Vesuvius India Ltd.
Annual Report 2006

ISPAT INDUSTRIES LIMITED

GEETAPURAM, DOLVI-402 107, TALUKA PEN, DISTT.-RAIGAD, MAHARASHTRA, INDIA
PHONE : (+91 2143) 277501 TO 277510 • FAX : (+91 2143) 277528, 277533, 277542
WEBSITE : www.ispatind.com

July 13, 2006

TO WHOMSOEVER IT MAY CONCERN

This is to certify that M/S VESUVIUS INDIA LIMITED, P-104 Taratolla Road, Kolkata-700 088 (West Bengal) India, has successfully completed the castable gunning (Robotic) over the working lining of the Blast Furnace as per schedule. The working volume of the Blast furnace is~2600M³ and gunning has been done up to tuyure level. The gunning work has started on 9th May'06 and completed on 13th May'06 with total 87:00 working Hrs. The castable quantity was 300Mt.

M/S VIL has displayed an excellent team spirit in organizing the various activities to achieve the timely completion of the work.

For ISPAT Industries Limited

G.M. (Refractories)

MONNET ISPAT & ENERGY LIMITED
Formerly: MONNET ISPAT LIMITED (UNIT-I)

TO WHOMSOEVER IT MAY CONCERN

7 September 2006

To,
M / s Vesuvius India Ltd.
KOLKATA.

This is to certify that the job contract of dismantling the old castable in Kiln-1 ABC followed by new castable lining was given to you, scheduled to be completed by 30 days.

You have started the dismantling work on 27/06/06 & the entire job completed on 19 / 07 / 06, which is 7 days before the target date.

Warm congratulation to you for earlier execution.

With best wishes,

B.C. BARMAN
G.M. (Production)

TATA

O. P. Sharma
General Manager (Works)

Date: 26/04/2006

TO WHOMSOEVER IT MAY CONCERN

This is to certify that Vesuvius India Limited has completed supply and installation of refractory lining in our 3rd Kiln of 500 TPD capacity.

The scope of job includes:

1. Design of refractory lining including anchor design.
2. Supply of refractory and accessories.
3. Application of refractories in the kiln, GCT and RCC Chimney.

VIL has supplied and installed andalusite based special low cement castable, namely Criterion 6060A in the discharge zone of the kiln.

The entire job was completed as per schedule.

(O. P. Sharma)
General Manager (Works)

TATA SPONGE IRON LIMITED

NOVA IRON & STEEL LTD.

Dated: 16th August, 2006

TO WHOMSOEVER IT MAY CONCERN

This is to Certify that we have used 40 Tones of "6060-A Andalusite Based castable" supplied by M/s. Vesuvius India Ltd., Visakhapatnam in our 4.8 mtr dia, 80 Mtr long Rotary Kiln. We have used this material in the Girth Gear section of the kiln for a length of 4 mtrs. During installation in December, 2005, we have observed the good flowability of the castable. The initial setting was found to be within 30-60 Minutes enabling fast laying of the castable work. During the operations of the kiln in this campaign, we have observed that the shell temperature was lower by 30⁰ C to 40⁰ C in comparison to High Alumina castable which we have used earlier.

