



INTERNATIONAL COMBUSTION (INDIA) LIMITED

CIN : L28131WB1936PLC008588

Regd. Office : Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP

Sector V, Salt Lake Electronics Complex, Kolkata – 700 091

Phone : +91(33) 3315 3000, Fax : +91(33) 2357 6653

e-mail : info@internationalcombustion.in

Website : www.internationalcombustion.in

Postal Ballot Notice

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 & Clause 35B of the Listing Agreement with the Stock Exchanges, to transact the following Special Business by the Members of International Combustion (India) Limited ["the Company"] by passing a Special Resolution through Postal Ballot (including both the options of Physical Postal Ballot & Electronic-Voting Facility):-

SPECIAL BUSINESS

1. Alteration of Objects Clause of Memorandum of Association

To consider and if thought fit, to give your assent (for) or dissent (against) to the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to Sections 13 & 4 of the Companies Act, 2013, read with Schedule I to the said Act and any other applicable provisions of the said Act, the Memorandum of Association of the Company be and is hereby altered as follows:-

- A. In the existing Clause 3 of the Memorandum of Association of the Company, i.e. the Objects Clause of the Memorandum of Association of the Company, carrying Item Nos. 1 to 29, for the opening words and signs/marks 'The objects for which the Company is established are :', the following words and signs/marks shall be **substituted** and the same shall be prefixed by new clause 3(a) :-

'3(a) The objects to be pursued by the Company on its incorporation are :-'.

- B. After Item No. 1 of the existing Clause 3 [proposed Clause 3(a)] of the Memorandum of Association of the Company, i.e. the Objects Clause of the Memorandum of Association of the Company, the following new Item be **added** and numbered as Item No. '1A' –

'1A.i) To carry on the business of manufacturing, producing, crushing, processing, excavating, grinding, contracting, marketing, distribution, exporting, importing, extraction, mining, buying, selling, supplying, trading, stocking, storing or otherwise dealing in Dry Mix



Mortar, Dry Mix Products, Manufactured Sand and also other related building materials / allied products/ equipments/ items (this business hereinafter being called 'the Building Material Division').

ii) To carry on all other activities necessary for or for carrying out or incidental or ancillary to or in connection with the business of the Building Material Division.'

C. After Item No. 9 and before Item No. 10 of the existing Clause 3 [proposed Clause 3(a)] of the Memorandum of Association of the Company, i.e. the Objects Clause of the Memorandum of Association of the Company, the following words and signs/marks shall be **inserted** and the same shall be prefixed by new clause 3(b) :-

'3(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are :-'

D. Consequent to the above mentioned proposed insertion of new Clause 3(b), the existing Item Nos. 10 to 29 be renumbered as Item Nos. 1 to 20 respectively under sub-clause (b) of Clause 3."

By Order of the Board

Place : Kolkata

Date : 5th November, 2014

S. C. Saha

Vice President (Finance) & Secretary

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Draft Memorandum of Association, after carrying out all proposed alterations as stated above, shall be available for inspection by the shareholders of the Company at the Registered Office of the Company on all working days, except Saturday between 11:00 a.m. and 1:00 p.m. up to December 27, 2014 and shall also be posted on the website of the Company at www.internationalcombustion.in.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on **November 21, 2014**.
4. The Board of Directors have appointed Shri Arup Kumar Roy, Practising Company Secretary (CP No.9597), as Scrutinizer for conducting the postal ballot voting (including e-voting) process in a fair and transparent manner.

