	100.00

**(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
NIL	NIL	NIL



## (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

(e) Item/ Resolution Serial No. 5 : Re-appointment of Mr. Ratal Lal Gaggar as an Independent Director of the Company for a period of five years with effect from 1<sup>st</sup> April, 2019

## (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
31	1263565	100.00

## (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
NIL	NIL	NIL

## (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

(f) Item/ Resolution Serial No. 6 : Re-appointment of Mr. Ravi Ranjan Prasad as an Independent Director of the Company for a period of five years with effect from 25<sup>th</sup> July, 2019

## (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
31	1263565	100.00

## (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
NIL	NIL	NIL

## (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 31<sup>st</sup> March, 2018, together with the Reports of the Board of Directors and Auditors thereon (including their respective annexures & attachments)

- (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
78	170	94.44

- (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	5.56

- (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
78	170	94.44

- (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	5.56

- (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. Ray & Ray 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
78	170	94.44

**(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	5.56

**(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

**d) Item/ Resolution Serial No. 4 : Re-appointment of Mr. Indrajit Sen as the Managing Director of the Company for a period of three years with effect from 1<sup>st</sup> May, 2018**

**(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
78	170	94.44

**(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	5.56

**(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





**ARUP KUMAR ROY**

Practicing Company Secretary

**(e) New Resolution Serial No. 5 : Re-appointment of Mr. Ratal Lal Gagar as an Independent Director of the Company for a period of five years with effect from 1<sup>st</sup> April, 2019**

**(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
77	169	93.89

**(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
3	11	6.11

**(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

**(f) Item/ Resolution Serial No. 6 : Re-appointment of Mr. Ravi Ranjan Prasad as an Independent Director of the Company for a period of five years with effect from 25<sup>th</sup> July, 2019**

**(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
77	169	93.89

**(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
3	11	6.11

**(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



2. 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 31<sup>st</sup> March, 2018, together with the Reports of the Board of Directors and Auditors thereon (including their respective annexures & attachments)**

- (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
109	1263735	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
2	10	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
109	1263735	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
2	10	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. Ray & Ray 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
109	1263735	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
2	10	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

**(d) Item/ Resolution Sr. No. 4 : Re-appointment of Mr. Indrajit Sen as the Managing Director of the Company for a period of three years with effect from 1<sup>st</sup> May, 2018**

**(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
109	1263735	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
2	10	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

(e) Item/ Resolution Serial No. 5 : Re-appointment of Mr. Ratal Lal Gaggar as an Independent Director of the Company for a period of five years with effect from 1<sup>st</sup> April, 2019

## (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
108	1263734	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
3	11	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

(f) Item/ Resolution Serial No. 6 : Re-appointment of Mr. Ravi Ranjan Prasad as an Independent Director of the Company for a period of five years with effect from 25<sup>th</sup> July, 2019



**(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
108	1263734	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
3	11	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: 4<sup>th</sup> September, 2018

Encl. : As Above

Counter-Signature of Mr. Sanjay Bagaria, Chairman