

Quarterly Compliance Report on Corporate Governance

Name of the Company : INTERNATIONAL COMBUSTION (INDIA) LIMITED

Quarter ending : 30th June, 2017

I. Composition of Board of Directors

| Title (Mr./Ms.) | Name of the Director | PAN & DIN | Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee) | Date of Appointment in the current term | Tenure of Independent Director | No of Directorships in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
|-----------------|----------------------|----------------------------------|---|---|--------------------------------|---|---|--|
| Mr. | Sanjay Bagaria | PAN:AEEP9609L DIN : 00233455 | Chairperson- Non-Executive | 18 th September, 2015 | N.A. | 1 | 0 | 1 |
| Mr. | Indrajit Sen | PAN:AJWPS2090R DIN : 00216190 | Executive | 1 st May, 2015 | N.A. | 2 | 3 | 1 |
| Mr. | Ratan Lal Gaggar | PAN:ADVPG9976H DIN : 00322904 | Independent | 1 st April, 2014 | 5 Years | 6 | 5 | 1 |
| Mr. | Ravi Ranjan Prasad | PAN:AGHPP0396B DIN : 00030458 | Independent | 25 th July, 2014 | 5 Years | 1 | 0 | 1 |
| Mrs. | Bharati Ray | PAN:ACJPR1763J DIN : 06965340 | Independent | 7 th April, 2015 | 5 Years | 2 | 1 | 0 |



| II. Composition of Committees | | |
|--|--|--|
| Name of Committee | Name of Committee members | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) |
| 1. Audit Committee | Mr. Ravi Ranjan Prasad Mr. Ratan Lal Gaggar Mr. Indrajit Sen | Chairperson-Independent Independent Executive |
| 2. Nomination & Remuneration Committee | Mr. Ratan Lal Gaggar Mr. Ravi Ranjan Prasad Mr. Sanjay Bagaria | Chairperson-Independent Independent Non-Executive |
| 3. Share Transfer & Stakeholders' Relationship Committee | Mr. Sanjay Bagaria Mr. Indrajit Sen Mrs. Bharati Ray | Chairperson-Non-Executive Executive Independent |
| 4. Corporate Social Responsibility (CSR) Committee | Mr. Sanjay Bagaria Mr. Ratan Lal Gaggar Mrs. Bharati Ray | Chairperson-Non-Executive Independent Independent |

| III. Meeting of Board of Directors | | |
|--|---|--|
| Date(s) of Meeting in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive meetings (in number of days) |
| 31 st January, 2017 17 th March, 2017 | 12 th May, 2017 | 55 |

| IV. Meeting of Committees | | | |
|---|--|--|--|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| Audit Committee - 12 th May, 2017. | Yes (all three members present) | 31 st January, 2017. | 100 |
| Share Transfer & Stakeholders' Relationship Committee - 3 rd May, 2017 & 9 th June, 2017. | Yes (all three members present at both the meetings) | 3 rd January, 2017, 15 th February, 2017 & 20 th March, 2017. | N.A. |

| V. Related Party Transactions | |
|--|-------------------------------|
| Subject | Compliance status (Yes/No/NA) |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 :-
 - a. Audit Committee,
 - b. Nomination & Remuneration Committee, &
 - c. Share Transfer & Stakeholders Relationship Committee.
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The Quarterly/Yearly Compliance Reports on Corporate Governance for the previous quarter/ year ended 31st March, 2017 had been placed before Board of Directors at its meeting held on 12th May, 2017 and the same was noted by the Board. This Report shall be placed before the forthcoming meeting of the Board of Directors.

International Combustion (India) Ltd.



Company Secretary

Signature :

Name : Suhas Chandra Saha

Designation : Company Secretary

Place : Kolkata

Date : 12.07.2017