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**FIRST  
ANNUAL REPORT  
2003-2004**

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**FACOR**

**FACOR STEELS LIMITED**

**Board of Directors****Umashankar Agrawal**  
Chairman**N. D. Saraf**  
Vice Chairman**M.D. Saraf**  
Vice Chairman &  
Managing Director**Vinod Saraf**  
Managing Director**A.S. Kapre****M. B. Thaker****Executives****R. V. Dalvi**  
Chief Executive**C. V. Raghavan**  
Financial Controller**S. C. Parija**  
General Manager  
(Commercial)**Bankers**

Bank of India

Central Bank of India

State Bank of India

Syndicate Bank

State Bank of Bikaner &amp; Jaipur

**Solicitors**Mulra & Mulla, and  
Craigie Blunt & Caroe**Auditor****K. P. Sahasrabudhe**  
Proprietor  
Salve And Co.,  
Chartered Accountants**Internal Auditor****M. M. Jain**  
Chartered Accountant**Registrar & Share Transfer Agents  
(for Both Physical & Electronic)****M/s IIT Corporate Service Ltd.**  
Protoprima Chambers  
3rd Floor, Suren Road,  
Near Cinemagic Theatre,  
Andheri (East), Mumbai - 400 093.  
PH. No. 26835599, 26832609  
Fax No. : 26836790 / 791**Goutam Bandyopadhyay**  
Secretary

ce is hereby given that the FIRST ANNUAL GENERAL MEETING of the Members of the Company will be held at the istered Office of the Company at 46 A & B, MIDC Industrial Estate, Hingna Road, Nagpur - 440 028 (Maharashtra) on rday, the 23<sup>rd</sup> October, 2004, at 12.30 P.M. to transact with or without modifications as may be permissible, the following nness:

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2004 and Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

To appoint M/s Salve And Company, Chartered Accountants, a Partnership Firm, as Auditors of the Company in place of Shri K.P.Sahasrabudhe, Chartered Accountant and Proprietor of M/s Salve And Company (who was appointed by the Board of Directors under section 224[5] of the Companies Act, 1956 as the first Auditor of the Company and who holds office under the said section until the conclusion of the First Annual General Meeting) due to change in constitution of the firm M/s Salve And Co. from Proprietorship to Partnership, and in that behalf to consider and, if thought fit, to pass the following resolution which will be proposed as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 224A and other applicable provisions, if any, of the Companies Act, 1956 Messrs Salve And Company, Chartered Accountants, a Partnership firm, be and are hereby appointed as the Auditors of the Company in place of Shri K.P.Sahasrabudhe, Chartered Accountant and Proprietor of the Proprietorship firm Messrs Salve And Company, consequent upon change in the constitution of the said firm from Proprietorship to Partnership, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration plus service tax as applicable and reimbursement of expenses as the Board of Directors may fix in that behalf in consultation with the said Auditors."

#### SPECIAL BUSINESS:

To appoint Shri Umashankar Agrawal, (who was appointed as an Additional Director by the Board of Directors of the Company under Article 107 of the Articles of Association of the Company and who holds office under the said Article and Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting), as a Director of the Company, and in respect of whom the Company has received a Notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Shri Umashankar Agrawal as a candidate for the office of Director and in that behalf to consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the relevant provisions of the Companies Act, 1956 including Section 257, Shri Umashankar Agrawal be and is hereby elected and appointed as a Director of the Company liable to retire by rotation."

To appoint Shri N.D.Saraf, (who was appointed as an Additional Director by the Board of Directors of the Company under Article 107 of the Articles of Association of the Company and who holds office under the said Article and Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting), as a Director of the Company, and in respect of whom the Company has received a Notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Shri N.D. Saraf as a candidate for the office of Director and in that behalf to consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the relevant provisions of the Companies Act, 1956 including Section 257, Shri N.D. Saraf be and is hereby elected and appointed as a Director of the Company liable to retire by rotation."

To appoint Shri A.S.Kapre, (who was appointed as an Additional Director by the Board of Directors of the Company

## COR STEELS LIMITED

under Article 107 of the Articles of Association of the Company and who holds office under the said Article and Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting), as a Director of the Company, and in respect of whom the Company has received a Notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Shri A.S. Kapre as a candidate for the office of Director and in that behalf to consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the relevant provisions of the Companies Act 1956 including Section 257, Shri A.S. Kapre be and is hereby elected and appointed as a Director of the Company liable to retire by rotation."

