

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

22nd September, 2022

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 22nd September, 2022, in connection with the Remote Electronic-Voting & Insta Poll conducted on the various resolutions moved at the 86th Annual General Meeting (AGM) of the shareholders of the Company held on Wednesday, 21st September, 2022 through Video-Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The voting results were announced by the Chairman today after taking on record the said Scrutinizer's Report.

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

ARUP KUMAR ROY

Practicing Company Secretary



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 86th Annual General Meeting of the Shareholders of International Combustion (India) Limited held on Wednesday, 21st September, 2022, 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 27th May, 2022, 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 86th Annual General Meeting (AGM) of the shareholders of the Company which was held on Wednesday, 21st September, 2022.

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 27th May, 2022 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 86th Annual General Meeting of the shareholders of the Company held on Wednesday, 21st September, 2022 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).



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The Notice dated 26th July, 2022 convening the 86th Annual General Meeting of the shareholders of the Company held on Wednesday, 21st September, 2022 was sent to the members of the Company by e-mail.

The Members holding shares as on the "cut-off" date i.e. 14th September, 2022 were entitled to vote on the proposed 9 (nine) resolutions as mentioned in the notice dated 26th July, 2022 convening the 86th 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, 18th September, 2022 to 5:00 P.M. on Tuesday, 20th September, 2022 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.

Tapablata Mushyee

Name: Mr. Tapabrata Mukherjee

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 Electronic-Voting downloaded from the website (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 31st March, 2022, 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
135	1320453	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	38	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 : Declaration of Dividend @ 20% i.e. Rs. 2.00 per equity share

(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
137	1320459	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
8	32	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 M/s. Ray & Ray as the Statutory Auditors of the Company for a further period of five years



(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
135	1320453	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	38	0.01

(iii) Invalid Votes:

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

d) Item/ Resolution Serial No. 4 : Re-appointment of Retiring Director, Mr. Sanjoy Saha

(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
135	1302150	98.61

(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	18341	1.39

(iii) Invalid Votes:

Total Number of membe voted by Remote Electroni and whose votes were de invalid	c-Voting them
NIL	NIL

- e) Item/Resolution Serial No. 5: Approval of shareholders for the appointment of Ms. Nayantara Palchoudhuri as an Independent Director of the Company for a period of five years
- (i) Voted in favour of the resolution:



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Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
135	1320453	99.99

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
10	38	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

- f) Item/ Resolution Serial No. 6: Approval of shareholders for the continuance in office of Mr. Sandipan Chakravortty as an Independent Director of the Company till the completion of his present term
- (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
134	1319953	99.96

(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
11	538	0.04

(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

- g) Item/ Resolution Serial No. 7: Approval of shareholders for the continuance of payment of Commission @ 2% of the net profits of the Company to Mr. Sanjay Bagaria, Non-Executive Chairman of the Company, for a further period of three years with effect from Financial Year 2021-22
- i) Voted in favour of the resolution:



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Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
133	1302013	98.60

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
12	18478	1.40

(iii) Invalid Votes:

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

- h) Item/ Resolution Serial No. 8: Ratification of shareholders to the decision of Mr. Indrajit Sen, Managing Director, to forego a portion of his remuneration on account of COVID-19 induced lockdowns
- (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
134	1319453	99.92

(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
11	1038	0.08

(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

- i) Item/ Resolution Serial No. 9 : Approval of Cost Auditor's remuneration for the FY 2021-22
- (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
135	1320453	99.99

Number of members voting through Remote Electronic-Voting	Number of votes cast by them	% of total number of valid votes cast
10	38	0.01

(iii) Invalid Votes:

Total Number of votes cast by them
NII

- 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 31st March, 2022, 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
1	1000	100.00

(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 by Insta Poll at AGM and	Total Number of votes cast by them	
whose votes were declared invalid NIL	NIL	

