



# 20<sup>th</sup> Annual Report

2006 - 2007



## KAMAT HOTELS (INDIA) LIMITED



*Annual Report*  
2006 - 2007



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**KAMAT HOTELS (INDIA) LIMITED****BOARD OF DIRECTORS**

Mr. Vithal Venketesh Kamat  
*Executive Chairman & Managing Director*

Mr. K. P. Kannampilly  
*Wholetime Technical Director*

Mr. Ramesh N. Shanbhag  
*Wholetime Director*

Mr. Vishal V. Kamat  
*Executive Director*

Mr. Suhail Kannampilly  
*Director*

Mr. Vikram V. Kamat  
*Director*

Padmashree Thangam Elizabeth Philip  
*Director*

Mr. S. S. Thakur  
*Director*

Mr. Pravin N. Ghatalia  
*Director*

Mr. Ved Prakash Khurana  
*Director*

Mrs. Rajyalakshmi Rao  
*Director*

Mr. T. M. Mohan Nambiar  
*Director*

**AUDITORS**

**M/s. J. G. Verma & Co.**  
Chartered Accountants

**M/s. Anay Gogle & Co.**  
Chartered Accountants


**COMPANY SECRETARY**

Mr. R. V. Joshi

**BANKERS**

Canara Bank

Andhra Bank

EXIM Bank

UTI Bank

Oriental Bank of Commerce

**REGISTERED OFFICE**

70-C, Nehru Road,  
Near Santacruz Airport,  
Vile Parle (E), Mumbai – 400 099  
Tel No. 2616 4000 Fax No. 2616 4201

**REGISTRARS AND SHARE TRANSFER AGENTS**

Intime Spectrum Registry Ltd.  
C-13, Pannalal Silk Mills Compound  
L. B. S. Marg, Bhandup, Mumbai – 400 078  
Tel No. 2596 3838 • Fax No. 2594 6969

## NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of Kamat Hotels (India) Limited will be held at "Shubham Hall", Landmark Bldg., Opp. Vile Parle Railway Stn., Junction of Besant Road and V. P. Road, Vile Parle (West), Mumbai – 400 056 on Saturday the 28<sup>th</sup> July, 2007 at 10.30 a.m. to transact the following business:

### ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Profit and Loss Account for the year ended on 31<sup>st</sup> March, 2007 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
- 2) To declare dividend.
- 3) To appoint a Director in place of Mr. Pravin N. Ghatalia, who retires by rotation and being eligible offers himself for reappointment.
- 4) To appoint a Director in place of Mrs. Rajyalakshmi Rao, who retires by rotation and being eligible offers herself for reappointment.
- 5) To appoint a Director in place of Mr. Suhail Kannampilly, who retires by rotation and being eligible offers himself for reappointment.
- 6) To appoint Auditors and fix their remuneration.

### SPECIAL BUSINESS:

- 7) To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**

"RESOLVED THAT Mr. Ved Prakash Khurana who was appointed as Small Shareholders' Nominee Director pursuant to Section 252(1) of the Companies Act, 1956 on 28<sup>th</sup> September, 2004 and whose tenure as such is expiring on 27<sup>th</sup> September, 2007 and in respect of whom notice under section 257 of the Companies Act, 1956 has been received from a member proposing the candidature of Mr. Ved Prakash Khurana for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

- 8) To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**

"RESOLVED THAT in supersession of the Special Resolution passed on 19<sup>th</sup> March, 2005 and pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) Mr. Vithal V. Kamat be and is hereby appointed as Executive Chairman and Managing Director of the Company for a period of 3 years from 1<sup>st</sup> October, 2007 on the terms of appointment including remuneration and perquisites as set out in the annexed explanatory statement in respect of Item No. 8 with authority to the Board of Directors to alter and vary the said terms of appointment including remuneration and perquisites in such manner as may be agreed to between the Board of Directors and Mr. Vithal V. Kamat."

"RESOLVED FURTHER THAT in case of inadequacy or absence of profit in any financial year of the Company during the term of office of Mr. Vithal V. Kamat as Executive Chairman and Managing Director, the remuneration and perquisites shall not exceed the ceiling provided in the applicable slab of Schedule XIII to the Companies Act, 1956 as amended from time to time"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary, expedient or desirable to give effect to this Resolution"

- 9) To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**

"RESOLVED THAT in supersession of the Special Resolution passed on 23<sup>rd</sup> September, 2006 and pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) Mr. K. P. Kannampilly be and is hereby appointed as Wholetime Technical Director of the Company for a period of 3 years from 1<sup>st</sup> October, 2007 on the terms of appointment including remuneration and perquisites as set out in the annexed explanatory statement in respect of Item No. 9 with authority to the Board of Directors to alter and vary the said terms of appointment including remuneration and perquisites in such manner as may be agreed to between the Board of Directors and Mr. K. P. Kannampilly"

