



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 & Insta Poll conducted in connection with the 84th Annual General Meeting of the Shareholders of International Combustion (India) Limited held on Tuesday, 29th September, 2020, through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

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 29th June, 2020, decided to provide to the members of the Company, a facility to exercise their right to vote by way of Remote Electronic-Voting and/ or E-Voting at the AGM (Insta Poll) on the resolutions as set out in the Notice convening the 84th Annual General Meeting (AGM) of the shareholders of the Company which was held on Tuesday, 29th September, 2020.

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 29th June, 2020 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 Insta 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 84th Annual General Meeting of the shareholders of the Company held on Tuesday, 29th September, 2020 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).



The Notice dated 29th June, 2020 convening the 84th Annual General Meeting of the shareholders of the Company held on Tuesday, 29th September, 2020 was sent to the members of the Company by e-mail.

The Members holding shares as on the "cut-off" date i.e. 22nd September, 2020 were entitled to vote on the proposed 5 (five) resolutions as mentioned in the notice dated 29th June, 2020 convening the 84th 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 Saturday, 26th September, 2020 to 5:00 P.M. on Monday, 28th September, 2020 and the NSDL Remote Electronic-Voting platform was blocked thereafter.
2. The E-Voting at the AGM (Insta Poll) was also conducted. After the time fixed for the closing of the Insta Poll, the NSDL Insta Poll platform was blocked.
3. Thereafter, I have unblocked the votes cast both through Remote Electronic-Voting & Insta Poll in the presence of two witnesses, Mr. Tapabrata Mukherjee, residing at 96, Dr. S. N. Mukherjee Street, Uttarpara, Hooghly and Enakshi Bhattacharya, residing at Promodnagar, Chowhati, P.O Chowhati, Kolkata 700149, 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.....

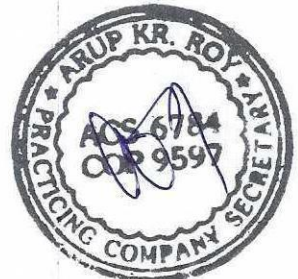
Name : Mr. Tapabrata Mukherjee

Enakshi Bhattacharya.....

Name : Ms. Enakshi Bhattacharya

4. The details containing list of shareholders who voted 'for' or 'against' each of the resolutions that were put to vote through Remote Electronic-Voting & Insta Poll were downloaded from the Electronic-Voting website of NSDL (<https://www.evoting.nsdl.com>).
5. I have scrutinized and reviewed the votes cast through Remote Electronic-Voting and through Insta Poll for the purpose of this Report.
6. The particulars of all the votes cast by the members through the Remote Electronic-Voting process and through Insta Poll at the AGM have been recorded in a register separately maintained for the purpose.
7. 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, 2020, together with the Reports of the Board of Directors and Auditors thereon (including their respective annexures & attachments)**

MZ



(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
82	1283008	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
3	31	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
81	1283005	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
3	31	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 : Appointment of Mr. Sandipan Chakravorty as an Independent Director of the Company for a period of five years with effect from 7th February, 2020



(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
81	1283005	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
3	31	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

(d) Item/ Resolution Serial No. 4 : Appointment of Mr. Sanjoy Saha as a Non-Executive Director of the Company with effect from 7th February, 2020

(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
81	1283005	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
3	31	0.01

(iii) Invalid Votes :

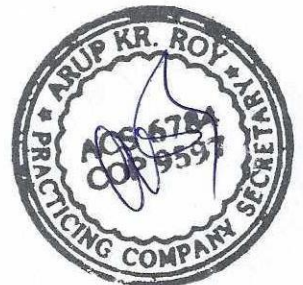
Total Number of members who voted by Remote Electronic-Voting and whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

(e) Item/ Resolution Serial No. 5 : Approval of Cost Auditor's remuneration for the FY 2019-20

(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
81	1283005	99.99

MZ



(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
3	31	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

