

INTERNATIONAL COMBUSTION (I) LTD.

Register of Contracts with Related Party and Contracts and Bodies etc. in which Directors are interested

[Pursuant to Section 189(1) and Rule 16(1)]

Name of the Bodies Corporate, Firms or other Association of Individuals as mentioned under sub-section (1) of section 184, in which any Director is having any concern or interest

Names of the Companies / Bodies Corporate / Firms / Association of individuals	Name of the interested Director	Nature of Interest or concern / change in interest or concern	Shareholding (if any)	Date on which Interest or concern arose / changed	Signature
International Combustion (India) Ltd.	Mr. Sanjay Bagaria	Director (Non-Executive Chairman)	13,900 2,000	13.04.1989 27.06.2023	Placed before the Board Meeting held on 19.04.2023 Sanjay Bagaria Chairman
Jagaldal Text & Industries Ltd.		Director	75,500	11.08.1986	
Mahadeo Text & Industries Ltd.		Director	25,500	04.08.1987	
Bagaria More Co. Ltd.		Director	24,75,750	26.07.1990	
Bee Emu Trade Holding Pvt. Ltd.		Director	50	30.03.1993	
International Combustion (India) Ltd.	Mr. Indrajit Sen	Managing Director	NIL	15.04.1985	
Europhy Industries Ltd.	Mr. Ratan Lal Gargar	Director	NIL	23.06.1976	
Paharpur Coaling Toners Ltd.		Director	NIL	30.12.1989	
Sunmedha Fiscal Services Ltd.		Director	NIL	30.03.1993	
Machind Polymer Ltd.		Director	NIL	12.02.1999	
Uttarakashi Power Corpn. Ltd.		Director	NIL	08.09.2012	
International Combustion (India) Ltd.		Director	NIL	11.01.1989	
Machind Polymers India Pvt. Ltd.		Director	NIL	30.09.2021	
Ramakrishna Foreigns Ltd.	Mr. Vandipam Chakravorty	Director	NIL	24.03.2016	
International Combustion (India) Ltd.		Director	NIL	08.02.2020	
Asian Hotels (Fact) Ltd.		Director	NIL	10.08.2021	
Rosel India Ltd.	Mr. Nayantora Palchoudhuri	Director	NIL	31/07/2015	
Vesuvius India Ltd.		Director	NIL	25.09.2020	
Tataganhi Wagons Ltd.		Director	NIL	30.12.2020	
Ludlow Text & Specialities Ltd.		Director	NIL	01.09.2015	
Nico Park & Resorts Ltd.		Director	NIL	24.12.2020	
Wachabarie Tea Co. Pvt. Ltd.		Whole Time Director		01.04.2015	
Amba River Coxe Ltd.		Director	NIL	18.09.2015	
JSN Bengal Steel Ltd.		Director	NIL	22.07.2015	
International Combustion (India) Ltd.		Director	NIL	26.07.2022	
International Combustion (India) Ltd.	Mr. Sanjoy Saha	Director	NIL	NIL 7.02.20	



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 : 25.07.2023

Mr. Srikumar Menon
P-21/N, Block - A, Flat - 3A, Ground Floor,
New Alipore
Kolkata - 700 053

Sub : Your Appointment as an Independent Director

Sir,

We are pleased to inform you that in accordance with Sections 149 & 161 of the Companies Act, 2013 read with Article 86 of the Articles of Association of the Company, the Board of Directors of the Company, at its meeting held on 25th July, 2023, has appointed you as an Independent Director on the Board of the Company subject to confirmation by the shareholders by means of a special resolution at their ensuing 87th 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 with effect from 25th July, 2023, in accordance with Section 149 of the Companies Act, 2013 subject, however, to the possibility of a second and final consecutive 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 SEBI (LODR) Regulations, 2015 and other applicable laws and regulations ;
- (c) You shall also be serving as the Chairperson of the Audit Committee and as a member of the Nomination & Remuneration 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, at present, the Company is not required to take out such a policy under the applicable laws and regulations ;
- (f) the Code of Conduct (including the Code for Independent Directors) that the Company expects/ requires its Directors and employees to follow is enclosed ; and
- (g) You shall be entitled to a sitting fee of Rs. 40,000/- 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 Sincerely,
For International Combustion (India) Limited


