



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

6th August, 2016

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

Scrip Code : 505737
Sub : Notice of 80th Annual General Meeting

Dear Sir,

We enclose herewith a copy of the Notice convening the 80th Annual General Meeting of the shareholders of the Company scheduled to be held on Friday, 2nd September, 2016 at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017.

Thanking You,

Yours faithfully,
For International Combustion (India) Limited

S. C. Saha
Company Secretary

Encl. : As above



International Combustion (India) Limited

CIN: L36912WB1936PLC008588

Regd. Office : Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP,
Sector V, Salt Lake Electronics Complex, Kolkata – 700 091

Phone : +91(033) 3315 3000 ; Fax : +91(033) 2357 6653

e-mail : info@internationalcombustion.in

Website : www.internationalcombustion.in

Notice of Annual General Meeting

Notice is hereby given that the EIGHTIETH ANNUAL GENERAL MEETING of the shareholders of International Combustion (India) Limited shall be held at Kala Kunj, 48, Shakespeare Sarani, Kolkata – 700017 on Friday, the 2nd September, 2016 at 2.00 P.M. to transact the following businesses:-

AS ORDINARY BUSINESSES & AS ORDINARY RESOLUTIONS

1. To receive, consider and adopt the Annual Audited Financial Statements (both Standalone & Consolidated) of the Company for the Financial Year ended 31st March, 2016, i.e. the Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss and the Cash Flow Statement for the Financial Year ended on that date (including the notes, schedules, annexures & attachments thereto) together with the Reports of the Board of Directors (including its annexures & attachments) and Auditors thereon.
2. To appoint a Director in place of Mr. Indrajit Sen (DIN – 00216190), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration and, in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :
“RESOLVED THAT pursuant to Sections 139 of the Companies Act, 2013 (the Act) read with the Companies (Audit & Auditors) Rules, 2014 and any other applicable provisions of the said Act, the appointment of M/s. Lodha & Co. (Firm Registration No. 301051E), Chartered Accountants, as the Statutory Auditors of the Company, made at the Seventy-Eighth Annual General Meeting (AGM) of the shareholders of the Company held on 12th September, 2014, with effect from the conclusion of the said AGM till the conclusion of the 81st AGM (subject to ratification at the 79th & 80th AGMs), be and is hereby ratified for the period commencing with the conclusion of this meeting and ending with the conclusion of the next (81st) Annual General Meeting, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, plus service tax as applicable and reimbursement of out-of-pocket expenses, as may be actually incurred.”

By Order of the Board

Kolkata
The 20th May, 2016

S. C. Saha
Company Secretary

NOTES :

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a Member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.**
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, 27th August, 2016 to Friday, 2nd September, 2016 (both days inclusive).
3. Corporate members are requested to send/bring a duly certified copy of Board/Governing body Resolution under Section 113 of the Companies Act, 2013, authorising their representative to attend and vote on their behalf.
4. Members are requested to bring their attendance slips alongwith copy of the Annual Report to the Annual General Meeting.
5. In accordance with the provisions of Section 124 of The Companies Act, 2013 (the Act), the unpaid/unclaimed dividend for the year ended 31st March, 2009 (Financial Year 2008-09) will be



transferred to Investors' Education and Protection Fund (IEPF) of the Central Government after 19th September, 2016. Shareholders who have not so far encashed their dividend warrants, are **requested to claim immediately** the dividend in writing to the Company's Registrar & Share Transfer Agents – M/s. C. B. Management Services (P) Ltd., P-22, Bondel Road, Kolkata 700019 on or before 31st August, 2016. It may please be noted that once the unclaimed dividend is transferred to IEPF, no claim shall be made either to the Company or to the Fund.

6. The Shareholders who have not encashed their dividend warrants for the Financial Years 2009-10 to 2014-15, are requested to claim immediately the dividend in writing to the Company's Registrar & Share Transfer Agents at the address given under Item No. 5 above. It may please be noted that once the unclaimed dividend is transferred to IEPF, on expiry of 7 years from the date they first became due for payment, no claim shall lie against the Company or IEPF in respect of such unclaimed dividends.
7. The Company has transferred the unpaid/unclaimed dividend declared for the Financial Year 2007-08 on the due date to the IEPF established by the Central Government and hence, no claim against the same can be entertained any longer.
8. Shareholders holding shares in physical form are requested to notify immediately to the Registrar & Share Transfer Agents any change of address and/or "Pin Code" in case the mailing address mentioned on this Annual Report is without Pin Code/incorrect Pin Code.
9. In terms of the provisions of Section 72 of the Companies Act, 2013 individual shareholders holding shares in physical form, may make nomination in Form SH-13 which can be obtained from the Registrar & Share Transfer Agents of the Company. However, in case of demat holdings, the shareholders should approach their respective depository participants for making nominations.
10. Members, who have multiple accounts in identical names or joint names in same order are requested to intimate the Registrar & Share Transfer Agents – M/s. C.B. Management Services (P) Ltd., at their address given under item no. 5 above, the Ledger Folios of such accounts to enable the Company to consolidate all such shareholdings into one account.
11. Members are requested to fill in the Attendance Slips in all respects including Folio No. or DP ID, Client ID as the case may be and sign the same before presenting to registration desk at the venue of AGM.
12. In terms of the Companies Act, 2013, the Annual Report for the year 2015-16 in electronic form shall be sent by e-mail to those shareholders who have intimated/ registered their e-mail addresses for the purpose. In addition, the Annual Report for the year 2015-16 in physical form shall be sent to those shareholders who have not intimated/ registered their e-mail addresses for the purpose of receiving the same in electronic form. It may please be noted that the full text of the Annual Report will also be available in an easily navigable format on the website of the Company, www.internationalcombustion.in for download by the shareholders.

Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 30th August, 2016 (9:00 am) and ends on 1st September, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 26th August, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
- (i) Open email and open PDF file i.e. **International Combustion (India) Ltd.** remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “**International Combustion (India) Limited**”.
 - (viii) Now you are ready for remote 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 individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to arupkroy@rediffmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided in e-voting particulars annexed to the Notice for the AGM in the following format:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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 - (ii) Please follow all steps from Sl. No.(A) (ii) to Sl. No.(A) (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 26th August, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 26th August, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA, mentioning his/her Folio No. or DP ID & Client ID.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting@nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.



- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Arup Kumar Roy, Practicing Company Secretary (Membership No. CP 9597) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.internationalcombustion.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

BRIEF PROFILE OF THE DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING 80TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SECURITIES & EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name	INDRAJIT SEN
Age	76 years
Qualifications	Bachelor of Engineering (Mechanical)
Other Professional Membership	Member of The Institution of Production Engineers, U.K.
Expertise in specific functional area	54 years' experience in Engineering Industry and Corporate Management.
List of other Companies in which Directorship held	<ul style="list-style-type: none">• Stone India Limited• Mozer Process Technology Pvt. Ltd.
Membership of the Committees of the Board of other Companies on which he is a Director as on 31st March, 2016	Stone India Limited - <ul style="list-style-type: none">• Audit Committee (Chairman)• Shareholders' Relationship Committee (Member)
Shareholding in the Company	Nil
Inter-se Relationship between Directors	Nil

By Order of the Board

Kolkata
20th May, 2016

S. C. Saha
Company Secretary