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"RESOLVED FURTHER THAT in case of inadequacy or absence of profit in any financial year of the Company during the term of office of Mr. K. P. Kannampilly as Wholetime Technical Director, the remuneration and perquisites shall not exceed the ceiling provided in the applicable slab of Schedule XIII to the Companies Act, 1956 as amended from time to time"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary, expedient or desirable to give effect to this Resolution"

10) To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**

"RESOLVED THAT in supersession of the Special Resolution passed on 24<sup>th</sup> September, 2005 and pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) Mr. Ramesh N. Shanbhag be and is hereby appointed as Wholetime Director of the Company for a period of 3 years from 1<sup>st</sup> October, 2007 on the terms of appointment including remuneration and perquisites as set out in the annexed explanatory statement in respect of Item No. 10 with authority to the Board of Directors to alter and vary the said terms of appointment including remuneration and perquisites in such manner as may be agreed to between the Board of Directors and Mr. Ramesh N. Shanbhag"

"RESOLVED FURTHER THAT in case of inadequacy or absence of profit in any financial year of the Company during the term of office of Mr. Ramesh N. Shanbhag as Wholetime Director, the remuneration and perquisites shall not exceed the ceiling provided in the applicable slab of Schedule XIII to the Companies Act, 1956 as amended from time to time"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary, expedient or desirable to give effect to this Resolution"

11) To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**

"RESOLVED THAT in supersession of the Special Resolution passed on 19<sup>th</sup> March, 2005 and pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) Mr. Vishal V. Kamat be and is hereby appointed as Executive Director of the Company for a period of 3 years from 1<sup>st</sup> October, 2007 on the terms of appointment including remuneration and perquisites as set out in the annexed explanatory statement in respect of Item No. 11 with authority to the Board of Directors to alter and vary the said terms of appointment including remuneration and perquisites in such manner as may be agreed to between the Board of Directors and Mr. Vishal V. Kamat"

"RESOLVED FURTHER THAT in case of inadequacy or absence of profit in any financial year of the Company during the term of office of Mr. Vishal V. Kamat as Executive Director, the remuneration and perquisites shall not exceed the ceiling provided in the applicable slab of Schedule XIII to the Companies Act, 1956 as amended from time to time"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary, expedient or desirable to give effect to this Resolution"

**By order of the Board of Directors  
FOR KAMAT HOTELS (INDIA) LIMITED**

Registered Office:  
70-C, Nehru Road,  
Near Santacruz Airport,  
Vile Parle (East),  
Mumbai 400 099.

**(R. V. Joshi)**  
**Company Secretary**

Place : Mumbai.  
Date : 30<sup>th</sup> May, 2007

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in relation to the special business of meeting is annexed as Annexure I hereto.
4. A Member or his Proxy is requested to bring with him the Annual Report as extra copy of the same will not be supplied at the Meeting as per usual practice.
5. The Shareholders are requested to notify changes, if any, in their address to their depository participants and also to the Registrars and Transfer Agents of the Company, **M/s. Intime Spectrum Registry Ltd., C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai – 400 078 Tel No. 25963838 and Fax No. 25946969.**
6. The Register of Members and Share Transfer Books of the Company will remain closed from 17<sup>th</sup> July, 2007 to 28<sup>th</sup> July, 2007 (both days inclusive).
7. The dividend on equity shares, if any, declared as recommended by the Directors for the financial year ended 31<sup>st</sup> March, 2007 will be paid within the prescribed time limit:
  - a) to those Members whose names appear on the Register of Members of the Company at the close of business on 28<sup>th</sup> July, 2007 or to their order,
  - b) in respect of shares held in electronic form to those "Deemed Members" whose names appear in the "Statement of Beneficial Ownership" furnished by the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) at the end of business hours on 16<sup>th</sup> July, 2007.
8. Members may please note that dividend warrants are payable at par at the designated branches of the bank printed overleaf of the dividend warrant for an initial period of 3 months only. Thereafter, the dividend warrants on revalidation will be payable only at limited centres/ branches. The members are therefore advised to encash dividend warrants within the initial validity period.
9. Members are requested to inform their bank account numbers and bank branch details to the Company to enable it to get these details included on the dividend warrants and thus minimise the malpractice of theft of dividend warrants. Such information should be given to the Company's Registered Office immediately.
10. Consequent upon introduction of Section 205C of the Companies Act, 1956, the dividend remaining unclaimed for 7 years shall be transferred to the Investor Education and Protection Fund by 16<sup>th</sup> December, 2007. Members who have not encashed their dividend warrants so far for the year ended 31<sup>st</sup> March, 2000 or any subsequent financial year are requested to approach the Company or its Registrars and Transfer Agents for revalidation of their dividend warrants urgently. **It may be noted that once the unclaimed dividend for the year ended 31<sup>st</sup> March, 2000 is transferred to the Central Government by 16<sup>th</sup> December, 2007, as above, no claim shall lie in respect thereof.**  
The dividend for the year 1997-1998 which remained unclaimed for 7 years from the date of declaration, has already been transferred to Investors Education and Protection Fund on 16<sup>th</sup> September, 2006.
11. Appointment /Re-appointment of Directors:  
Mr. Pravin N. Ghatalia, Mrs. Rajyalakshmi Rao and Mr. Suhail Kannampilly retire by rotation and being eligible offer themselves for re-appointment at the ensuing Annual General Meeting. Similarly, Mr. Ved Prakash Khurana is to be appointed as Director of the Company. The details pertaining to these Directors as required to be provided pursuant to Clause 49 of the Listing Agreement are furnished in Annexure II to the Notice.
12. In view of the various advantages offered by the depository system, members are requested to avail the facility of dematerialisation of the Company's shares.
13. The members are requested to handover the enclosed attendance slip duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.