Indrajit Sen
Managing Director

Encl. : As above

Sanjay Bagaria
7, Ashoka Road,
Alipore,
Kolkata - 700 027

Date : 25.05.2023

International Combustion (India) Limited
Infinity Benchmark, 11th Floor, Plot No. G-1,
Block EP & GP, Sector V,
Salt Lake Electronics Complex
Kolkata - 700 091

Sub : Notice u/s 160 of the Companies Act, 2013


Dear Sir,

I am holding 43,900 equity shares of the Company in dematerialized mode under DP ID IN300214 & CL ID 14717546. I hereby give notice to the Company, pursuant to Section 160 of the Companies Act, 2013, proposing the name of Mr. Rana Pratap Singh for appointment to the Office of Director of the Company at the forthcoming 87th Annual General Meeting (AGM) of the shareholders of the Company.

You are requested to kindly do the needful in the matter.

Thanking You,

Yours faithfully,


(Sanjay Bagaria)

Sanjay Bagaria
7, Ashoka Road,
Alipore,
Kolkata - 700 027

Date : 25.07.2023

International Combustion (India) Limited
Infinity Benchmark, 11th Floor, Plot No. G-1,
Block EP & GP, Sector V,
Salt Lake Electronics Complex
Kolkata - 700 091

Sub : Notice u/s 160 of the Companies Act, 2013

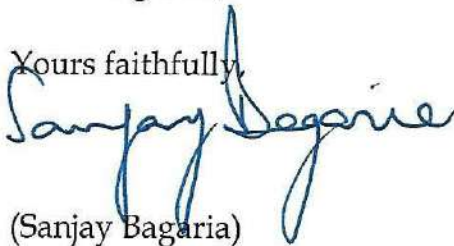
Dear Sir,

I am holding 43,900 equity shares of the Company in dematerialized mode under DP ID IN300214 & CL ID 14717546. I hereby give notice to the Company, pursuant to Section 160 of the Companies Act, 2013, proposing the name of Mr. Srikumar Menon for appointment to the Office of Director of the Company at the forthcoming 87th Annual General Meeting (AGM) of the shareholders of the Company.

You are requested to kindly do the needful in the matter.

Thanking You,

Yours faithfully,



(Sanjay Bagaria)

DRAFT

THIS AGREEMENT made this Thirtieth day of August, Two Thousand And Twenty-Three between INTERNATIONAL COMBUSTION (INDIA) LIMITED, a Company incorporated under the Indian Companies Act, 1913 and having its Registered Office at Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP, Sector - V, Salt Lake Electronics Complex, Kolkata - 700 091 (hereinafter called "the Company") of the ONE PART and MR. RANA PRATAP SINGH, son of Late Shri Ramji Singh, resident of House No - 475, Sector - 8, Faridabad - 121 006, Haryana, (hereinafter called "the Executive Director") of the OTHER PART.

WHEREAS

The Board of Directors of the Company by a Resolution passed on 25th May, 2023, appointed Mr. Rana Pratap Singh as an Executive Director (Whole-time Director) with effect from 1st June, 2023 and to hold office till 30th April, 2026. The said appointment and the remuneration therefor was recommended by the Nomination & Remuneration Committee of the Board at its meeting held on 25th May, 2023 and approved by the Board of Directors at its meeting held on 25th May, 2023 and the appointment was subsequently approved by a Special Resolution passed at the 87th Annual General Meeting of the shareholders of the Company held on 30th August, 2023, pursuant to the provisions of Section 152 & Chapter XIII of the Companies Act, 2013 (hereinafter called "the Act"), read with Schedule V to the said Act.

Now, the parties hereto are therefore desirous of entering into this Agreement.

