



## International Combustion (India) Limited

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### Criteria of Making Payments to the Non-Executive Directors of the Company

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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.40,000/- (Rupees Forty Thousand Only). 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 @ 4% 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.

All relevant and applicable provisions of the Companies Act, 2013, the rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are being duly complied with by the Company.