INTERNATIONAL COMBUSTION (INDIA) LIMITED

5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rules made thereunder and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to the Members of the Company in order to enable them to cast their votes on the resolution electronically. **Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or e-voting. If a member opts for e-voting, then he / she should not vote by physical postal ballot also and vice versa. In case Members cast their vote by both physical postal ballot and e-voting, it may be noted that votes cast by them through valid physical postal ballot shall prevail and votes cast by e-voting shall be treated as invalid.** National Securities Depository Limited ("NSDL"), have been appointed as the Electronic-Voting Agency for facilitating the e-voting to enable the Members to cast their votes electronically.
6. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the assent (for) or dissent (against), and signed should be returned directly to the Scrutinizer so as to reach the Scrutinizer not later than close of working hours on December 27, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman appointed by the Board after completion of the scrutiny and the results of postal ballot will be announced **on or before December 31, 2014**, at the Registered Office of the Company. The result of the Postal Ballot along with Scrutiniser's Report shall be placed on the Company's website www.internationalcombustion.in and on the website of NSDL within two (2) days of its announcement. The result of the Postal Ballot shall also be communicated to the Stock Exchanges immediately on its announcement.
7. The resolution shall be taken as passed effectively on the date of declaration of the result.
8. Physical copies of the Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and the manner of conducting Physical Postal Ballot & E-Voting is being sent through the permitted postal mode to all shareholders and also electronically to those shareholders whose email ID's are registered with the Company / Depository Participant(s).
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on November 21, 2014.
10. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturday between 11:00 a.m. and 1:00 p.m. up to December 27, 2014 and shall also be posted on the website of the Company at www.internationalcombustion.in.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the communications from the Company electronically in future.



Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated November 5, 2014.

The Board of Directors of the Company, at their meeting held on 11th June, 2014, decided to set up a new Business Division of the Company, viz. the Building Material Division as a Strategic Business Unit for manufacture of high quality Dry Mix Mortar/ Dry Mix Products and related building materials. Currently, the said new product / sector is growing at an annualized rate of over 25% which is expected to accelerate even further in the coming years. The Company plans to set up the first plant of the division at Ajmer, Rajasthan.

The initial investment for setting up the plant at Ajmer is estimated at around Rs. 20 crores which shall be financed primarily from a term loan facility of Rs. 15 crores and the balance amount of investment shall be financed from internal accruals.

The setting up of this new business division by the Company requires alteration of the Objects Clause of the Memorandum of Association of the Company. The same constitutes the major alteration which has been proposed to the Objects Clause as stated in the Notice. Minor alterations to the Objects Clause have also been proposed to bring it in consonance with the relevant provisions of the newly enacted Companies Act, 2013.

As alteration of the Objects Clause of the Memorandum of Association of the Company requires the approval of the shareholders of the Company by means of a Special Resolution pursuant to Section 13 of the Companies Act, 2013 and as the same is required to be carried out through postal ballot in terms of Section 110 of the said Act read with Rule 22 of the Companies (Management & Administration) Rules, 2014, the said approval is being sought from you.

The Board is of the opinion that it would be in the interest of the Company to alter the Memorandum of Association of the Company as above. The Board recommends that the resolution as set out above be approved by the members.

None of the Directors / Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

By Order of the Board

Place : Kolkata

Date : 5th November, 2014

S. C. Saha

Vice President (Finance) & Secretary



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POSTAL BALLOT FORM

Postal Ballot No.

- (1) Name and registered address of the sole / first named Member :
- (2) Name(s) of the Joint Member(s), if any :
- (3) Registered Folio No. / DP ID No. / Client ID No. * :
- (4) No. of Shares held :

(*Applicable to investors holding shares in dematerialised form)

I / We, hereby exercise my /our vote in respect of the following Resolution to be passed through Postal Ballot for the Special Business stated in the Notice dated November 5, 2014 of International Combustion (India) Limited (the "Company") by sending my/ our assent (FOR) or dissent (AGAINST) to the said resolution by placing tick (✓) mark at the appropriate column below:

Item (Resolution) No.	Description of Resolution	No. of equity share(s) held	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1.	Special Resolution for Alteration of the Objects Clause of the Memorandum of Association of the Company under Sections 13 & 4 of the Companies Act, 2013			

Place :

Date :

.....
(Signature of the Shareholder)

E-mail:

Tel. No. / Mobile No:.....

ELECTRONIC VOTING PARTICULARS

EVEN (E VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN

NOTE: PLEASE READ THE ATTACHED INSTRUCTIONS CAREFULLY BEFORE EXERCISING YOUR VOTE

INSTRUCTIONS

1. A Member desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form and send it to the following address of the Scrutinizer by post.