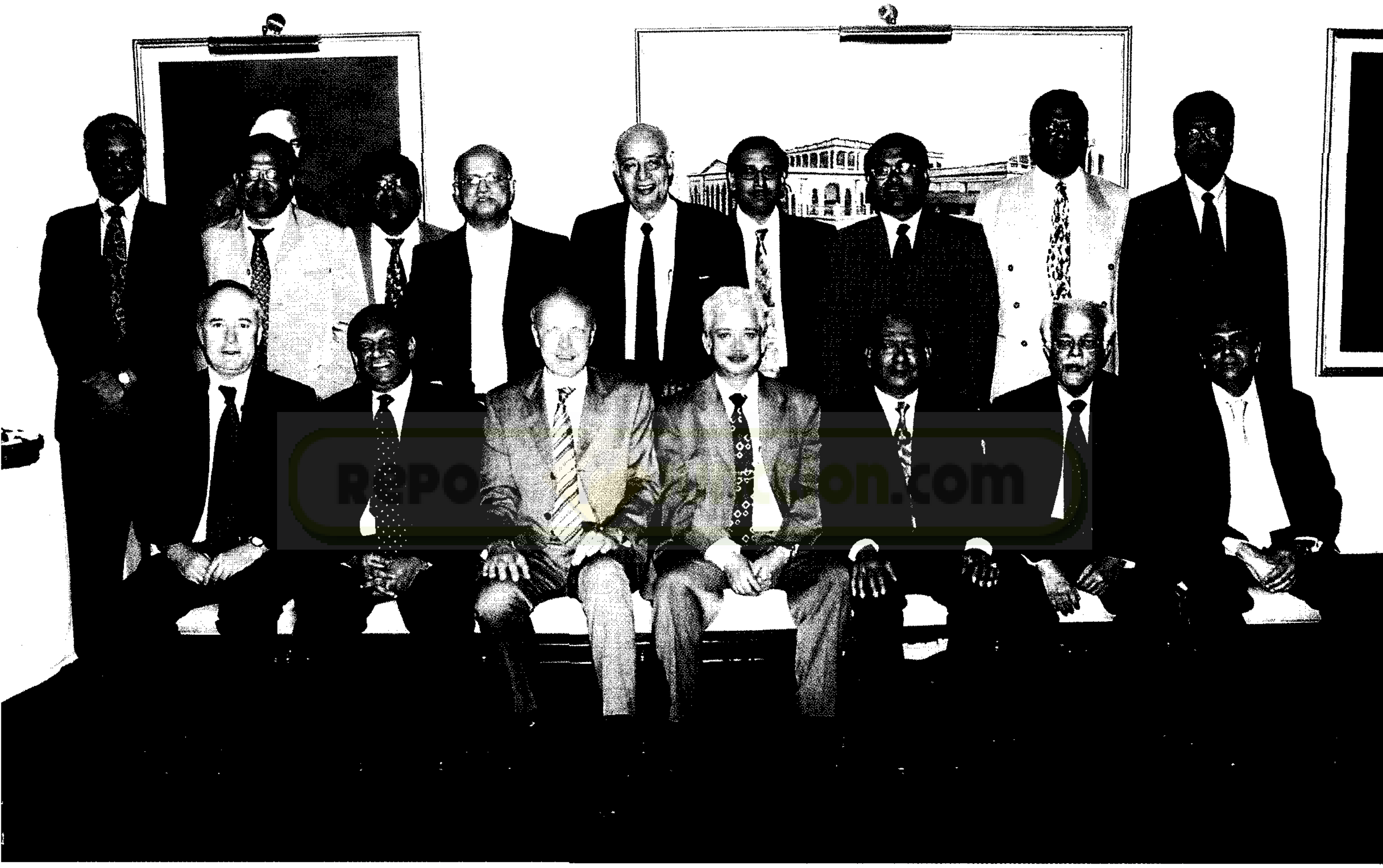
During the plant shutdown in July 2006, the castable was inspected and found to be free from any cracks, abrasion and spalling. No fusion of accretion was found on the castable surface. Based on the trial of 6060A Andalusite Based Castable, this material is found to be suitable for use in the sponge iron Rotary Kiln in particular in the Reduction Zone wherein low thermal conductivity, high HMOR, resistance to CO, resistance to abrasion are prime requirements.

For NOVA IRON STEEL LTD.

A. Rajasekaran
Director (Works)

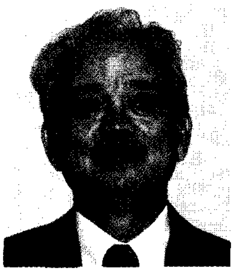
Contents

Directors with Senior Management



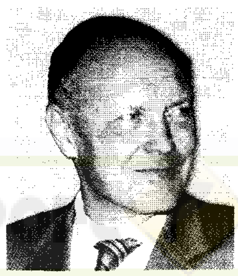
Sitting from left : L Gramizzi, B Gupta, F Wanecq, S K Gupta, S Datta, NM Ghose, S Sarkar
Standing from left : S Ghosh, B Chakraborty, T Roy, T K Basu, N C Mukherjee, S Roy, S Dutta, P K Narayan, S K Bandyopadhyay

