

**CRITERIA OF MAKING PAYMENTS TO
THE NON-EXECUTIVE DIRECTORS OF
THE COMPANY**



**INTERNATIONAL COMBUSTION
(INDIA) LIMITED**

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THE COMPANY**

In terms of the Remuneration Policy of the Company and the Articles of Association of the Company, the Board of Directors of the Company, from time to time, determines the sitting fee payable to each non-executive Director of the Company for attending each meeting of the Board or a Committee thereof or any separate meeting of Independent Directors, as the case may be, within the overall limits fixed under the Companies Act, 2013 and rules made thereunder.

The sitting fee payable currently to each non-executive Director of the Company for attending each meeting of the Board or a Committee thereof or any separate meeting of Independent Directors, as the case may be, is Rs. 20,000/- (Rupees Twenty Thousand Only) plus applicable taxes.

Further, in terms of the Remuneration Policy of the Company, the Chairman of the Company, being a Non-Executive Director, who devotes additional time and attention to the affairs of the Company, besides attending the Board/ Committee meetings, and performs additional functions and duties, is paid a Commission @ 2% of the net profits of the Company computed under Section 198 of the Companies Act, 2013, which has been duly approved by the Board of Directors and the shareholders of the Company.

The relevant legal provisions in this regard including, inter-alia, Section 197 of the Companies Act, 2013 and the rules made thereunder and Regulation 17 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are being duly complied with.