**ANNEXURE I TO THE NOTICE****EXPLANATORY STATEMENT UNDER SECTION 173 OF THE COMPANIES ACT, 1956.****ITEM NO. 7**

Mr. Ved Prakash Khurana was appointed as small shareholders' nominee Director pursuant to provisions of section 252(1) of the Companies Act, 1956 (Appointment of Small Shareholders' Director) Rules 2001 and holds the office upto 27th September, 2007. However, since it is not a mandatory requirement to appoint Small Shareholders' Nominee Director, it is not proposed to appoint any person in that position. However, having regard to the vast professional experience and expertise of Mr. Ved Prakash Khurana in the area of banking and finance, it is proposed to appoint him as Director liable to retire by rotation. The Company has received a notice in writing from a member proposing the candidature of Mr. Ved Prakash Khurana as a Director alongwith requisite deposit under the provisions of section 257 of the Companies Act, 1956, The Board recommends appointment of Mr. Ved Prakash Khurana as Director of the Company, liable to retire by rotation.

None of the Directors, except Mr. Ved Prakash Khurana, is interested or concerned in the above Resolution.

**ITEM NO.8**

Mr. Vithal V. Kamat, Executive Chairman & Managing Director of Kamat Hotels (India) Limited, is a diploma holder in Electrical Engineering (IV Sem.) He is in hospitality business for the last 34 years. Under his leadership and due to his initiation "The Orchid" (one of the units of the Company) has become Asia's First Ecotel Hotel in 5 star category. He is also instrumental in winning 53 prestigious national and international awards for "The Orchid" within a span of 10 years since the opening of this hotel.

The Board of Directors in its meeting held on 28<sup>th</sup> April, 2007, approved the reappointment of Mr. Vithal V. Kamat as Executive Chairman and Managing Director for a period of 3 years from 1<sup>st</sup> October, 2007 on the following terms and conditions, subject to the approval of members in general meeting:

- As the Executive Chairman and Managing Director, Mr. Vithal V. Kamat shall, subject to the supervision and control of the Board of Directors, manage the business and affairs of the Company.
- Tenure : 1-10-2007 to 30-9-2010
- The remuneration (basic salary and allowances) payable to Mr. Vithal V. Kamat during his 3 year tenure will be determined by the Board of Directors annually on the recommendation of the Remuneration Committee in accordance with Sections 198, 269 and 309 read with schedule XIII and other applicable provisions of the Companies Act, 1956 and its amendments, subject to the maximum monetary limit of Rs. 84,00,000/- per annum.

The following perquisites shall not be included in the computation of the said ceiling on "remuneration".

- Contribution 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 as per the rules of the Company, so as not to exceed half month's salary for each completed year of service.
- Encashment of leave: As per the Company's Rules, at the end of the tenure

**Other Perquisites:**

- Medical expenses on actual basis to be reimbursed for self and family. In addition, Mediclaim Coverage for self and family as per the rules of the Company will be available to Mr. Vithal V. Kamat
- Reimbursement of electricity charges.
- Telephone at actuals.
- Club fee: Actuals for not exceeding two clubs.
- Leave travel allowance: As per the rules of the Company.
- As Executive Chairman and Managing Director, Mr. Vithal V. Kamat will be entitled to all other staff benefits/ various staff welfare schemes as are provided under the rules of the Company prevailing from time to time.
- Mr. Vithal V. Kamat will not be paid any fee for attending the meetings of the Board or any Committee thereof.