Board of Directors

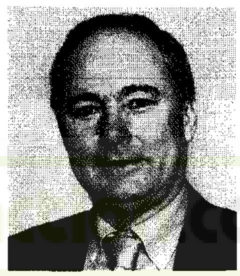


Dr. Saibal Kanti Gupta
Chairman

Biswadip Gupta
Managing Director



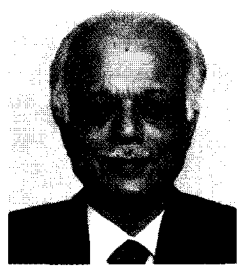
Francois Clement Wanecq
(from 1.3.2007)



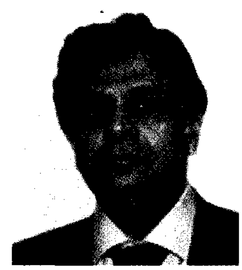
Dr. Luigi Giulio Gramizzi
(from 28.2.2006)

Claude Dumazeau

Shekhar Datta



Nitendra Mohan Ghose



Sudipto Sarkar

Jean-Pierre Malherbe
(upto 1.3.2007)

BOARD OF DIRECTORS

Dr. Saibal Kanti Gupta
Chairman

Biswadip Gupta
Managing Director

Shekhar Datta
Claude Dumazeau
Nitendra Mohan Ghose
Dr. Luigi Giulio Gramizzi *(from 28.2.2006)*
Jean-Pierre Malherbe *(upto 1.3.2007)*
Sudipto Sarkar
Francois Clement Wanecq *(from 1.3.2007)*

BOARD COMMITTEES

Audit Committee

Dr. Saibal Kanti Gupta
Chairman

Shekhar Datta
Nitendra Mohan Ghose
Dr. Luigi Giulio Gramizzi *(from 28.2.2006)*
Sudipto Sarkar

Share Transfer & Investor Grievance Committee

Dr. Saibal Kanti Gupta
Shekhar Datta
Nitendra Mohan Ghose
Biswadip Gupta
Sudipto Sarkar

COMPANY SECRETARY

Taposh Roy
Email : Taposh.Roy@in.vesuvius.com

EXECUTIVE COUNCIL

Biswadip Gupta
Managing Director

Tanmay Kumar Ganguly
Chief Operating Officer

Tarun Kanti Basu
Executive Director - Sales

Susanta Kumar Bandyopadhyay
Executive Director - HRD

Bappaditya Chakraborty
Executive Director - Projects

Sanjoy Dutta
Executive Director - Finance

Narayan Chandra Mukherjee
Consultant - Director

Sujit Ghosh
General Manager - Foundry

P. K. Narayan
General Manager - Linings

Subrata Roy
General Manager - Flow Control

AUDITORS

Lovelock & Lewes
Plot No. Y-14, Block-EP, Sector –V
Salt Lake Electronic Complex
Bidhan Nagar
Kolkata 700 091

BANKERS

Hongkong Bank
State Bank of India
United Bank of India

REGISTRARS & SHARE TRANSFER AGENTS

CB Management Services (P) Ltd
P-22 Bondel Road
Kolkata 700 019
Tel : (033) 2280 6692-94/ 2486/ 2937
Fax : (033) 2287 0263
Email : cbmsl1@cal2.vsnl.net.in

REGISTERED OFFICE

P-104 Taratolla Road
Kolkata 700 088
Tel : (033) 2401 2842/ 3898/ 0215
Fax : (033) 2401 3976/ 1235
Email : vesuviusindia@in.vesuvius.com

Kolkata Factory :

P-104 Taratolla Road
Kolkata 700 088
Tel : (033) 2401 2842/ 3898/ 0215
Fax : (033) 2401 1235
Email : Saibal.Bandyopadhyay@in.vesuvius.com

Visakhapatnam Factory :

Plot No. 13, 14 & 15, Block "E"
IDA Autonagar
Visakhapatnam 530 012
Tel : (0891) 2749120; 2755419; 2755408
Fax : (0891) 2587511
Email : Tumma.Antony@in.vesuvius.com

Mehsana Factory :

212/B, G.I.D.C. Estate
Mehsana 384 002, Gujarat
Tel : (02762) 252948/ 949
Fax : (02762) 252909
Email : Sujit.Ghosh@in.vesuvius.com

VESUVIUS
INDIA LTD.

