



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

5th September, 2024

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

Scrip Code : 505737

Sub : 88th AGM Remote Electronic-Voting & Insta Poll Scrutinizer's Report

Dear Sir,

We enclose herewith the Scrutinizer's Report dated 5th September, 2024, in connection with the Remote Electronic-Voting & Insta Poll conducted on the various resolutions moved at the 88th Annual General Meeting (AGM) of the shareholders of the Company held on Wednesday, 4th September, 2024 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

201, Sarat Bose Road, Kolkata 700 029
Phone +91 33 4004 0045, Mobile 98316 87785
arupkroy@rediffmail.com



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 88th Annual General Meeting of the Shareholders of International Combustion (India) Limited held on Wednesday, 4th September, 2024, 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 30th May, 2024, 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 88th Annual General Meeting (AGM) of the shareholders of the Company which was held on Wednesday, 4th September, 2024.

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 30th May, 2024 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 88th Annual General Meeting of the shareholders of the Company held on Wednesday, 4th September, 2024 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).



The Notice dated 30th May, 2024 convening the 88th Annual General Meeting of the shareholders of the Company held on Wednesday, 4th September, 2024 was sent to the members of the Company by e-mail.

The Members holding shares as on the "cut-off" date i.e. 28th August, 2024 were entitled to vote on the proposed 7 (seven) resolutions as mentioned in the notice dated 30th May, 2024 convening the 88th 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, 1st September, 2024 to 5:00 P.M. on Tuesday, 3rd September, 2024 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 Ms. Neha Agarwal, residing at 2 Wood Street, Kolkata - 700016, 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

Neha Agarwal
.....

Name : Ms. Neha Agarwal

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 31st March, 2024, 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
72	1264331	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
5	17	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 @ 50% i.e. Rs. 5.00 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
72	1264331	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
5	17	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 : 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
71	1264131	99.98

(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
6	217	0.02

(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 : Approval of shareholders for the re-appointment of Mr. Indrajit Sen as the Managing Director of the Company for a further period of three years with effect from 1st May, 2024

(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
71	1264131	99.98

(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
6	217	0.02

(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 shareholders for the re-appointment of Mr. Sandipan Chakravorty as an Independent Director of the Company for a further period of five years with effect from 7th February, 2025



(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
71	1264131	99.98

(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
6	217	0.02

(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 payment of Commission to Mr. Sanjay Bagaria, Chairman, for a further period of three years with effect from FY 2024-25

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
71	1264131	99.98

(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
6	217	0.02

(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 Cost Auditor's remuneration for the FY 2023-24

(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
70	1264066	99.98



(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
7	282	0.02

(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 31st March, 2024, 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
14	3014	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 whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

b) Item/ Resolution Serial No. 2 : Declaration of Dividend @ 50% i.e. Rs. 5.00 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
14	3014	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 whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

c) Item/ Resolution Serial No. 3 : 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
14	3014	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 whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

d) Item/ Resolution Serial No. 4 : Approval of shareholders for the re-appointment of Mr. Indrajit Sen as the Managing Director of the Company for a further period of three years with effect from 1st May, 2024

(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
13	26	0.86

(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	2988	99.14



(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

e) Item/ Resolution Serial No. 5 : Approval of shareholders for the re-appointment of Mr. Sandipan Chakravorty as an Independent Director of the Company for a further period of five years with effect from 7th February, 2025

(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
14	3014	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 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 payment of Commission to Mr. Sanjay Bagaria, Chairman, for a further period of three years with effect from FY 2024-25

(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
13	26	0.86

(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	2988	99.14

(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



g) Item/ Resolution Serial No. 7 : Approval of Cost Auditor's remuneration for the FY 2023-24

(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
14	3014	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 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 31st March, 2024, 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
86	1267345	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
5	17	0.01



(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

b) Item/ Resolution Serial No. 2 : Declaration of Dividend @ 50% i.e. Rs. 5.00 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
86	1267345	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
5	17	0.01

(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

c) Item/ Resolution Serial No. 3 : Re-appointment of Retiring Director, Mr. Sanjay Bagaria

(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
85	1267145	99.98



(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
6	217	0.02

(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

d) Item/ Resolution Serial No. 4 : Approval of shareholders for the re-appointment of Mr. Indrajit Sen as the Managing Director of the Company for a further period of three years with effect from 1st May, 2024

(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
84	1264157	99.75

(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
7	3205	0.25

(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

e) Item/ Resolution Serial No. 5 : Approval of shareholders for the re-appointment of Mr. Sandipan Chakravorty as an Independent Director of the Company for a further period of five years with effect from 7th February, 2025



(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
85	1267145	99.98

(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
6	217	0.02

(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

f) Item/ Resolution Serial No. 6 : Approval of shareholders for the payment of Commission to Mr. Sanjay Bagaria, Chairman, for a further period of three years with effect from FY 2024-25

(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
84	1264157	99.75

(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
7	3205	0.25

(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



g) Item/ Resolution Serial No. 7 : Approval of Cost Auditor's remuneration for the FY 2023-24

(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
84	1267080	99.98

(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
7	282	0.02

(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

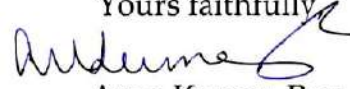
10. The Registers, all other papers and relevant records relating to Remote Electronic-Voting & Insta Poll at AGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Company 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: A006784F001151994

Place : Kolkata
Date: 5th September, 2024
Encl : As above



Thanking you,
Yours faithfully,

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

Counter-Signature of Mr. Sanjay Bagaria, Chairman