- Mr. Vithal V. Kamat will not be liable to retire by rotation.
- The appointment may be terminated at any time by either party giving to the other party six months notice of such termination and neither party will have any claim against the other for damages or compensation by reason of such termination. In any event, the appointee will not be entitled to any compensation in cases mentioned in Section 318(3) of the Companies Act, 1956.
- Notwithstanding anything to the contrary contained herein, where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, allowances and perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule XIII of the Companies Act, 1956, and as may be decided by the Board of Directors of the Company.

The above terms and conditions may be treated as an abstract under Section 302 of the Companies Act, 1956.

The Directors recommend the passing of the resolution set out in item 8 of the accompanying Notice.

Except Mr. Vithal V. Kamat himself and Mr. Vishal V. Kamat and Mr. Vikram V. Kamat, Directors of the Company, no other Director is interested in the said resolution.

#### ITEM NO. 9

Mr. K. P. Kannampilly, Wholetime Technical Director of Kamat Hotels (India) Limited, is a Post Graduate in Hotel Management & Catering Technology and a Fellow of the Hotel Catering Institutional Management Association of London. He has 32 years experience in the Hotel & Catering Industry and has wide professional expertise in this industry.

The Board of Directors in its meeting held on 28<sup>th</sup> April, 2007, approved the reappointment of Mr. K. P. Kannampilly as Wholetime Technical Director for a period 3 years from 1<sup>st</sup> October, 2007 on the following terms and conditions, subject to the approval of members in general meeting:

- As the Wholetime Technical Director, Mr. K. P. Kannampilly shall, subject to the supervision and control of the Board of Directors and /or Executive Chairman and Managing Director of the Company, manage the business and affairs of the Company.
- Tenure : 1-10-2007 to 30-9-2010
- The remuneration (basic salary and allowances) payable to Mr. K. P. Kannampilly during his 3 year tenure will be determined by the Board of Directors annually on the recommendation of the Remuneration Committee, in accordance with Sections 198, 269 and 309 read with schedule XIII and other applicable provisions of the Companies Act, 1956 and its amendments, subject to the maximum monetary limit of Rs. 60,00,000/- per annum.

The following perquisites shall not be included in the computation of the said ceiling on "remuneration".

- Contribution 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 as per the rules of the Company, so as not to exceed half month's salary for each completed year of service.
- Encashment of leave: As per the Company's Rules, at the end of the tenure

#### Other perquisites:

- Medical expenses upto Rs. 50,000/- per annum will be reimbursed. In addition Mediclaim Coverage for self and family as per the rules of the Company will be available to Mr. K. P. Kannampilly.
- Reimbursement of electricity charges.
- Telephone at actuals.
- Club fee: Actuals for not exceeding one club.
- Leave travel allowance: As per the rules of the Company.
- Mr. K. P. Kannampilly will be entitled to all other staff benefits/ various staff welfare schemes as per the rules of the Company prevailing from time to time.



- Mr. K. P. Kannampilly will not be paid any fee for attending the meetings of the Board or any Committee thereof.
- Mr. K. P. Kannampilly will be liable to retire by rotation.
- The appointment may be terminated at any time by either party giving to the other party three months notice of such termination and neither party will have any claim against the other for damages or compensation by reason of such termination. In any event, the appointee will not be entitled to any compensation in cases mentioned in Section 318(3) of the Companies Act, 1956.
- Notwithstanding anything to the contrary contained herein, where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, allowances and perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule XIII of the Companies Act, 1956, and as may be decided by the Board of Directors of the Company.

The above terms and conditions may be treated as an abstract under Section 302 of the Companies Act, 1956.

The Directors recommend the passing of the resolution set out in item 9 of the accompanying Notice

Except Mr. K. P. Kannampilly himself and Mr. Suhail Kannampilly, Director of the Company, no other Director is interested in the said resolution.

#### ITEM NO. 10

Mr. Ramesh N. Shanbhag is a graduate of commerce and has been associated with the Kamat Group for the past 32 years. He has wide experience in the Hotel Industry.