Notice

Notice is hereby given that the sixteenth Annual General Meeting of the Company will be held at G D Birla Sabhaghar, 29, Ashutosh Chowdhury Avenue, Kolkata 700019 on Tuesday, April 17, 2007 at 10:30 a.m. to transact the following business:

1. To receive and adopt the Audited Accounts for the year ended on December 31, 2006, and the Reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Dr Saibal Kanti Gupta, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Dr Luigi Giulio Gramizzi, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors of the Company and to fix their remuneration and, in this connection to pass, with or without modification, the following resolution which will be passed as an Ordinary Resolution :

   "**RESOLVED** that, pursuant to Section 224 of the Companies Act, 1956, Messrs Lovelock & Lewes, Chartered Accountants, be and are hereby reappointed Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration and on terms plus out-of-pocket expenses as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

6. To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution :

   "**RESOLVED** that pursuant to the provisions of Section 309(4) read with Section 309(7) of the Companies Act, 1956 or any re-enactments thereof, the Directors of the Company (other than the Managing Director) be and are hereby authorised to continue to receive a commission, to be divided between them in such manner as may be determined by the Board of Directors, which shall not exceed in the aggregate one per cent (1%) of the net profits of the Company, computed in the manner prescribed under Section 198(1) of the Companies Act, 1956 or any re-enactments thereof, in respect of the profits for each of the five financial years of the Company commencing from April 1, 2007."

7. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution of which due notice in writing under Section 257 of the Companies Act, 1956, has been received by the Company from a member :

   "**RESOLVED** that Mr Biswadip Gupta be and is hereby appointed a Director of the Company.

   "**RESOLVED FURTHER** that, pursuant to the provisions of Sections 198, 269, 309, Schedule XIII and other provisions of the Companies Act, 1956 or any re-enactments thereof and subject to the approval of the Central Government, if applicable, consent be and is hereby given to the reappointment of Mr Biswadip Gupta as the Managing Director of the Company for a further period of one year effective from February 1, 2007 to January 31, 2008 on a remuneration as set out in the Agreement dated March 1, 2007 entered into between the Company of the one part and Mr Gupta of the other part.

   "**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to modify, amend, determine and/or revise the remuneration and perquisites of Mr Gupta including his salary, allowances, commission, bonus, perquisites and benefits within the overall ceilings laid down in the Agreement and the Companies Act, 1956 or any re-enactments thereof."

8. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution of which due notice in writing under Section 257 of the Companies Act, 1956, has been received by the Company from a member :

   "**RESOLVED** that Mr Francois Clement Wanecq be and is hereby appointed a Director of the Company, who shall not be liable to retire by rotation."

9. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution of which due notice in writing under Section 257 of the Companies Act, 1956, has been received by the Company from a member :

   "**RESOLVED** that Mr Tanmay Kumar Ganguly be and is hereby appointed a Director of the Company with effect from April 18, 2007 who shall not be liable to retire by rotation.

   "**RESOLVED FURTHER** that, pursuant to the provisions of Sections 198, 269, 309, Schedule XIII and other provisions of the Companies Act, 1956 or any re-enactments thereof and subject to the approval of the Central Government, if applicable, consent be and is hereby given to the appointment of Mr Tanmay Kumar Ganguly as Wholetime Director of the Company for a period of five years effective from April 18, 2007 to April 17, 2012 on a remuneration as set out in the draft Agreement, duly initialled by the Chairman for identification, to be entered into between the Company of the one part and Mr Ganguly of the other part.

   "**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the remuneration and perquisites of Mr Ganguly including his salary, allowances, commission, bonus, perquisites and benefits within the overall ceilings laid down in the aforesaid draft Agreement and the Companies Act, 1956 or any re-enactments thereof."

