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# INTERNATIONAL

Register of Contracts with Related Party and Contracts

[Pursuant to

Name of the Bodies Corporate, Firms or other Association of Individuals as mentioned under sub-section (1)

Names of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director
International Combustion (India) Ltd.	Mr. Sanjay Bagaria
Jagatdal Text & Industries Ltd.	
Mahadeo Text & Industries Ltd.	
Bagaria More Co. Ltd.	
Bee Comm Trade Holding Pvt. Ltd.	
International Combustion (India) Limited	Mr. Indrajit Sen
International Combustion (India) Limited	Mr. Rama Pratap Singh
Rosell India Limited	Mr. Nayantra Palchoudhuri
Vesuvius India Limited	
Tetapark Rail System Limited	
Nico's Park & Resorts Limited	
Washbarrie Tea Co. Pvt. Ltd.	
International Combustion (India) Ltd.	
Jay Shree Tea And Industries Ltd.	
Ramachandra Forgings Ltd.	Sandipan Chakravorty
International Combustion (India) Ltd.	
Asian Hotels (East) Limited	
Neelachal Ispat Nigam Limited	Sanjiv Menon
Etrans Solutions Pvt. Ltd.	
Ramp Insurance Brokers Pvt. Ltd.	
International Combustion (India) Ltd.	
Goodricke Group Limited	
BTCL EPC Ltd.	Sandipan Chakravorty

# COMBUSTION (I) LTD.

and Bodies etc. in which Directors are interested

Section 189(1) and Rule 16(1)]

of section 184, in which any Director is having any concern or interest

Nature of Interest or concern / change in interest or concern	Shareholding (if any)	Date on which Interest or concern arose / changed	Signature
Chairman			Placed before the Board Meeting held on 28.10.2016
Director			Sanjay Bagaria
Director			Chairman
Director			
Director			
Managing Director			Placed before the Board Meeting held on 28.10.2016
			Sanjay Bagaria
			Chairman
Executive Director			Placed before the Board Meeting held on 28.10.2016
			Sanjay Bagaria
			Chairman
Director			Placed before the Board Meeting held on 28.10.2016
Director			Sanjay Bagaria
Director			Chairman
Director			
Director			
Director			
Director			
Director			
Director	NIL	24.09.2016	Placed before the Board Meeting held on 28.10.2016
Director	NIL	07.02.2020	Sanjay Bagaria
Director	NIL	10.08.2021	Chairman
Director	NIL	04.07.2022	Placed before the Board Meeting held on 28.10.2016
Director	NIL	28.10.2016	Sanjay Bagaria
Director	NIL	18.11.2015	Chairman
Director	NIL	26.07.2023	
Director	NIL	10.05.2024	
Director	NIL	09.06.2025	Placed before the Board Meeting held on 31.07.2024
			Sanjay Bagaria
			Chairman



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**Contracts or Agreements with any related Party under Section 188 or in which any Director is concerned or**

[illegible]

interested under Sub-section (2) of Section 184

[illegible]



## INTERNATIONAL

### Register of Contracts with Related Party and Contracts

[Pursuant to

**Contracts or Agreements with any related Party under Section 188 or in which any Director is concerned or**

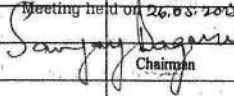



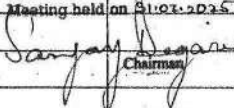

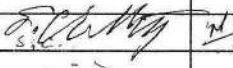
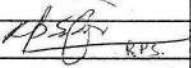
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**COMBUSTION (I) LTD.**

and Bodies etc. in which Directors are interested

**Section 189(1) and Rule 16(1)]**

interested under Sub-section (2) of Section 184

Details of Voting on Such Resolution				Date of the next meeting at which Register was placed for signature	Reference of specific Items – (a) to (g) under Sub-section (1) of Section 188	Amount of Contract or arrangement	Date of Shareholders approval, if any	Signature	Remarks, if any
No. of Directors Present in the Meeting (8)	Directors voting in favour (9)	Directors voting against (10)	Directors remaining neutral (11)	(12)	(13)	(14)	(15)	(16)	(17)
				26.05.2025		500/-			Placed before the Board Meeting held on 26.05.2025
				26.05.2025		500/-			Chairman
									S. Menon
									NTPC
									RPS
				31.07.2025		500/-			Placed before the Board Meeting held on 31.07.2025
				31.07.2025		500/-			Chairman
									S. Menon
									NTPC
									RPS



## **DRAFT**

### **SUPPLEMENTARY AGREEMENT**

THIS SUPPLEMENTARY AGREEMENT made this Twelfth day of September, Two Thousand And Twenty-Five between INTERNATIONAL COMBUSTION (INDIA) LIMITED, a Company incorporated under the Indian Companies Act, 1913 and having its Registered Office at Infinity Benchmark, 11<sup>th</sup> 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 (Whole-time Director)"] of the OTHER PART.

