



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

14th January, 2015

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

Scrip Code : 505737
Sub : Minutes of Proceedings of Postal Ballot Meeting

Dear Sir,

We enclose herewith a copy of the minutes of the proceedings of the meeting convened on 31st December, 2014 for the purpose of declaration of the Postal Ballot Voting (including both the options of Physical Postal Ballot & Electronic-Voting Facility) Results on the Special Resolution detailed in the Postal Ballot Notice dated 5th November, 2014 for seeking the consent of shareholders for effecting alterations in the Objects Clause of the Memorandum of Association of the Company.

Thanking You,

Yours faithfully,
For **International Combustion (India) Limited**

S. C. Saha
Vice President (Finance) & Secretary

Encl. : As above

MEETING HELD AT

ON

AT

MINUTE BOOK

INTERNATIONAL COMBUSTION (INDIA) LIMITED

MINUTES OF THE PROCEEDINGS OF A MEETING HELD AT THE REGISTERED OFFICE OF INTERNATIONAL COMBUSTION (INDIA) LIMITED ["THE COMPANY"] AT INFINITY BENCHMARK, 11TH FLOOR, PLOT NO. G-1, BLOCK EP & GP, SECTOR V, SALT LAKE ELECTRONICS COMPLEX, KOLKATA - 700 091 ON WEDNESDAY, 31ST DECEMBER, 2014 AT 11.00 A.M. FOR THE PURPOSE OF THE DECLARATION OF THE RESULTS ON THE VOTING BY THE SHAREHOLDERS OF THE COMPANY THROUGH POSTAL BALLOT FOR THE PASSING OF A SPECIAL RESOLUTION FOR ALTERATION IN THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

PRESENT

Mr. Sanjay Bagaria	-	Chairman and Shareholder
Mr. Indrajit Sen	-	Managing Director
Mr. Sanjoy Saha	-	Executive Director (Whole-time Director)
Mr. S. C. Saha	-	Vice President (Finance) & Secretary and Shareholder
Mr. Arup Kumar Roy	-	Scrutinizer for the Postal Ballot Process
Mr. P. R. Sivasankar	-	Deputy Company Secretary
Mr. Ashok Kamal Manna	-	Accounts Executive

Mr. Sanjay Bagaria, Chairman of the Board, took the Chair.

PROCEEDINGS

The Chairman stated that the Company had, on 27th November, 2014, sent to all the shareholders of the Company who were holding shares as on 21st November, 2014, (the cut-off date), the Postal Ballot Notice dated 5th November, 2014 under Section 110 of the Companies Act, 2013, for obtaining the consent of the shareholders vide the below-mentioned Special Resolution through Postal Ballot (including both the options of Physical Postal Ballot & Electronic-Voting Facility) for effecting alterations in the Objects Clause of the Memorandum of Association of the Company as required under Section 13 of the Companies Act, 2013.

Item No. 1 of the Postal Ballot Notice (As a Special Business) - Alteration of the Objects Clause of the Memorandum of Association of the Company

"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


CHAIRMAN'S
INITIALS

MEETING HELD AT

ON

AT

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."

The Scrutinizer stated that the Postal Ballot Voting period had concluded on 27th December, 2014 and the scrutiny of the votes cast both by Physical Postal Ballot & Electronic-Voting Facility had been duly carried out by him. The Scrutinizer then handed over the sealed envelope containing the Scrutinizer's Report on the Postal Ballot Process to the Chairman.

The Chairman opened the sealed envelope containing the Scrutinizer's Report on the Postal Ballot Process and placed the same before the meeting.

The Chairman then read out the results of the Postal Ballot Voting on the Resolution as below :-


CHAIRMAN'S
INITIALS

MEETING HELD AT	ON	AT

MINUTE BOOK

Assent (For) / Dissent (Against) to the Resolution	Number of Votes cast by Physical Postal Ballot	Number of Votes cast by Electronic- Voting Facility	TOTAL	
			Number of Votes Cast	% of Total Votes Cast
Assent (For)	1289315	2232	1291547	99.98
Dissent (Against)	193	26	219	0.02
TOTAL	1289508	2258	1291766	100.00

The Chairman also noted that a total of 1452 votes cast by 17 shareholders through Physical Postal Ballot were rejected on technical grounds.

On the basis of the aforesaid results of the Postal Ballot Voting, the Chairman declared the aforementioned resolution as carried as a Special Resolution with requisite majority.

The meeting concluded with a vote of thanks to the Chair.


 CHAIRMAN

CHAIRMAN'S
INITIALS