

# **M/S DINA IRON & STEEL LIMITED**

Regd. Office : Abdul Rehmanpur Road, Patna – 800 009

## **NOTICE**

NOTICE is hereby given that the 18<sup>th</sup> ANNUAL GENERAL MEETING of the members of M/S DINA IRON & STEEL LIMITED will be held on Saturday, 21<sup>st</sup> August, 2010 at 11.00 am at the Registered office of the company to transact the following business:

### **AS ORDINARY BUSINESS:**

- 1). To receive, consider & adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2010, the Profit and Loss account for the year ended 31<sup>st</sup> March, 2010 and the report of the Board of Directors and the Auditors thereon.
- 2). To appoint a Director in place of Sanjay Kumar Bhartiya, who retires from office by rotation and being eligible, offers himself for re-appointment.
- 3). To appoint M/s SUBODH GOEL & CO., Chartered Accountants, the retiring Auditor as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting, till the conclusion of the next Annual General Meeting and to authorize board of directors to approve/determine their remuneration

### **AS SPECIAL BUSINESS:**

- 4). To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution;

“RESOLVED THAT pursuant to provisions of section 293(1)(d) of the Companies Act, 1956 and such other provision of the said act as may be applicable, the consent of company be and is hereby given to the Board of Director to borrow monies for the purpose of the business of the Company from Bank / Financial Institutions and others, secured and unsecured even if such amount of borrowing together with the amounts already borrowed exceed paid up capital and free reserve (i.e. reserves not kept aside for any specific purpose) of the company provided however that the maximum amount up to which the board may borrow (other than the amount borrowed from the company's bankers in the ordinary course of business for working capital requirements of the company) shall not exceed the amount of Rs. 2000.00 lacs at any time.

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- 5). To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution;

“RESOLVED THAT pursuant to the provisions of section 293(1)(a) of the Companies Act, 1956 and such other provisions of the said Act as may be applicable, the consent of the company be and is hereby accorded to the Board of Directors of the company for mortgaging and / or charging, on such term and conditions and at such time or time and in such form manner, as they may think fit, the whole or substantially the whole of the company's one or more of the undertakings or all the undertakings, including the present and / or future properties, whether movable or immovable, comprised in any existing or new undertakings or undertakings of the company as the case may be, in favor of Banks / Financial Institutions / Mutual Funds / Foreign Institutional Investors / Trustees for debenture Holders or such other persons being lenders to the company to secure the loans raised or to be raised by the Company from them upon the terms and conditions as may be decided by the Board of Directors of the Company.

Resolved That the Board of Directors be and is hereby authorized to finalize and execute any and all agreements and documents necessary for creating mortgages and /or charges as aforesaid and to do all such acts, deeds, matters and thing as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any question or doubt relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company.

By order of the Board of Directors

Sd/-  
(SANJAY KUMAR BHARTIYA)  
Managing Director

Date : 4<sup>TH</sup> June, 2010

Place : Patna

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Notes :

1. A member of the company who is entitled to attend and vote at the said meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.
2. Instrument(s) appointing proxies, if any, in order to be effective, must be received at the Registered Office of the company not less than forty eight hours before the commencement of the meeting.
3. The Register of members and the share transfer books of the company will remain closed from 10<sup>th</sup> August 2010 to 17<sup>th</sup> August 2010 (both day inclusive).
4. Members are requested to kindly notify the change in address, if any to shares department of the company, located at Abdul Rahmanpur Road, Patna -800 009.
5. Members are requested to quote their Folio Numbers in all their correspondence.
6. Members desirous of having any information regarding accounts are requested to address their queries to the Managing Director at the Registered Office of the company, at least seven days before the date of the meeting, so that the requisite information is made available at the meeting.
7. Members are requested to bring their copies of the Annual Report to the meeting.
8. Members / Proxies are requested to bring with them the attendance slip and hand over at the entrance duly signed by them.

**Explanatory Statement Pursuant to section 173(2) of the Companies Act, 1956**

**Item No. 4 & 5**

In the course of the business of the company, it would be necessary for the company to borrow funds from banks and financial institutions. Pursuant to the provisions of the section 293 (1)(d) of the Company Act, 1956 to enable the company to borrow funds in excess of its paid up capital and free reserves it is necessary to obtain approval of the members of the company by an ordinary resolution to be passed in their general meeting. It is therefore proposed to seek authority from the members in favor of the board of directors to borrow money for the purpose of business of the company in excess of paid-up capital and free reserve for the company subject to the condition that total borrowings shall not exceed amount of Rs. 2000.00 lacs at any given time.

For securing the borrowing of the company it would be necessary for the company to create charge on the company's moveable and immovable properties present and future with the lenders to enter and take possession of the part or whole of undertaking and properties of the company under certain circumstances which can amount to disposal of the undertaking of the company. Pursuant to section 293(1)(a) of the Companies Act, 1956 such creation of charge on the assets of the company in the manner which may amount to the disposal of the company's undertaking requires to be approved by the members of the company in their general meeting by the ordinary resolution.

Your board of directors therefore recommends the resolution set out under item no. 4 & 5 for your approval as ordinary resolution.

None of the director are in any way concerned or interested in passing the aforesaid resolution.