To appoint Shri M.B. Thaker, (who was appointed as an Additional Director by the Board of Directors of the Company under Article 107 of the Articles of Association of the Company and who holds office under the said Article and Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting), as a Director of the Company, and in respect of whom the Company has received a Notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Shri M.B. Thaker as a candidate for the office of Director and in that behalf to consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the relevant provisions of the Companies Act 1956 including Section 257, Shri M.B. Thaker be and is hereby elected and appointed as a Director of the Company liable to retire by rotation."

To appoint Shri M.D. Saraf (who was named in the Articles of Association of the Company as one of the first Directors of the Company and who holds office upto the date of this Annual General Meeting) as a Director of the Company, and in respect of whom the Company has received a Notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Shri M.D. Saraf as a candidate for the office of Director and in that behalf to consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the relevant provisions of the Companies Act, 1956 including Section 257, Shri M.D. Saraf be and is hereby elected and appointed as a Director of the Company liable to retire by rotation."

To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956 (the "Act") read with Schedule XIII thereto as amended upto date and all guidelines for managerial remuneration issued by the Central Government from time to time, and subject to such further approvals, if any, as may be necessary, the Company hereby approves of the appointment of Shri M.D. Saraf as Managing Director of the Company for a period of 5 years w.e.f. 1.8.2004 upon the terms and conditions as to remuneration and otherwise as set out in the draft agreement prepared in that behalf and submitted to this meeting and initialled by the Secretary for the purpose of identification and which draft agreement, the broad details of which are given in the Explanatory Statement in this item of the Notice, is hereby specifically approved with liberty to the Directors to vary the terms and conditions of the remuneration and appointment and/or the Agreement in such manner as may be agreed to between the Directors and Shri M.D. Saraf in the best interest of the Company, within the limitations in that behalf as contained in Schedule XIII to the Act or any amendments thereof or otherwise as may be permissible at law and that the Agreement when finalised be executed by the Company by affixing its Common Seal thereon in accordance with the relevant provisions contained in the Articles of Association of the Company."

To appoint Shri Vinod Saraf, (who was named in the Articles of Association of the Company as one of the first Directors of the Company and who holds office upto the date of this Annual General Meeting), as a Director of the Company, and

in respect of whom the Company has received a Notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Shri Vinod Saraf as a candidate for the office of Director and in that behalf to consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the relevant provisions of the Companies Act, 1956 including Section 257, Shri Vinod Saraf be and is hereby elected and appointed as a Director of the Company liable to retire by rotation."

To consider and if thought fit, to pass the following resolution which will be proposed as an ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956 (the "Act") read with Schedule XIII thereto as amended upto date and all guidelines for managerial remuneration issued by the Central Government from time to time, and subject to such further approvals, if any, as may be necessary, the Company hereby approves of the appointment of Shri Vinod Saraf as Managing Director of the Company for a period of 5 years w.e.f. 1.8.2004 upon the terms and conditions as to remuneration and otherwise as set out in the draft agreement prepared in that behalf and submitted to this meeting and initialled by the Secretary for the purpose of identification and which draft agreement, the broad details of which are given in the Explanatory Statement in this item of the Notice, is hereby specifically approved with liberty to the Directors to vary the terms and conditions of the remuneration and appointment and/or the Agreement in such manner as may be agreed to between the Directors and Shri Vinod Saraf in the best interest of the Company, within the limitations in that behalf as contained in Schedule XIII to the said Act or any amendments thereof or otherwise as may be permissible at law and that the Agreement when finalised be executed by the Company by affixing its Common Seal thereon in accordance with the relevant provisions contained in the Articles of Association of the Company."

To consider and if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution :

"RESOLVED THAT pursuant to Section 293 [1] [d] and other applicable provisions, if any, of the Companies Act, 1956 approval be and is hereby accorded to the Board of Directors borrowing moneys for and on behalf of the Company, from time to time, as they may consider fit, in any manner and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits, or otherwise, from any Bank or Banks or any Financial Institution(s), or other person or persons and whether the same be unsecured or secured, and, if secured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, over all or any of the Company's assets, effects and properties, including uncalled capital, stock in trade [including raw materials, stores, spare parts and components in stock or in transit] notwithstanding that the moneys so borrowed, together with the moneys, if any, already borrowed, by the Company [apart from the temporary loans obtained from the Company's bankers in the ordinary course of business] may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the sum or sums so borrowed and remaining outstanding at any one time on account of principal shall not exceed in the aggregate Rupees Three Hundred Crores".

#### NOTES:

The relevant explanatory statement pursuant to Section 173 of the Companies Act, 1956 in respect of Item Nos.2 to 11 of the Notice set out above is annexed hereto.