#### **WHEREAS**

The Board of Directors of the Company by a Resolution passed on 25<sup>th</sup> May, 2023, had appointed Mr. Rana Pratap Singh as an Executive Director (Whole-time Director) with effect from 1<sup>st</sup> June, 2023 and to hold office till 30<sup>th</sup> April, 2026. The said appointment and the remuneration therefor was recommended by the Nomination & Remuneration Committee of the Board at its meeting held on 25<sup>th</sup> May, 2023 and approved by the Board of Directors at its meeting held on 25<sup>th</sup> May, 2023 and the appointment was subsequently approved by a Special Resolution passed at the 87<sup>th</sup> Annual General Meeting of the shareholders of the Company held on 30<sup>th</sup> 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.

#### **AND WHEREAS**

The Company and the Executive Director (Whole-time Director) had entered into an agreement dated 30<sup>th</sup> August, 2023, laying out the detailed remuneration and various other terms and conditions of the said appointment.

#### **AND WHEREAS**

The aforementioned appointment is subsisting as on date.

#### **AND WHEREAS**

The Nomination & Remuneration Committee of the Board, at its meeting held on 28<sup>th</sup> April, 2025, had, considering the performance and contributions of the Executive Director (Whole-time Director) and in accordance with Remuneration Policy of the Company, recommended an upward revision in the remuneration of the Executive Director (Whole-time Director) with effect from 1<sup>st</sup> May, 2025 and till the completion of the residual period of his

aforementioned tenure i.e. till 30<sup>th</sup> April, 2026 and the same was approved by the Board of Directors of the Company at its meeting held on even date i.e. 28<sup>th</sup> April, 2025 but subject, however, to the approval of the shareholders of the Company.

### **AND WHEREAS**

The aforementioned upward revision in the remuneration of the Executive Director (Whole-time Director) was subsequently approved by a Special Resolution passed at the 89<sup>th</sup> Annual General Meeting of the shareholders of the Company held on 10<sup>th</sup> September, 2025, 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 Supplementary Agreement.

NOW IT IS HEREBY agreed and declared as follows :-

1. Notwithstanding the limits laid down in Section 197(1) of the Companies Act, 2013, Mr. Rana Pratap Singh, during the residual period of his current tenure as Executive Director (Whole-time Director) of the Company i.e. for the period from 1<sup>st</sup> May, 2025, till 30<sup>th</sup> 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**

<b>Sl. No.</b>	<b>Particulars of Remuneration</b>	<b>1<sup>st</sup> May, 2025 to 30<sup>th</sup> April, 2026 [Rs.]</b>
1.	Salary	75,00,000
2.	Perquisites (HRA/ Conveyance, Furnishing/ Gas & Electricity/ LTA/ Medical / Club Fees, etc.)	75,00,000
	<b>TOTAL</b>	<b>1,50,00,000</b>

### **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.
2. All other terms and conditions of the aforementioned appointment of Mr. Singh as an Executive Director (Whole-time Director) of the Company, as laid out in the aforesaid agreement dated 30<sup>th</sup> August, 2023, including its termination clause, shall remain unchanged.
3. 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 Supplementary Agreement or interpretation of any terms of this Supplementary Agreement or the rights, duties or obligations of either party hereunder or any matter arising out of this Supplementary 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 :



**CERTIFICATE**

CIN of the Company : L36912WB1936PLC008588

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

To

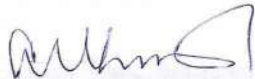
The Board of Directors of  
International Combustion (India) Limited  
Infinity Benchmark, 11<sup>th</sup> Floor,  
Plot No. G-1, Block EP & GP, Sector V,  
Salt Lake Electronics Complex  
Kolkata - 700 091

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, 11<sup>th</sup> 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.	Mrs. (Prof.) Bharati Ray, Independent Director	6B, Sonali Apartments, 8/2A, Alipore Park Road, Kolkata - 700 027	06965340
5.	Mr. Ratan Lal Gaggar, Independent Director	11, Sarat Bose Road (Lansdown Road), Kolkata - 700 020	00066068
6.	Mr. Sanjoy Saha, Non- Executive Director	9A, Southern Avenue, Kolkata - 700 026	00226685



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.



Signature :

Arup Kumar Roy

Practicing Company Secretary

Membership No. : ACS-6784

Certificate of Practice No. : 9597

Date : 26<sup>th</sup> May, 2025

Place : Kolkata

UDIN: **A006784G000472141**