NOW IT IS HEREBY agreed and declared as follows :-

1. The Executive Director (Whole-time Director) is hereby appointed and shall remain the Executive Director (Whole-time Director) of the Company for the period from the 1st day of June, 2023 till 30th April, 2026, with the powers and upon terms as to remuneration and otherwise and subject to the conditions hereinafter set forth which the Executive Director (Whole-time Director) hereby accepts.
2. Subject to the superintendence, control and direction of the Board of Directors of the Company (hereinafter called "the Board") and the Managing Director of the Company, the Executive Director (Whole-time Director) shall be in the whole-

time employment of the Company and shall have power to do all such acts, deeds, matters, and things on behalf of the Company as may be or are usual, necessary or expedient to be done by a Whole-time Director and as are not by the Act, or any other law or by any direction of the Board or by the Memorandum and Articles of Association of the Company, expressly forbidden to be done by the Whole-time Director as such Whole-time Director of the Company or required to be done/ exercised only by the Board or by the Managing Director or by the Company through general meeting, provided further that the Board hereby agrees to confirm and ratify all and whatsoever the Whole-time Director shall do or cause to be done by virtue of the power given to him by the Board.

3. Subject as aforesaid, the Executive Director (Whole-time Director) shall, during the continuance of this Agreement, devote his time, attention and ability to the business and affairs of the Company and shall subject to the provisions of Section 179 of the Act, exercise the powers and perform the duties which, from time to time, may be assigned to or vested in him by the Board and shall at all times obey and comply with the lawful orders of the Board or of the Managing Director and in all respects conform to and comply with the directions and regulations made and given by the Board or by the Managing Director or by the Company in general meeting in relation to the business or trade of the Company and, to the best of his skill and ability, serve and promote the interests and welfare of the Company.
4. The Executive Director (Whole-time Director) shall, unless prevented by ill health or disability, throughout the said term, devote adequate time, attention and abilities to the business of the Company and shall in all respects, conform to and comply with directions given and regulations made by the Board as well as the directions given by the Managing Director and shall well and faithfully serve the Company and use his best endeavor to promote the interests of the Company.
5. Notwithstanding the limits laid down in Section 197(1) of the Companies Act, 2013, Mr. Rana Pratap Singh, during the currency of his tenure as Executive Director (Whole-time Director) for the period from 1st June, 2023, till 30th April, 2026, shall be entitled to the following remuneration, which in the event of loss or inadequacy of profits in any financial year, shall also be treated as the minimum remuneration payable to him in terms of Schedule V, Part II, Section II of the Companies Act, 2013, as amended till date :-

PART A

Sl. No.	Particulars of Remuneration	1 st June, 2023 to 30 th April, 2024 [Rs.]	1 st May, 2024 to 30 th April, 2025 [Rs.]	1 st May, 2025 to 30 th April, 2026 [Rs.]
1.	Salary	52,00,000	56,00,000	60,00,000
2.	Perquisites (HRA/ Conveyance, Furnishing/ Gas & Electricity/ LTA/ Medical / Club Fees, etc.)	52,00,000	56,00,000	60,00,000
	TOTAL	1,04,00,000	1,12,00,000	1,20,00,000

PART B

Besides, Mr. Singh shall also be entitled to Provident Fund, Gratuity and encashment of leave in accordance with the rules of the Company.