The Board of Directors in its meeting held on 28<sup>th</sup> April, 2007, approved the reappointment of Mr. Ramesh N. Shanbhag as Wholetime Director for a period of 3 years from 1<sup>st</sup> October, 2007 on the following terms and conditions, subject to the approval of members in general meeting:

- As the Wholetime Director, Mr. Ramesh N. Shanbhag shall, subject to the supervision and control of the Board of Directors and /or Executive Chairman and Managing Director of the Company, manage the business and affairs of the Company.
- Tenure : 1-10-2007 to 30-9-2010
- The remuneration (basic salary and allowances) payable to Mr. Ramesh N. Shanbhag during his 3 year tenure will be determined by the Board of Directors annually on the recommendation of the Remuneration Committee, in accordance with Sections 198, 269 and 309 read with schedule XIII and other applicable provisions of the Companies Act, 1956 and its amendments, subject to the maximum monetary limit of Rs. 30,00,000/- per annum.

The following perquisites shall not be included in the computation of the said ceiling on "remuneration".

- Contribution 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 as per the rules of the Company, so as not to exceed half month's salary for each completed year of service.
- Encashment of leave: As per the Company's Rules, at the end of the tenure.

#### Other perquisites:

- Medical expenses upto Rs. 50,000/- per annum will be reimbursed. In addition Mediclaim Coverage for self and family as per the rules of the Company will be available to Mr. Ramesh N. Shanbhag.
- Reimbursement of electricity charges.
- Telephone at actuals.
- Club fee: Actuals for not exceeding one club.
- Leave travel allowance: As per the rules of the Company.
- Mr. Ramesh N. Shanbhag will be entitled to all other staff benefits/ various staff welfare schemes as per the rules of the Company prevailing from time to time.
- Mr. Ramesh N. Shanbhag will not be paid any fee for attending the meetings of the Board or any committee thereof.
- Mr. Ramesh N. Shanbhag will be liable to retire by rotation.

- The appointment may be terminated at any time by either party giving to the other party three months notice of such termination and neither party will have any claim against the other for damages or compensation by reason of such termination. In any event, the appointee will not be entitled to any compensation in cases mentioned in Section 318(3) of the Companies Act, 1956.
- Notwithstanding anything to the contrary contained herein, where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, allowances and perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule XIII of the Companies Act, 1956, and as may be decided by the Board of Directors of the Company.

The above terms and conditions may be treated as an abstract under Section 302 of the Companies Act, 1956.

The Directors recommend the passing of the resolution set out in item 10 of the accompanying Notice.

None of the Directors except Mr. Ramesh N. Shanbhag is interested in the said resolution.

#### ITEM NO. 11

Mr. Vishal V. Kamat is a science graduate (BSc) with specialisation in Hotel Management from the Institute of Hotel Management and Catering Technology and Applied Nutrition (IHMCATN), Mumbai. He has extensive experience in the Hotel Industry and has been closely associated with the operations of the Company.

The Board of Directors in its meeting held on 28<sup>th</sup> April, 2007, approved the reappointment of Mr. Vishal V. Kamat as Executive Director for a period of 3 years from 1<sup>st</sup> October, 2007, on the following terms and conditions, subject to the approval of members in general meeting:

- As the Executive Director, Mr. Vishal V. Kamat shall, subject to the supervision and control of the Board of Directors and /or Executive Chairman and Managing Director of the Company, manage the business and affairs of the Company.
- Tenure : 1-10-2007 to 30-9-2010
- The remuneration (basic salary and allowances) payable to Mr. Vishal V. Kamat during his 3 year tenure will be determined by the Board of Directors annually on the recommendation of the Remuneration Committee, in accordance with Sections 198, 269 and 309 read with schedule XIII and other applicable provisions of the Companies Act, 1956 and its amendments, subject to the maximum monetary limit of Rs. 30,00,000/- per annum.

The following perquisites shall not be included in the computation of the said ceiling on "remuneration".

- Contribution 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 as per the rules of the Company, so as not to exceed half month's salary for each completed year of service.
- Encashment of leave: As per the Company's Rules, at the end of the tenure.

#### Other perquisites:

- Medical expenses upto Rs. 50,000/- per annum will be reimbursed. In addition Mediclaim Coverage for self and family as per the rules of the Company will be available to Mr. Vishal V. Kamat.
- Reimbursement of electricity charges.
- Telephone at actuals.
- Club fee: Actuals for not exceeding one club.
- Leave travel allowance: As per the rules of the Company.
- Mr. Vishal V. Kamat will be entitled to all other staff benefits/ various staff welfare schemes as per the rules of the Company prevailing from time to time.
- Mr. Vishal V. Kamat will not be paid any fee for attending the meetings of the Board or any committee thereof.
- Mr. Vishal V. Kamat will be liable to retire by rotation.
- The appointment may be terminated at any time by either party giving to the other party three months notice of such termination and neither party will have any claim against the other for damages or compensation by reason of such