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 18<sup>th</sup> October, 2004 to Saturday the 23<sup>rd</sup> October, 2004, both days inclusive.

## FACOR STEELS LIMITED

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4. Members are requested to send all correspondence relating to the Company's shares including share transfer documents, demat requests, change of address etc. to the Company's Registrar & Transfer Agents M/s IIT Corporate Services Ltd., Protoprima Chambers, 3<sup>rd</sup> Floor, Suren Road, Near Cinemagic Theatre, Andheri (East), Mumbai 400093. Requests for change of address will be entertained only when shareholders' signatures on the letter intimating change of address tally with the specimen signatures recorded with the Company. While notifying change in address please ensure that the address is complete and the pin code number is clearly mentioned. Incorrect/incomplete address may lead to non-delivery of documents/communications sent by the Company/Registrar.
6. Shareholders intending to require information about accounts to be explained at the meeting are requested to furnish the queries to the Company at least 10 (ten) days in advance of the Annual General Meeting.
7. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit to the above Registrar & Transfer Agents, Form No.2B duly filled in and signed. The Form can be had from the Share Department at the Registered Office of the Company or at the Corporate and Head Office at Tumsar.

Registered Office :  
46 A & B MIDC Industrial Estate  
Hingna Road,  
NAGPUR 440 028

By Order of the Board,

GOUTAM BANDYOPADHYAY  
SECRETARY,

dated: 23<sup>rd</sup> September, 2004

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**ANNEXURE TO THE NOTICE**

Explanatory Statement as required by Section 173 of the Companies Act, 1956:

**ITEM NO.2 :**

Shri K.P. Sahasrabudhe, Chartered Accountant and Proprietor of M/s Salve And Company, the retiring Auditors, has informed the Company that there will be a change in the constitution of the firm M/s Salve And Company from the present Proprietorship to Partnership. Accordingly, he has requested the Company to consider re-appointment of his firm as the Auditor in the name of the Partnership firm viz. M/s Salve And Company, Chartered Accountants, instead of effecting such re-appointment in the individual name of Shri K.P. Sahasrabudhe as Proprietor of M/s Salve And Company since the said Proprietorship firm will cease to be in existence after the intended change in the constitution of the firm as mentioned above.

Further, in terms of Section 224A of the Companies Act, 1956, if not less than 25% of the subscribed capital of the Company is held either singly or in combination by Public Financial Institutions, Government Companies, Central or State Governments, Nationalized Banks or Insurance Companies carrying on general insurance business, then the appointment or re-appointment of an Auditor of the Company has to be made by a Special Resolution.

In the case of our Company, the aforesaid categories of shareholders together at present hold and are likely to continue to hold more than 25% of the subscribed capital at the date of ensuing Annual General Meeting of the Company. Hence, it is desirable to pass a Special Resolution to re-appoint M/s Salve And Company (Partnership firm), Chartered Accountants, as the Auditor of the Company. M/s Salve And Company have furnished a Certificate to the Company that the proposed re-appointment, if made, will be in accordance with the limits specified in Section 224(1B) of the Companies Act, 1956.

**ITEM NO.3 :**

Shri Umashankar Agrawal was appointed as an Additional Director by the Board of Directors of the Company at the



meeting of the Board held on 31/07/2004. Pursuant to Section 260 of the Companies Act, 1956 read with Article 107 of Articles of Association of the Company, he holds office as a Director only until the forthcoming Annual General Meeting of the Company. A Notice alongwith requisite deposit of Rs.500/- has been received from a member pursuant to Section 257 of the Companies Act, 1956 signifying his intention to propose Shri Umashankar Agrawal for the office of Director.

Shri Umashankar Agrawal, aged around 73 years, is the promoter Director of Ferro Alloys Corporation Ltd (FACOR). He has been associated with the said Company since its inception and as Managing Director since April-1970. Pursuant to BIFR Order, various Divisions of FACOR have been trifurcated into three independent entities including this Company to which the Steel Division of FACOR at Nagpur in Maharashtra stands transferred. The Board is of the view that the Company should avail the benefit of his vast and varied experience in various aspects of business operations. Accordingly, the resolution in item no.3 of this Notice is commended for your approval.

Shri N.D.Saraf and Shri M.D.Saraf, Directors of the Company, are related to Shri Umashankar Agrawal and hence are interested in this resolution.