Mr. Arup Kumar Roy,

Scrutinizer

[Unit: International Combustion (India) Limited]

C/o. CB Management Services (Private) Limited

P-22, Bondel Road

Kolkata – 700019

2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. This Form must be completed and signed (as per specimen signature registered with the Company/ Depository Participant) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his absence, by the next named Member.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. The Scrutinizer's decision on the validity of the Postal Ballot / e-voting will be final.
6. The Postal Ballot / e-voting shall not be exercised by a proxy.
7. **Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on December 27, 2014.** All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of postal ballot will be announced **on or before December 31, 2014**, at the Registered Office of the Company at Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP, Sector V, Salt Lake Electronics Complex, Kolkata – 700 091.
8. In case of Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatories. (It is required only, in case the signatories are other than the signatories whose specimen signatures are registered with the Company / Depository Participant).
9. The voting rights of shareholders shall be in proportionate to their shares held in the paid-up Equity Share Capital of the Company as on **cut-off date i.e. 21st November, 2014.**

10. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
12. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may contact CB Management Services (Private) Limited ('CBMS'), the Company's Registrar and Transfer Agents at P-22, Bondel Road, Kolkata – 700 019 or on Tel: +91 33 40116700; E-mail: rta@cbmsl.com.
13. The Shareholders can opt for any one mode of voting. In case, shareholder(s) cast vote by sending physical form as well as vote through e-voting, then voting done through physical form shall prevail and voting done by e-voting shall be treated as invalid.

Voting through electronic mode

14. The Company is pleased to offer e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional. The procedure and instructions for the same are as follows:
 - i) The Postal Ballot Notice in physical form is being sent to all members. The User ID and Password/ PIN for e-voting has been provided in "E-Voting Particulars" at the bottom of the physical Postal Ballot form. Besides, members whose e-mail ids are registered with the Company/Depository Participant(s) shall receive an e-mail from NSDL and they can also access their Password/ PIN for e-voting by opening the e-mail and then opening the PDF file i.e. "**International Combustion e-Voting.pdf**" with the respective member's client ID or folio no. as password. The said PDF file contains the member's User-Id and Password/PIN for e-Voting. Please note that this password is an initial password. However, for existing users, ie. users who have earlier cast their vote through electronic mode on the NSDL e-voting platform, may use their existing user ID and password to cast their votes electronically and they are not being provided any new User ID/ Password.
 - ii) Launch the internet browser by typing the following URL : <https://www.evoting.nsdl.com>.
 - iii) Click on Shareholder [Login](#).
 - iv) Type User ID and Password as initial Password/PIN noted in step (i) above. Click Login.
 - v) Password change menu appears. Change the password/PIN and the new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. In case you have earlier logged in at www.evoting.nsdl.com for exercising your vote in respect of a ballot relating to any other Company, and you have already changed your password, please use the changed password. It is strongly recommended not to share

your password with any other person and take utmost care to maintain your password confidentially.

- vi) Homepage of e-Voting opens, click on **e-Voting> :Active Voting Cycles**.
 - vii) Select 'EVEN' of International Combustion (India) Limited.
 - viii) Now you are ready for e-Voting as 'Cast Vote' page opens.
 - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x) Upon confirmation, the message "Vote Cast Successfully" will be displayed.
 - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii) Institutional shareholders (i.e. other than individual, HUF, NRI etc.) are required to send scan copy (PDF/JPG) of the relevant Board Resolution/Authority Letter etc. together with the attested specimen signature of the signatory(ies) who are authorized to vote to the Scrutiniser through e-mail at arupkroy@rediffmail.com with a copy marked to evoting@nsdl.co.in. You can also forward the documents at the Company's e-mail ID : info@internationalcombustion.in.
 - xiii) Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
15. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for the shareholders available at the download section of www.evoting.nsdl.com.
16. You can also update your mobile no. and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
17. The e-Voting period commences on 28th November 2014 (9.00 A.M.) and ends on 27th December, 2014 (6.00 P.M.). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form as on the **cut-off date i.e. 21st November, 2014**, may cast their vote electronically. **The e-Voting module shall be disabled by NSDL for voting thereafter**. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
18. The Scrutiniser shall within a period not exceeding three (3) working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company, and shall submit his report of the votes cast in favour of or against the resolution through physical postal ballot/ e-voting to the Chairman of the Company **on or before December 31, 2014**.