PART C

- a) Expenses for Telephone, mobile phone and broadband facilities provided by the Company shall not be considered as perquisites provided that personal long distance calls shall be billed by the Company to him.
 - b) Mr. Singh shall be entitled to earn Privilege Leave on full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months' of service.
 - c) Mr. Singh shall be entitled to reimbursement of entertainment expenses actually and properly incurred by him in connection with the business of the Company.
 - d) Mr. Singh shall not, as long as he functions as the Executive Director (Whole-time Director) of the Company, be entitled to receive any fee for attending any meeting of the Board or of any committee thereof.
- 6.(a) Termination - Either party hereto may terminate this Agreement by giving to the other party not less than six months' notice in writing provided that either party may in the alternative, terminate this Agreement by paying to the other six months' salary in lieu of such notice.
- (b) Notwithstanding anything herein contained, the Executive Director's appointment shall determine if for any reason he ceases to be a Director of the Company. If the Executive Director shall be guilty of any act of misconduct, this Agreement may be terminated by the Company by giving him not less than six months' Notice in writing or paying him six months' salary in lieu thereof.
- 7.(a) Notwithstanding the termination of this Agreement under any provisions herein contained in any manner and for any reason, the Executive Director (Whole-time Director) shall not thereafter divulge or disclose directly or indirectly to any one, any knowledge or information which he may acquire concerning the affairs, property or business of the Company, particularly concerning any secret process or formula connected with the Company's manufacturing process and shall also use his best endeavours to prevent any other person from doing so.
- (b) The Executive Director (Whole-time Director) shall not at any time during the period of this Agreement, take service with or become engaged or interested directly or indirectly in any business or trade other than the Company's business without the previous consent of the Company in writing.
8. In the event of this Agreement being terminated under any of the provisions of Clause 6 hereof or in the event the Executive Director (Whole-time Director) should die during the currency of this Agreement, the Company shall pay him or his executor, administrator or any other legal representative, the amount of remuneration, if any, due to the Executive Director (Whole-time Director) upto the date of such termination or death.
9. In the event of any dispute or difference arising between the Company and the Executive Director (Whole-time Director) or his heirs, executors or any other legal representative as to the construction of this Agreement or interpretation of any terms of this Agreement or the rights, duties or obligations of either party hereunder or any matter arising out of this Agreement, such dispute or difference shall be referred to the arbitration of two Arbitrators in Kolkata (one to be appointed by each party) or the umpire to be appointed by the two Arbitrators jointly in case of necessity and decision resulting therefrom shall be final and binding on the parties to such dispute or difference subject to the provisions of the Arbitration and Conciliation Act, 1996, and the said reference shall be deemed to be a reference under the provisions of the Arbitration and

Conciliation Act, 1996 or any statutory modification or re-enactment thereof for the time being in force.

IN WITNESS whereof the parties hereto have executed these presents the day and year first above written.

THE COMMON SEAL of the above)
named INTERNATIONAL COMBUSTION)
(INDIA) LIMITED hereunto been affixed in the)
presence of Mr. Indrajit Sen, Managing Director,)
and Mr. P. R. Sivasankar, Company Secretary of the)
Company, who have signed these presents in)
the presence of :)

Signature of Witness :

Name :

Address :

Occupation :

SIGNED, SEALED AND DELIVERED by the)
above named RANA PRATAP SINGH in the presence of :)

Signature of Witness :

Name :

Address :

Occupation :

ARUP KUMAR ROY

Practicing Company Secretary

201, Sarat Bose Road, Kolkata 700 029
Phone +91 33 4004 0045, Mobile 98316 87785
arupkroy@rediffmail.com



CERTIFICATE

CIN of the Company : L36912WB1936PLC008588
Nominal Capital : Rs. 5,00,00,000/-

To
The Board of Directors of
International Combustion (India) Limited
Infinity Benchmark, 11th Floor,
Plot No. G-1, Block EP & GP, Sector V,
Salt Lake Electronics Complex
Kolkata – 700 091

I hereby certify that as on date, none of the Directors on the Board of Directors of M/s. International Combustion (India) Limited, a company incorporated under the Indian Companies Act, 1913, and having its registered office at Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP, Sector V, Salt Lake Electronics Complex, Kolkata – 700091, (hereinafter referred to as “the Company”), as per detailed List of Directors of the Company given below, have been debarred or disqualified from being appointed or continuing in office as Directors of companies, either by the Securities & Exchange Board of India or by the Ministry of Corporate Affairs or by any other such statutory authority.