#### ITEM NO.4 :

Shri N.D.Saraf was appointed as an Additional Director by the Board of Directors of the Company at the meeting of the Board held on 31/07/2004. Pursuant to Section 260 of the Companies Act, 1956 read with Article 107 of Articles of Association of the Company, he holds office as a Director only until the forthcoming Annual General Meeting of the Company. A Notice alongwith requisite deposit of Rs.500/- has been received from a member pursuant to Section 257 of the Companies Act, 1956 signifying his intention to propose Shri N.D.Saraf for the office of Director.

Shri N.D. Saraf, aged around 66 years, is an industrialist having more than three decades experience in various aspects of business operations. The Board of Directors, therefore, considers it desirable that the Company should avail the benefit of his vast experience. Accordingly, the resolution in item no. 4 of this Notice is commended for your approval.

Shri Umashankar Agrawal and Shri M.D. Saraf, Directors of the Company, are related to Shri N.D.Saraf and as such are interested in this resolution.

#### ITEM NO.5 :

Shri A.S.Kapre was appointed as an Additional Director by the Board of Directors of the Company. Pursuant to Section 260 of the Companies Act, 1956 read with Article 107 of Articles of Association of the Company, he holds office as a Director only until the forthcoming Annual General Meeting of the Company. A Notice alongwith requisite deposit of Rs.500/- has been received from a member pursuant to Section 257 of the Companies Act, 1956 signifying his intention to propose Shri A.S.Kapre for the office of Director.

Shri A.S.Kapre, aged about 56 years, is an Engineering Graduate from IIT Madras and a Law Graduate from Mumbai University. He has over 24 years experience, as a highly placed Executive with one of the leading Financial Institutions, in various functions like project and corporate lending, rehabilitation finance and risk management besides few years experience in various industrial Companies. The Board is of the view that the Company should avail the benefit of his advice particularly on technical and financial aspects of the Company's administration. Accordingly, the resolution in item no.5 of this Notice is commended for your approval.

None of the Directors, except Shri A.S. Kapre, is interested in this Resolution.

#### ITEM NO.6 :

Shri M.B.Thaker was appointed as an Additional Director by the Board of Directors of the Company. Pursuant to Section 260 of the Companies Act, 1956 read with Article 107 of Articles of Association of the Company, he holds office as a Director only until the forthcoming Annual General Meeting of the Company. A Notice alongwith requisite deposit of

Rs. 500/- has been received from a member pursuant to Section 257 of the Companies Act, 1956 signifying his intention to propose Shri M.B. Thaker for the office of Director.

Shri M.B. Thaker, aged about 66 years, is a Graduate in Commerce. He is having 40 years business experience in Manganese mining. It is considered desirable that the Company should take the benefit of his vast and versatile experience. Accordingly, the resolution in item no. 6 of this Notice is commended for your approval.

None of the Directors, except Shri M.B. Thaker, is interested in this resolution.

#### ITEM NOS. 7 & 8:

Shri M.D. Saraf was appointed as an Additional Director by the Board of Directors of the Company at the meeting of the Board held on 31/07/2004. Pursuant to Section 260 of the Companies Act, 1956 read with Article 107 of Articles of Association of the Company, he holds office as a Director only until the forthcoming Annual General Meeting of the Company. A Notice alongwith requisite deposit of Rs. 500/- has been received from a member pursuant to Section 257 of the Companies Act, 1956 signifying his intention to propose Shri M.D. Saraf for the office of Director.

Shri M.D. Saraf, aged around 56 years, is a Commerce graduate with Bachelor's Degree in Law. He is having more than three decades rich experience particularly in steel industry. It is considered desirable that the Company should continue to avail the benefit of his vast experience.

The Board of Directors of the Company at its meeting appointed Shri M.D. Saraf as Managing Director of the Company for a period of 5 years w.e.f. 1-8-2004. The material terms & conditions of his appointment and remuneration, which are in conformity with Schedule XIII to the Act, are as contained in the draft Agreement and as given in the Annexure-A to this Notice.

Shri Umashankar Agrawal & Shri N.D. Saraf are related to Shri M.D. Saraf and as such are interested in this resolution.

Accordingly, the resolutions in item nos. 7 & 8 of this Notice are commended for your approval.

#### ITEM NOS. 9 & 10:

Shri Vinod Saraf was appointed as an Additional Director by the Board of Directors of the Company at the meeting of the Board held on 31/07/2004. Pursuant to Section 260 of the Companies Act, 1956 read with Article 107 of Articles of Association of the Company, he holds office as a Director only until the forthcoming Annual General Meeting of the Company. A Notice alongwith requisite deposit of Rs. 500/- has been received from a member pursuant to Section 257 of the Companies Act, 1956 signifying his intention to propose Shri Vinod Saraf for the office of Director.

