



## 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

Date : 30.05.2014

Mr. Sukhendu Ray  
6B, Sonali Apartments,  
8/2, Alipore Park Road,  
Kolkata - 700 027

Dear Sir,

### Sub : Ratification of Your Appointment

In accordance with Section 149 of the Companies Act, 2013 and in pursuance to the resolution passed by the Board of Directors of the Company at their meeting held on 2<sup>nd</sup> May, 2014, we are pleased to inform you that your appointment as an Independent Director of the Company has been formally ratified by the Board with effect from 1<sup>st</sup> April, 2014 subject to confirmation by the shareholders at their ensuing 78<sup>th</sup> Annual General Meeting and subject to the following terms and conditions :-

- (a) Your term of appointment shall be for a maximum period of 5 years from 1<sup>st</sup> April, 2014 in accordance with Section 149 of the Companies Act, 2013 subject, however, to the possibility of a second and final term of five years with the approval of a shareholders' special resolution ;
- (b) Your duties and responsibilities shall be in accordance with the applicable provisions of the Companies Act, 2013, the Listing Agreement with the Stock Exchanges and other applicable laws and regulations ;
- (c) You shall also serve as the Chairman of the Audit Committee and a member of the Nomination & Remuneration Committee, the Share Transfer & Stakeholders' Relationship Committee and the Corporate Social Responsibility Committee ;
- (d) In accordance with the Companies Act, 2013, you shall be liable only in respect of such acts of omission or commission by the Company which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently ;
- (e) Currently, the Company has no Directors' and Officers' (D and O) insurance policy. However, the management is looking into the feasibility of taking out such a policy ;
- (f) the Code of Conduct that the company expects/ requires its Directors and employees to follow is enclosed ;
- (g) You shall be entitled to a sitting fee of Rs. 5000/- or such other amount as may be determined by the Board from time to time in addition to the reimbursement of actual out-of-pocket expenses incurred for attending each Board or Committee meeting ;

Thanking You,

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

  
Indrajit Sen  
Managing Director

Encl. : As above



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Regd. Off.: Infinity Benchmark, 11th Fl., Plot No. G-1,  
Block-EP & GP, Sector-V, Salt Lake, Kolkata - 700 091, India

Date : 30.05.2014

Mr. Ratan Lal Gaggar  
11, Sarat Bose Road (Lansdown Road),  
Kolkata - 700 020

Dear Sir,

### **Sub : Ratification of Your Appointment**

In accordance with Section 149 of the Companies Act, 2013 and in pursuance to the resolution passed by the Board of Directors of the Company at their meeting held on 2<sup>nd</sup> May, 2014, we are pleased to inform you that your appointment as an Independent Director of the Company has been formally ratified by the Board with effect from 1<sup>st</sup> April, 2014 subject to confirmation by the shareholders at their ensuing 78<sup>th</sup> Annual General Meeting and subject to the following terms and conditions :-

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- (d) In accordance with the Companies Act, 2013, you shall be liable only in respect of such acts of omission or commission by the Company which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently ;
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Thanking You,

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

  
Indrajit Sen  
Managing Director

Encl. : As above