- b) Item/ Resolution Serial No. 2 : Declaration of Dividend @ 20% i.e. Rs. 2.00 per equity share
- (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
1	1000	100.00

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 by 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 M/s. Ray & Ray as the Statutory Auditors of the Company for a further period of five years
- (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
1	1000	100.00

(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	Total Number of votes cast by
voted by Insta Poll at AGM and	them
whose votes were declared invalid	*
NIL	NIL

- d) Item/ Resolution Serial No. 4 : Re-appointment of Retiring Director, Mr. Sanjoy Saha
- (i) Voted in favour of the resolution:

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



1	1000	100.00
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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 by Insta Poll at AGM and	Total Number of votes cast by
whose votes were declared invalid	
NIL	NIL

- e) Item/ Resolution Serial No. 5: Approval of shareholders for the appointment of Ms. Nayantara Palchoudhuri as an Independent Director of the Company for a period of five years
- (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
1	1000	100.00

(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 by Insta Poll at AGM and	Total Number of votes cast by them
whose votes were declared invalid	
NIL	NIL

- f) Item/ Resolution Serial No. 6: Approval of shareholders for the continuance in office of Mr. Sandipan Chakravortty as an Independent Director of the Company till the completion of his present term
- (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
1	1000	100.00

(ii) Voted against the resolution:



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

g) Item/ Resolution Serial No. 7: Approval of shareholders for the continuance of payment of Commission @ 2% of the net profits of the Company to Mr. Sanjay Bagaria, Non-Executive Chairman of the Company, for a further period of three years with effect from Financial Year 2021-22

(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
1	1000	100.00

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

h) Item/ Resolution Serial No. 8: Ratification of shareholders to the decision of Mr. Indrajit Sen, Managing Director, to forego a portion of his remuneration on account of COVID-19 induced lockdowns

(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
1	1000	100.00

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

i) Item/ Resolution Serial No. 9 : Approval of Cost Auditor's remuneration for the FY 2021-22

(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
1	1000	100.00

(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	Total Number of votes cast by
voted by Insta Poll at AGM and	them
whose votes were declared invalid	
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 31st March, 2022, 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 & Insta Poll at AGM aggregated	Number of votes cast by them	% of total number of valid votes cast
136	1321453	99.99

(ii) Voted against the resolution:

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



10	20	0.04
10	30	11 (11
	00	0.01

(iii) Invalid Votes:

Total Number of votes cast by them
NII

b) Item/ Resolution Serial No. 2 : Declaration of Dividend @ 20% i.e. Rs. 2.00 per equity share

(i) Voted in favour of the resolution:

Number of members voting through Remote Electronic-Voting & Insta Poll at AGM aggregated	Number of votes cast by them	% of total number of valid votes cast
138	1321459	99.99

(ii) Voted against the resolution:

Number of members voting through Remote Electronic-Voting & Insta Poll at AGM aggregated	Number of votes cast by them	% of total number of valid votes cast
8	32	0.01

(iii) Invalid Votes:

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

c) Item/ Resolution Serial No. 3: Appointment of M/s. Ray & Ray as the Statutory Auditors of the Company for a further period of five years

(i) Voted in favour of the resolution:

Number of members voting through Remote Electronic-Voting & Insta Poll at AGM aggregated	Number of votes cast by them	% of total number of valid votes cast
136	1321453	99.99





Number of members voting through Remote Electronic-Voting & Insta Poll at AGM aggregated	Number of votes cast by them	% of total number of valid votes cast
10	38	0.01

(iii) Invalid Votes:

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

- d) Item/ Resolution Serial No. 4 : Re-appointment of Retiring Director, Mr. Sanjoy Saha
- (i) Voted in favour of the resolution:

Number of members voting through Remote Electronic-Voting & Insta Poll at AGM aggregated	Number of votes cast by them	% of total number of valid votes cast
136	1303150	98.61

(ii) Voted against the resolution:

Number of voting throu Electronic- Insta Poll aggreg	gh Remote Voting & at AGM	Number of votes cast by them	% of total number of valid votes cast
10		18341	1.39

(iii) Invalid Votes:

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



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e) Item/ Resolution Serial No. 5: Approval of shareholders for the appointment of Ms. Nayantara Palchoudhuri as an Independent Director of the Company for a period of five years

(i) Voted in favour of the resolution:

Number of members voting through Remote Electronic-Voting & Insta Poll at AGM aggregated	Number of votes cast by them	% of total number of valid votes cast
136	1321453	99.99

(ii) Voted against the resolution:

Number of members voting through Remote Electronic-Voting & Insta Poll at AGM aggregated	Number of votes cast by them	% of total number of valid votes cast
10	38	0.01

(iii) Invalid Votes:

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

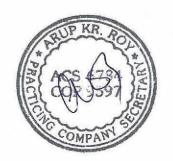
f) Item/ Resolution Serial No. 6: Approval of shareholders for the continuance in office of Mr. Sandipan Chakravortty as an Independent Director of the Company till the completion of his present term

(i) Voted in favour of the resolution:

Number of members voting through Remote Electronic-Voting & Insta Poll at AGM aggregated	Number of votes cast by them	% of total number of valid votes cast
135	1320953	99.96

(ii) Voted against the resolution:

Number of members voting through Remote Electronic-Voting & Insta Poll at AGM aggregated	Number of votes cast by them	% of total number of valid votes cast
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11	538	0.04
Invalid Votes:		
Total Number of mer through Remote Electr Insta Poll at AGM ag whose votes were dec	onic-Voting & gregated and	er of votes cast by them
NIL		NIL

g) Item/ Resolution Serial No. 7: Approval of shareholders for the continuance of payment of Commission @ 2% of the net profits of the Company to Mr. Sanjay Bagaria, Non-Executive Chairman of the Company, for a further period of three years with effect from Financial Year 2021-22

(i) Voted in favour of the resolution:

Number of members voting through Remote Electronic-Voting & Insta Poll at AGM aggregated	Number of votes cast by them	% of total number of valid votes cast
134	1303013	98.60

(ii) Voted against the resolution:

Number of members voting through Remote Electronic-Voting & Insta Poll at AGM aggregated	Number of votes cast by them	% of total number of valid votes cast
12	18478	1.40

(iii) Invalid Votes:

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

h) Item/ Resolution Serial No. 8: Ratification of shareholders to the decision of Mr. Indrajit Sen, Managing Director, to forego a portion of his remuneration on account of COVID-19 induced lockdowns

(i) Voted in favour of the resolution:

Number of members voting through Remote Electronic-Voting & Insta Poll at AGM aggregated	Number of votes cast by them	% of total number of valid votes cast
135	1320453	99.92





Number of members voting through Remote Electronic-Voting & Insta Poll at AGM aggregated	Number of votes cast by them	% of total number of valid votes cast
11	1038	0.08

(iii) Invalid Votes:

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

i) Item/ Resolution Serial No. 9 : Approval of Cost Auditor's remuneration for the FY 2021-22

(i) Voted in favour of the resolution:

Number of members voting through Remote Electronic-Voting & Insta Poll at AGM aggregated	Number of votes cast by them	% of total number of valid votes cast
136	1321453	99.99

(ii) Voted against the resolution:

Number of members voting through Remote Electronic-Voting & Insta Poll at AGM aggregated	Number of votes cast by them	% of total number of valid votes cast
10	38	0.01

(iii) Invalid Votes:

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



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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,

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Arup Kumar Roy

Practicing Company Secretary Membership No. ACS 6784

CP No. 9597

Place: Kolkata

Date: 22nd September, 2022

Encl.: As Above

UDIN: A006784D001024735

Peer Review Certificate No: 2342/2022 dt 30/06/2022

Counter-Signature of Mr. Sanjay Bagaria,

Chairman