Registered Office :
P-104 Taratolla Road
Kolkata 700 088
March 1, 2007

By Order of the Board of Directors

Taposh Roy
Company Secretary

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 instead of self and such proxies need not be a member of the Company. Proxies, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the Meeting.
2. The Register of Members of the Company will remain closed from **April 10, 2007 to April 17, 2007,** both days inclusive.
3. The dividend to be declared at this meeting, will, subject to the provisions of Section 206A of the Companies Act, 1956, be deposited with the Bank within April 21, 2007 and dividend warrants will be despatched within April 30, 2007 to those members whose names appear on the Register of Members on April 17, 2007 or to their mandatees. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by the National Securities Depositories Ltd. and Central Depository Services (India) Ltd., for this purpose.
4. Payment of dividend will be rounded off pursuant to the provisions of Section 288B of the Income Tax Act, 1961 and Rule 23 of the Companies (Central Government's) General Rules & Forms, 1956. Dividend Tax will be paid by the Company pursuant to section 115O of the Income Tax Act, 1961.
5. Members are requested to contact **M/s C B Management Services (P) Ltd, Registrars and Share Transfer Agents of the Company at P-22, Bondel Road, Kolkata 700 019** (Phone No 033-22806692) for recording any change of address, bank mandate, ECS or nominations and for redressal of complaints or contact the Company Secretary at the Registered Office or by email at Taposh.Roy@in.vesuvius.com.
6. Notices pursuant to Rule 4A of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 have been sent to all members concerned on January 29, 2007.
7. Dividend for the year ended December 31, 1999 which was declared at the Annual General Meeting held on March 14, 2000 and remaining unclaimed will be transferred to the Investor Education and Protection Fund of the Central Government on April 23, 2007 pursuant to the provisions of section 205A of the Companies Act, 1956. Thereafter no claim shall lie on these dividend from the members. Members are requested to lodge their claims with the Registrars & Share Transfer Agents immediately. Reminder letters have been sent to the shareholders concerned.
8. Pursuant to Clause 49 of the Listing Agreements with the stock exchanges, it is informed that Dr Saibal Kanti Gupta and Dr Luigi Giulio Gramizzi retire by rotation in accordance with the Articles of Association of the Company at the forthcoming Annual General Meeting, and being eligible, have offered themselves for re-appointment. The particulars of the Directors are given below :

   Item No. 3 : Dr S K Gupta, Chairman of the Company, is a metallurgical engineer with Ph.D. and D.Sc. in ferrous process metallurgy and has about 40 years experience. He has been Professor of IIT Mumbai, Founder Director of SAIL's R&D Centre, Chief Executive of MECON and SAIL's Rourkela Steel Plant and the Executive Vice Chairman of Jindal Vijayanagar Steel Ltd. He is presently Chairman of EcoCoke & Power Private Ltd, Bhuwalka Steel Industries Ltd, FerroGreen Technologies Pvt Ltd and a Director of JSW Steel Ltd, Jindal Saw Ltd, Jindal South West Holdings Limited, Encore Software Ltd. HMT Ltd, IVRCL Infrastructures & Projects Ltd, Sobha Developers Ltd. and Surana Industries Ltd. For his outstanding contributions to metallurgical enterprises in general and steel fraternity in particular, Government of India has conferred upon him the title "National Metallurgist". He is a Director of the Company since October 1999. Dr Gupta is well conversant with the iron and steel industry. He holds 1,000 shares in the Company. Dr Gupta is also the Chairman of the Audit Committee and member of the Share Transfer and Investor Grievance Committee.

Notice *(Contd.)*

Item No. 4 : Dr. Luigi Giulio Gramizzi is Executive Vice President of Vesuvius Group and Business President for Europe, South America and India and is based at the headquarters in Brussels, Belgium. He joined the Company as Director on February 28, 2006 in the casual vacancy caused by the resignation of Mr Alan John Ridley. Dr. Gramizzi has obtained a doctorate in Industrial Chemistry from University of Genoa, Italy and has held several senior management positions in Exxon Chemical International and Monsanto and immediately before joining the Vesuvius Group in 1998 he was the Chairman and Managing Director of European Operations and Worldwide Vice President of Advanced Elastomer Systems L.P. He is not a director of any other company in India but is a Director of Vesuvius Italia Spa and Vesuvius Slavia a.s. abroad. He does not hold any shares in the Company. Dr Gramizzi is a member of the Audit Committee.

Members are requested to bring their copies of the Annual Report and Admission Slip to the Meeting.

ANNEXURE TO THE NOTICE CONVENING THE SIXTEENTH ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, APRIL 17, 2007

As the business specified in item nos 6 to 9 of the Notice dated March 1, 2007 to which this statement is annexed are items of special business to be transacted at the sixteenth Annual General Meeting of the Company, the following Explanatory Statement is set out in compliance with the provisions of Section 173 of the Companies Act, 1956.