Shri Vinod Saraf, aged around 49 years, is a Commerce graduate and Law graduate. He is having more than two decades rich and vast experience particularly in steel industry. The Board is of the view that the Company should avail the benefit of his experience.

The Board of Directors of the Company at its meeting appointed Shri Vinod Saraf as Managing Director of the Company for a period of 5 years w.e.f. 1-8-2004. The material terms & conditions of his appointment and remuneration which are in conformity with the Schedule XIII to the Act, as contained in the draft Agreement are as given in the Annexure-A to this Notice.

None of the Directors, except Shri Vinod Saraf, is interested in this resolution.

Accordingly, the resolutions in item nos. 9 & 10 of the Notice are commended for your approval.



**ITEM NO. 11:**

Keeping in view the future requirements of funds for its business activities, the Company is required to borrow funds from time to time. The shareholders' consent pursuant to the provisions of section 293 (1) (d) of the Companies Act 1956 authorizing the Board of Directors to borrow moneys, not exceeding Rupees Three Hundred Crores on account of principal (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) is required.

None of the Directors of the Company is concerned or interested in the resolution.

The resolution in item no. 11 of this Notice is accordingly commended for your approval.

Registered Office :

46 A & B MIDC Industrial Estate, Hingna Road,  
NAGPUR 440 028

Dated: 23<sup>rd</sup> September, 2004

By Order of the Board,

GOUTAM BANDYOPADHYAY  
SECRETARY

**ANNEXURE-A TO THE NOTICE****MATERIAL TERMS AND CONDITIONS OF APPOINTMENT OF MANAGING DIRECTOR**

The material terms and conditions of the appointment of the two Managing Directors and their remuneration by way of salary, dearness allowance, perquisites and benefits (which are in conformity with the Schedule XIII to the Companies Act, 1956) and as contained in the draft agreement are as under:

**1. Term of Office:**

Shri M.D.Saraf, Managing Director 5 years with effect from 1-8-2004.

Shri Vinod Saraf, Managing Director 5 years with effect from 1-8-2004

**2. Remuneration:**

(i) Salary including dearness allowance Rs.15000/- per month

(ii) Perquisites:

In addition to the aforesaid salary, the Managing Directors shall also be eligible to the following perquisites which are classified into 3 categories A, B and C. However, the perquisites are restricted in the aggregate to Rs.1,50,000/- per annum.

**CATEGORY A :**

- |                  |  |
|------------------|--|
| (1) Housing: (i) | The expenditure by the Company on hiring/leasing furnished accommodation to be subject to 60% of the salary over and above 10% payable by the respective Managing Directors. |
| Housing: (ii)    | In case accommodation is owned by the Company, 10% of the salary to be deducted by the Company.  |
| Housing: (iii)   | In case no accommodation is provided by the Company, they will be entitled to house rent allowance subject to the ceilings laid-down in Housing (i).                         |

The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings is to be valued as per the Income Tax Rules, 1962. This is, however, subject to a ceiling of 10% of the salary.

- (2) Medical Reimbursement - Expenses incurred for self and family subject to a ceiling of 1 month's salary per year or 3 months' salary in a period of 3 years.
- (3) Leave Travel Concession - For self and family once in a year in accordance with the Rules of the Company.
- (4) Club Fees - Fees of Clubs subject to a maximum of 2 Clubs, admission and life membership fees not being allowed.
- (5) Personal Accident Insurance - Premium not to exceed Rs.4000/- p.a.

Note: Family means the spouse, the dependant children and dependent parents of the Managing Directors.

**CATEGORY B:**

Contributions to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together, are not taxable under the Income Tax Act, 1961, Gratuity payable at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure shall not be included in the computation of the ceiling on perquisites mentioned in 2(ii) above.

**CATEGORY C:**

The Company shall provide Car and Telephone at residence. Provision of a Car for use on Company's business and telephone at residence are not to be considered as perquisites. Personal long distance calls on telephone and use of Car for private purposes are to be billed by the Company to the respective Managing Directors.

Note: The perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of such Rules, perquisites shall be evaluated at actual cost.

**3. Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of the respective Managing Directors, the Company has no profits or its profits are inadequate, they shall be paid salary and perquisites as specified above.

**4. They shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee thereof.**

The above may be treated as an abstract of the agreement between the two Managing Directors and the Company pursuant to Section 302(2) of the Companies Act, 1956.

Registered Office :

46 A & B MIDC Industrial Estate, Hingna Road,  
NAGPUR 440 028

Dated : 23rd September, 2004.

By Order of the Board,

GOUTAM BANDYOPADHYAY  
SECRETARY