By order of the Board of Directors

Sd/-  
(SANJAY KUMAR BHARTIYA)  
*Managing Director*

Date : 4<sup>TH</sup> June, 2010  
Place : Patna

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## DIRECTOR'S REPORT

To,  
The Members of  
**DINA IRON & STEEL LIMITED, PATNA**

Dear Sirs,

Your Directors have pleasure in presenting their 18<sup>TH</sup> annual report with the audited statement of accounts for the year ended 31<sup>st</sup> March, 2010. The working results of the company are set out hereunder : -

1. FINANCIAL RESULTS :

<u>Description</u>	<u>For the year ended 31-03-2010</u>	<u>For the year ended 31-03-2009</u>
Profit before interest and Depreciation	38,620,090.87	35,544,447.08
<u>Less :</u>		
Interest	18,962,395.00	17,659,721.74
Depreciation	8,999,772.00	9,750,407.00
Profit before tax	10,657,923.87	8,134,318.34
Income Tax for earlier year	279,291.00	-
<u>Provision for tax</u>		
Current Tax	4,184,000.00	3,014,162.00
Deferred Tax	(561,371.00)	(48,968.00)
Fringe Benefit Tax	-	33,284.00
Profit for the year	6,756,003.87	5,135,840.34

2. PERFORMANCE :

The company has earned Net Profit of Rs **6,756,003.87** . after tax during the year. The board expects better results in the coming year.

3. LISTING OF EQUITY SHARES

The company has moved the Delhi, Calcutta and Magadh Stock Exchange for delisting of its equity shares. After the said delisting the equity share of the company will be listed only on Mumbai Stock Exchange.

4. DIRECTORS :

Sanjay Kumar Bhartiya, Director, retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

DIRECTOR'S RESPONSIBILITY:

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Board confirms that:

In the preparation of the annual accounts, the applicable accounting standards have been followed ;

Appropriate accounting policies have been selected and applied consistently and the Board has made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2010 and of the Profit of the Company for the year ended on that date.

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Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

The annual accounts have been prepared on a going concern basis.

5. PARTICULARS OF EMPLOYEES

There is no employee in respect of whom particulars pursuant to section 217 (2A) of Companies Act, 1956 are required to be given.

6. LABOUR RELATION :

Your Directors have pleasure to inform you that the management has good relation with the laboures working at the company.

7. STATUTORY ANNUAL AUDIT REPORT

The Auditors notes on the accounts have been extensively dealt with and since they are self explanatory, they are not commented upon

8. AUDITORS :

To appoint M/s SUBODH GOEL & CO., Chartered Accountants and fix their remuneration, the retiring Auditors as Statutory Auditors of the Company.

9. RAW MATERIAL :

Principal Raw Material of the Company is Sponge Iron which is easily available to the Company from all around Bihar and neighboring states on a short call.

10. PARTICULARS OF CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO.

As required by Section 217 (1)(e) of the Companies Act, 1956 read with companies (disclosure of particulars in the report of Board of the Directors) Rules, 1988 we report that during the year there has been no foreign exchange earnings and as well as no outgo. A statement regarding particulars of conservation of energy is presented as under:-

A. CONSERVATION OF ENERGY :

**FORM – A**

Form of disclosure of particulars with respect to conservation of energy.

	Current Year <b>2009-10</b>	Previous Year <b>2008-09</b>
1). <u>Power &amp; Fuel consumption :</u>		
a). <u>Electricity (Purchased)</u>		
Unit (KWH)	46816670	45961907
Total Amount (Rs. In lacs)	1577.50	1449.61
Average Rate /per unit	3.37	3.15
b). <u>Furnace Oil (Consumed)</u>		
Unit (Ltr.)	569,522.000	151,391.000
Total Amount (Rs. In lacs)	144.78	32.84
Average Rate /(Ltr.)	25.42	21.69
c). <u>Coal</u>		
Quantity (MT)	306.875	439.230
Total Amount (Rs. In lacs)	6.46	8.82
Average Rate /(MT)	0.02	0.02

2). Consumption per Ton of Production

The company's products comprise a wide range of semi finished and finished long steel products. The product mix varies each year and the production process involves several operations in different divisions. It is therefore not feasible to apportion the cost and consumption per unit of production.

**B. TECHNOLOGY ABSORPTION :**

As the Directors of the Company are themselves capable in the line of activity the company undertakes hence there is as such no need for the technology absorption.

**11. INFORMATION PURSUANT TO SECTION 217 OF THE COMPANIES ACT, 1956**

There is no employee in receipt of remuneration which requires disclosure under section 217 (2A) of the Companies Act, 1956 & rules framed there under.

**12. COMPLIANCE CERTIFICATE**

As required under section 383(A)(I) of the Companies Act, 1956 the compliance certificate as per the provisions of companies Act, 1956, in prescribed form received from a Company Secretary in whole time practice is appended hereto and forms part of this report.

**13. ACKNOWLEDGEMENT :**

Your directors take this opportunity to offer their sincere thanks to the various departments of the Central & State Govt., Banks, Customers & Suppliers for their continued valuable assistance & support. Your directors also wish to place on record their appreciation for the dedicated efforts by officers, staff and workers of the company at all levels.

For and On behalf of the Board of  
**Dina Iron & Steel Limited**

Place:- Patna  
Date :- 04-06-2010.

Sd/-  
SANJAY KUMAR BHARTIYA  
[CHAIRMAN]