ITEM No. 6

By a special resolution passed at the 11th Annual General Meeting held on April 17, 2002 the Directors of the Company, other than the Managing Director, were authorised to receive commission not exceeding in aggregate 1% of the net profits of the Company computed in the manner prescribed under section 198(1) of the Companies Act, 1956, ("the Act") for a period of five years from April 1, 2002 to March 31, 2007. It is considered desirable that the Directors do continue to receive commission not exceeding 1% of the net profits of the Company.

This special resolution seeks to obtain renewal of authority for payment of the commission to non-executive Directors pursuant to the provisions of Section 309(4) read with Section 309(7) of the Act.

The non-resident Directors have waived their entitlement to commission for the past five years including for the year ended December 31, 2006.

The Board recommends that the resolution be passed.

All Directors of the Company, other than Mr Biswadip Gupta, Managing Director, are interested in this resolution to the extent of the remuneration that may be received by them.

ITEM No. 7

At the 11th Annual General Meeting held on April 17, 2002, Mr Biswadip Gupta was reappointed Managing Director of the Company for a period of five years effective from February 1, 2002. His term expired on January 31, 2007.

The Board of Directors vide their resolutions dated January 31, 2007 and March 1, 2007 reappointed Mr Gupta as Managing Director of the Company, subject to the approval of the Members at the ensuing Annual General Meeting, for a further period of one year from February 1, 2007 to January 31, 2008 on terms of appointment and remuneration as set out in the Agreement dated March 1, 2007 executed between the Company and Mr Gupta.

Mr Biswadip Gupta, aged 56 years, is a BE(Metallurgy) and MBA and has about 35 years experience in the steel and refractory industry. He has received extensive training worldwide in the refractory making industry during his 20 years association with the Vesuvius Group, UK before being associated with Vesuvius India. Since 1979 he was the Consultant Director, Indian Operations of Vesuvius Corporation SA, Switzerland. Mr Gupta was the recipient of the Chief Executive's Award for outstanding performance in 1993 and again in 2003 from the Group.

Mr Gupta had joined the Company as a Director in 1991 and is the Managing Director since 1992. He has been instrumental in setting up of the Indian operations and under his leadership and guidance Vesuvius India has established itself as a formidable market leader in India today. Mr Gupta was the President, Bengal Chamber of Commerce and Industry, the Deputy Chairman of the Indian Refractory Makers Association and Chairman of the State Council of West Bengal of CII (Eastern Region). He is presently a Director of NICCO Engineering Services Ltd, Member Managing Committee of Bengal Club Ltd and Dy Chairman, CII (Eastern Region). He holds 73299 shares in the Company and is a member of the Share Transfer and Investor Grievance Committee of the Board.

The terms and remuneration payable to Mr Biswadip Gupta, subject to the limit prescribed in section 198(1) and section 309 read with Schedule XIII of the Companies Act, 1956, as per the aforesaid Agreement are as follows-

Items	Remuneration
Period of Employment	From February 1, 2007 to January 31, 2008
Basic Salary	Rs.159,510 per month or such sum not exceeding Rs 200,000 per month as may be determined by the Board.
House Rent Allowance, Management Bonus, incentive, perquisites, benefits, reimbursements, entitlements and other allowances	As per rules of the Company applicable to Wholetime Directors
Commission on Profits	Commission as may be determined by the Board, subject to a maximum commission of 1% of the Net Profits of the Company
Retiral Funds	Provident Fund, Gratuity and Superannuation as per Rules of the Company

Contribution to Provident Fund, Gratuity Fund and Superannuation Fund and encashment of leave at the end of the tenure will not be considered or included for the computation of ceiling on remuneration, perquisites and benefits.

The total remuneration payable to Mr Gupta will be within the overall limits prescribed in section 198(1) and section 309 read with Schedule XIII of the Companies Act, 1956, as amended from time to time. However, if during the currency of his tenure, the Company has no profits or its profits are inadequate in any financial year, Mr Gupta shall be entitled, subject to the approval of the Central Government, to the same remuneration by way of basic salary, house rent and other allowances, commission, bonus, incentive, perquisites and benefits as may be approved by the Board from time to time and within the overall limits specified above. The appointment may be terminated by either party giving to the other fifteen days notice in writing or such shorter period as may be decided by the Board.

The Agreement sets out the mutual rights and obligations of the Company and Mr Gupta. A copy of the Agreement will be available for inspection of Members at the Registered Office of the Company on any working day during the usual business hours of the Company and will also be available at the Annual General Meeting.

