



## International Combustion (India) Limited

Regd. Off.: Infinity Benchmark, 11th Fl., Plot No. G-1,  
Block-EP & GP, Sector-V, Salt Lake, Kolkata - 700 091, India

30<sup>th</sup> September, 2021

M/s. Bombay Stock Exchange Ltd.  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

**Scrip Code : 505737**

**Sub : AGM Remote Electronic-Voting & Insta Poll Scrutinizer's Report**

Dear Sir,

We enclose herewith the Scrutinizer's Report dated 30<sup>th</sup> September, 2021, in connection with the Remote Electronic-Voting & Insta Poll conducted on the various resolutions moved at the 85<sup>th</sup> Annual General Meeting (AGM) of the shareholders of the Company held on Wednesday, 29<sup>th</sup> September, 2021 through Video-Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

All resolutions moved at the AGM were thus carried/ passed with the requisite majority.

Thanking You,

Yours faithfully,  
For International Combustion (India) Limited

**P. R. Sivasankar**  
Company Secretary

Encl. : As above



**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]**

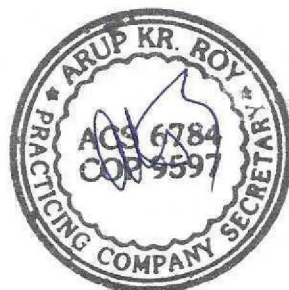
To,  
Mr. Sanjay Bagaria  
Chairman  
International Combustion (India) Limited  
Infinity Benchmark, 11<sup>th</sup> Floor, Plot No. G-1,  
Block EP & GP, Sector V, Salt Lake Electronics Complex,  
Kolkata - 700 091

**Remote Electronic-Voting & Insta Poll conducted in connection with the 85<sup>th</sup> Annual General Meeting of the Shareholders of International Combustion (India) Limited held on Wednesday, 29<sup>th</sup> September, 2021, 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 28<sup>th</sup> June, 2021, 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 85<sup>th</sup> Annual General Meeting (AGM) of the shareholders of the Company which was held on Wednesday, 29<sup>th</sup> September, 2021.

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 28<sup>th</sup> June, 2021 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 85<sup>th</sup> Annual General Meeting of the shareholders of the Company held on Wednesday, 29<sup>th</sup> September, 2021 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).



The Notice dated 28<sup>th</sup> June, 2021 convening the 85<sup>th</sup> Annual General Meeting of the shareholders of the Company held on Wednesday, 29<sup>th</sup> September, 2021 was sent to the members of the Company by e-mail.

The Members holding shares as on the "cut-off" date i.e. 22<sup>nd</sup> September, 2021 were entitled to vote on the proposed 5 (five) resolutions as mentioned in the notice dated 28<sup>th</sup> June, 2021 convening the 85<sup>th</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 Sunday, 26<sup>th</sup> September, 2021 to 5:00 P.M. on Tuesday, 28<sup>th</sup> September, 2021 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, if any, 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

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, if any, 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 (Standalone) of the Company for the Financial Year ended 31<sup>st</sup> March, 2021, 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
102	1283319	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
10	40	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. Sanjay Bagaria

(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
102	1283319	99.99

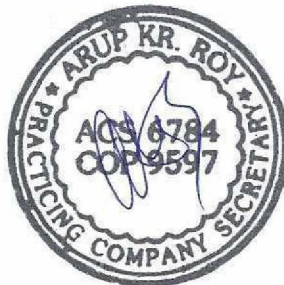
(ii) Voted against the resolution :

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
10	40	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 shareholders to the decision of Mr. Indrajit Sen, Managing Director, to forego a portion of his remuneration, as earlier approved by shareholders, during his previous tenure 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
102	1283319	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
10	40	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 : Re-appointment of Mr. Indrajit Sen as the Managing Director of the Company for a further period of three years with effect from 1<sup>st</sup> May, 2021

(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
102	1283319	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
10	40	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 2020-21

(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
102	1283319	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
10	40	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 (Standalone) of the Company for the Financial Year ended 31<sup>st</sup> March, 2021, 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
NIL	NIL	NIL

(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
NIL	NIL	NIL

(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. Sanjay Bagaria

(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
NIL	NIL	NIL

(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
NIL	NIL	NIL

(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 : Ratification of shareholders to the decision of Mr. Indrajit Sen, Managing Director, to forego a portion of his remuneration, as earlier approved by shareholders, during his previous tenure of three years with effect from 1<sup>st</sup> May, 2018

(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
NIL	NIL	NIL

(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
NIL	NIL	NIL

(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 : Re-appointment of Mr. Indrajit Sen as the Managing Director of the Company for a further period of three years with effect from 1<sup>st</sup> May, 2021

(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
NIL	NIL	NIL

(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
NIL	NIL	NIL

(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

(e) Item/ Resolution Serial No. 5 : Approval of Cost Auditor's remuneration for the FY 2020-21

(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
NIL	NIL	NIL

(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
NIL	NIL	NIL

(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 (Standalone) of the Company for the Financial Year ended 31<sup>st</sup> March, 2021, 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
102	1283319	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
10	40	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. Sanjay Bagaria

(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
102	1283319	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
10	40	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 : Ratification of shareholders to the decision of Mr. Indrajit Sen, Managing Director, to forego a portion of his remuneration, as earlier approved by shareholders, during his previous tenure 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 Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
102	1283319	99.99

(ii) Voted against the resolution :

Number of members	Number of votes cast	% of total number of
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voting through both Remote Electronic-Voting & through Insta Poll at AGM	by them	valid votes cast
10	40	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 : Re-appointment of Mr. Indrajit Sen as the Managing Director of the Company for a further period of three years with effect from 1<sup>st</sup> May, 2021

(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
102	1283319	99.99

(ii) Voted against the resolution :

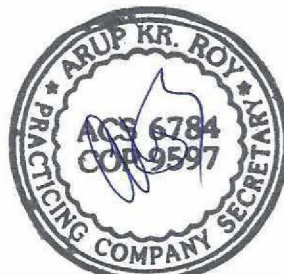
Number of members voting through both Remote Electronic-Voting & through Insta Poll at AGM	Number of votes cast by them	% of total number of valid votes cast
10	40	0.01

(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 2020-21

(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
102	1283319	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
10	40	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.

UDIN:A006784C001051511



Thanking you,

Yours faithfully,

*Arup Kumar Roy*

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

Place : Kolkata

Date: 30<sup>th</sup> September, 2021

Encl. : As Above

*Sanjay Bagaria*

Counter-Signature of Mr. Sanjay Bagaria, Chairman