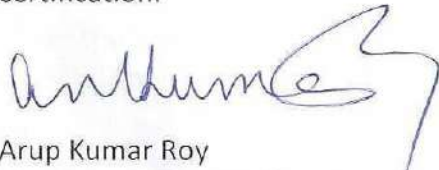
Sl. No.	Name	Residential Address	Director Identification Number (DIN)
1.	Mr. Sanjay Bagaria, Chairman	7, Ashoka Road, Alipore, Kolkata – 700 027	00233455
2.	Mr. Indrajit Sen, Managing Director	2B, Alpha Apartments, 717, New Alipore, Block P, Kolkata – 700 053	00216190
3.	Mr. Sandipan Chakravorty, Independent Director	9CD, Ashoka Apartments, 111, Southern Avenue, Kolkata – 700 029	00053550
4.	Ms. Nayantara Palchoudhuri, Independent Director	64, Lake Place, Kolkata – 700 029	00581440
5.	Mr. Ratan Lal Gaggar, Independent Director	11, Sarat Bose Road (Lansdown Road), Kolkata – 700 020	00066068
6.	Mr. Rana Pratap Singh, Executive Director (Whole-time Director)*	House No – 475, Sector – 8, Faridabad – 121 006, Haryana	10186266

*Appointed by the Board at its meeting held on 25th May, 2023, with effect from 1st June, 2023.



00233455
00216190
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I have examined all relevant records and have obtained all the information and explanations which, to the best of my knowledge and belief, were necessary for the purposes of the above certification.



Arup Kumar Roy
Practicing Company Secretary
Membership No. : ACS-6784
Certificate of Practice No. : 9597

UDIN : A006784E000373876

Date : 25th May, 2023
Place : Kolkata



ARUP KUMAR ROY

Practicing Company Secretary

201, Sarat Bose Road, Kolkata 700 029
Phone +91 33 4004 0045, Mobile 98316 87785
arupkroy@rediffmail.com



CERTIFICATE

CIN of the Company : L36912WB1936PLC008588

Nominal Capital : Rs. 5,00,00,000/-

To

The Board of Directors of
International Combustion (India) Limited
Infinity Benchmark, 11th Floor,
Plot No. G-1, Block EP & GP, Sector V,
Salt Lake Electronics Complex
Kolkata - 700 091

I hereby certify that as on date, none of the Directors on the Board of Directors of M/s. International Combustion (India) Limited, a company incorporated under the Indian Companies Act, 1913, and having its registered office at Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP, Sector V, Salt Lake Electronics Complex, Kolkata - 700091, (hereinafter referred to as "the Company"), as per detailed List of Directors of the Company given below, have been debarred or disqualified from being appointed or continuing in office as Directors of companies, either by the Securities & Exchange Board of India or by the Ministry of Corporate Affairs or by any other such statutory authority.

Sl. No.	Name	Residential Address	Director Identification Number (DIN)
1.	Mr. Sanjay Bagaria, Chairman	7, Ashoka Road, Alipore, Kolkata - 700 027	00233455
2.	Mr. Indrajit Sen, Managing Director	2B, Alpha Apartments, 717, New Alipore, Block P, Kolkata-700053	00216190
3.	Mr. Sandipan Chakravorty, Independent Director	9CD, Ashoka Apartments, 111, Southern Avenue, Kolkata - 700 029	00053550
4.	Ms. Nayantara Palchoudhuri, Independent Director	64, Lake Place, Kolkata - 700 029	00581440
5.	Mr. Ratan Lal Gaggar, Independent Director	11, Sarat Bose Road (Lansdown Road), Kolkata - 700 020	00066068
6.	Mr. Rana Pratap Singh, Executive Director (Whole-time Director)	House No - 475, Sector - 8, Faridabad - 121 006, Haryana	10186266
7.	Mr. Srikumar Menon, Independent Director	P-21/N, Block - A, Flat - 3A, Ground Floor, New Alipore, Kolkata - 700 053	00470254



0 233455

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I have examined all relevant records and have obtained all the information and explanations which, to the best of my knowledge and belief, were necessary for the purposes of the above certification.



Arup Kumar Roy
Practicing Company Secretary
Membership No. : ACS-6784
Certificate of Practice No. : 9597

UDIN : A006784E000678576

Date : 25th July, 2023
Place : Kolkata