8. The result of the Insta 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, 2020, 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 Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
3	111	99.11

(ii) Voted against the resolution :

Number of members voting through Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
1	1	0.89

(iii) Invalid Votes :

Total Number of members who voted through Insta 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 Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
3	111	99.11

(ii) Voted against the resolution :



Number of members voting through Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
1	1	0.89

(iii) Invalid Votes :

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

c) Item/ Resolution Serial No. 3 : Appointment of Mr. Sandipan Chakravorty as an Independent Director of the Company for a period of five years with effect from 7th February, 2020

(i) Voted in favour of the resolution :

Number of members voting through Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
3	111	99.11

(ii) Voted against the resolution :

Number of members voting through Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
1	1	0.89

(iii) Invalid Votes :

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

(d) Item/ Resolution Serial No. 4 : Appointment of Mr. Sanjoy Saha as a Non-Executive Director of the Company with effect from 7th February, 2020

(i) Voted in favour of the resolution :

Number of members voting through Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
3	111	99.11

(ii) Voted against the resolution :

Number of members voting through Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
1	1	0.89

(iii) Invalid Votes :

MZ.



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

(e) Item/ Resolution Serial No. 5 : Approval of Cost Auditor's remuneration for the FY 2019-20

(i) Voted in favour of the resolution :

Number of members voting through Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
3	111	99.11

(ii) Voted against the resolution :

Number of members voting through Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
1	1	0.89

(iii) Invalid Votes :

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

9. The consolidated results of the voting aggregating both the voting through Remote Electronic-Voting and the Insta 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, 2020, 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 Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
85	1283119	99.99

(ii) Voted against the resolution :

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

MZ



4	32	0.01
---	----	------

(iii) Invalid Votes :

Total Number of members voting through both Remote Electronic-Voting & through Insta 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 Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
84	1283116	99.99

(ii) Voted against the resolution :

Number of members voting through both Remote Electronic-Voting & through Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
4	32	0.01

(iii) Invalid Votes :

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

(c) Item/ Resolution Sr. No. 3 : Appointment of Mr. Sandipan Chakravorty as an Independent Director of the Company for a period of five years with effect from 7th February, 2020

(i) Voted in favour of the resolution :

Number of members voting through both Remote Electronic-Voting & through Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
84	1283116	99.99

MZ



(ii) Voted against the resolution :

Number of members voting through both Remote Electronic-Voting & through Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
4	32	0.01

(iii) Invalid Votes :

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

(d) Item/ Resolution Serial No. 4 : Appointment of Mr. Sanjoy Saha as a Non-Executive Director of the Company with effect from 7th February, 2020

(i) Voted in favour of the resolution :

Number of members voting through both Remote Electronic-Voting & through Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
84	1283116	99.99

(ii) Voted against the resolution :

Number of members voting through both Remote Electronic-Voting & through Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
4	32	0.01

(iii) Invalid Votes :

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

(e) Item/ Resolution Serial No. 5 : Approval of Cost Auditor's remuneration for the FY 2019-20

(i) Voted in favour of the resolution :

Number of members voting through both Remote Electronic-Voting & through	Number of votes cast by them	% of total number of valid votes cast
--	------------------------------	---------------------------------------



Insta Poll at AGM		
84	1283116	99.99

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

Number of members voting through both Remote Electronic-Voting & through Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
4	32	0.01

(iii) **Invalid Votes :**

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

10. The Registers, all other papers and relevant records relating to Remote Electronic-Voting & Insta 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.
11. 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 Insta Poll at AGM is enclosed.

Thanking you,
Yours faithfully,

UDIN :A006784B000818639



Arup Kumar Roy
Arup Kumar Roy

Practicing Company Secretary
Membership No. ACS 6784
CP No. 9597

Place : Kolkata
Date: 30th September, 2020
Encl. : As Above

Sanjay Bagaria
Counter-Signature of Mr. Sanjay Bagaria, Chairman