This may be treated as an abstract of the remuneration of Mr Biswadip Gupta pursuant to Section 302 of the Companies Act, 1956.

The Board recommends that the resolution be passed.

No Director, other than Mr Biswadip Gupta, is concerned or interested in the resolution.

ITEM No. 8

The Board of Directors at their meeting held on March 1, 2007 appointed Mr Francois Clement Wanecq, as a Director under Article 104 of the Articles of Association of the Company with effect from March 1, 2007 in the casual vacancy caused by the resignation of Mr Jean-Pierre Malherbe. Mr Wanecq will be appointed a Director who will not be liable to retire by rotation. A notice along with appropriate fees has been received from a member proposing the name of Mr Wanecq as a Director of the Company.

Mr Francois Clement Wanecq, aged 54 years, is President and CEO of Vesuvius Group and is based at the headquarters of the Vesuvius Group in Brussels, Belgium. Mr Wanecq joined Vesuvius Group in August 2005.

Notice *(Contd.)*

Mr Wanecq, a French by birth, received his education at Polytechnique College, Paris and thereafter at Mining College, Paris. On completion of his post graduation he joined the French Ministry for Industry and was Head of Research and Production Department at the Oil and Gas Directorate for seven years. For the next ten years he was with Saint Gobain as the Managing Director of Technical Ceramics Division. He thereafter joined the Arjo Wiggins Group where he was Chief Executive Officer in Printing & Writing Division, then a Director on the Board of Arjo Wiggins Appleton plc and Chief Executive Officer of Specialty and Coated Papers Division and thereafter as Chairman of the Management Board of Arjo Wiggins sas.

Mr Wanecq brings with him over 30 years of experience including in ceramics business. He is not a director of any other company in India but is a Director of Centro Sviluppo Materiali Spa, Italy; Vesuvius Advanced Ceramics (Suzhou) Co Ltd, China; Vesuvius Group S.A., Belgium; Vesuvius Italia Spa, Italy; Vesuvius Ceska Republika a.s., Czech Republic; Kvartec, Japan abroad. He does not hold any shares of the Company. He is not a member of any Committee of the Board.

The Board recommends that the resolution be passed.

None of the Directors of the Company, other than Mr Francois Clement Wanecq, is concerned or interested in the resolution.

ITEM No. 9

At the Board Meeting held on March 1, 2007 the Board of Directors decided to appoint Mr Tanmay Kumar Ganguly as a Wholetime Director of the Company for a period of five years effective from April 18, 2007 to April 17, 2012, subject to the approval of the Members at the ensuing Annual General Meeting, on terms of appointment and remuneration as set out in the draft Agreement to be executed between the Company and Mr Ganguly.

Mr Ganguly joined the Company on May 3, 2006 as the Chief Operating Officer. He had previously worked in the Company as Controller and so is conversant with the activities of the Company. He is 43 years of age, a Bachelor of Commerce graduate and a Chartered Accountant and has about 19 years experience in chemicals, refractory and FMCG industry. He started his career with Union Carbide India Ltd and has worked in ICI (India) Ltd, Hindustan Lever Limited, Pillsbury India as Chief Financial Officer, as Finance Director-Asia Pacific Region of General Mills (Pillsbury) then returned to India as President and CEO of General Mills India and immediately before joining our Company was working in Radhakrishna Foodland Pvt Ltd as Chief Operating Officer. He is not a Director of any Company in India. He holds 280 shares of the Company.

The terms and remuneration payable to Mr Tanmay Kumar Ganguly, subject to the limit prescribed in section 198(1) and section 309 read with Schedule XIII of the Companies Act, 1956, as per the aforesaid draft Agreement are as follows-

Items	Remuneration
Period of employment	From April 18, 2007 to April 17, 2012
Basic Salary	Rs. 143,550 per month or such sum not exceeding Rs 300,000 per month as may be determined by the Board.
House Rent Allowance, Management Bonus, incentive, perquisites, benefits, reimbursements, entitlements and other allowances	As per rules of the Company applicable to Wholetime Directors
Commission on Profits	Commission as may be determined by the Board, subject to a maximum commission of 1% of the Net Profits of the Company
Retiral Funds	Provident Fund, Gratuity and Superannuation as per Rules of the Company