

MESCO STEEL

MIDEAST INTEGRATED STEELS LIMITED

MD	✓		BKC	✓
CS	NA		DPY	NA
RO	✓		DIV	NA
TRA	✓		AC	✓
AGM	✓	✓	SHI	✓
	✓	✓		



ANNUAL REPORT 1996 - 97



MESCO

LET VISION WITH A MISSION BE



MESCO STEEL

Mid-east Integrated Steels Limited


THE MESCO GROUP
 VISION WITH A MISSION
BOARD OF DIRECTORS
 Mr. J. K. Singh
 Mr. Dong Zhixiong
 Mrs. Rita Singh
 Mr. Liu Gaungyu
 Ms. Natasha Singh
 Mr T. M. Nagarajan
 Mr. F. M Patnaik
 Mr. Brijlal Kshatriya

 Chairman
 Vice-Chairman
 Managing Director
 Director
 Director
 IDBI Nominee
 Director
 Director
AUTHORISED SIGNATORY

Ms. Seema Rath

AUDITORS
 M/s A. R & Associates
 Chartered Accountants.
 Delhi.

 M/s S. Kalra & Associates
 Chartered Accountants
 Delhi
BANKERS
 State Bank of India
 ANZ Grindlays Bank
 State Bank of Hyderabad
 Bank of Baroda
 Vijaya Bank
 Allahabad Bank
 UCO Bank
 Andhra Bank
REGISTERED OFFICE
 MESCO Towers
 H-1 Zamrudpur Community Centre
 Kailash Colony,
 New Delhi - 110 048.
CORPORATE SHARE DEPARTMENT

- do -

PROJECT LOCATION
 Khurunti Village
 Sukinda Tahsil
 Jajpur District
 Orissa
PRESENT OFFICE LOCATION
 All correspondence to the company
 may please be directed to it's
 Bhubaneswar Office

 MESCO Tower, Lewis Road,
 Kedar Gouri Square,
 Bhubaneswar -751 002
Contents :**Page No.**

Notice	2
Directors' Report	4
Auditors' Report	6
Balance Sheet	7
Statement of Pre-operative Expenses	8
Balance Sheet Abstract & Company's General Business	13
Cash Flow Statement	14
Proxy Form	15

NOTICE

Notice is hereby given that the Fifth Annual General Meeting of the Member of Mideast Integrated Steels Ltd. will be held on 31.03.1998 at 10.30 A.M at SIRI FORT STADIUM, New Delhi.

ORDINARY BUSINESS :

1. To receive, consider and if thought fit to adopt the Audited Balance Sheet as at 31st October 1997, and, the statement of pre-operative expenses for the period ended on that date, alongwith, the report of Auditors & Directors thereon.
2. To appoint Mr. Dong Zhixiong, Director, who retire by rotation, and, being eligible offers himself for reappointment. To appoint Mr. F.M.Patnaik, Director, who retire by rotation, and, being eligible offers himself for reappointment.
3. To appoint M/s A R & Associates, Chartered Accountant as Auditor to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, and, to fix their remuneration.
4. To appoint M/s. Sangram Paul & Co., Chartered Accountants, as Joint Auditors in place of M/s. S. Kalra & Associates, Chartered Accountants, Delhi, who retire from the conclusion of this Annual General Meeting.

SPECIAL BUSINESS :

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

"RESOLVED THAT the Board of Directors recommended the Authorised Share Capital of the Company be increased from Rs. 140.00 Crores (Rupees One hundred forty crores) divided into 14.00 crores (Fourteen crores) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 1000.00 Crores (Rupees One thousand crores) divided into 100.00 crores (One hundred crores) Equity Shares of Rs. 10/- (Rupees ten) each by creation of 86.00 crores (Eighty six crores) equity shares of Rs. 10/- (Rupees Ten only) each ranking paripasu with the existing equity share of the Company with the rights, privileges and conditions attaching thereto, as are provided by the Articles of Association of the Company for the time being, with the power to the Board of Directors to increase the Share Capital by such amount, by issuing new shares and to divided or reclassify them into any class of shares and/ or any denomination, and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being, and to vary modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956, and/or provided by the Articles of Association, for the time being, of the Company.

"RESOLVED FURTHER THAT pursuant to the provisions contained in Section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and stead the following as a new Clause V :

CLAUSE V: The Authorised Share Capital of the Company is Rs. 1000.00 Crores (Rupees One thousand Crores)

divided into 100.00 crores (One hundred crores) Equity Shares of Rs. 10/- (Rupees ten) each.

"RESOLVED FURTHER THAT Article 3 of the Articles of Association of the Company be and is hereby substituted by the following Article : Article 3 : The Authorized share capital of the Company is Rs.1000.00 (Rupees One thousand) divided into 100.00 (One hundred) crores Equity Shares of Rs. 10/- (Rupees Ten) each.

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION :

"RESOLVED THAT in accordance with the provision of Section 81 and 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of Government of India, Securities and Exchange Board of India (SEBI) and Financial Institutions and subject to such other approvals, sanctions and permissions, as may be necessary, and, subject to such terms and conditions and modifications as may be prescribed in granting of such approvals, and, which may be agreed to by the Board of Directors of the Company, or, any Committee duly constituted and authorised by the Board (here in after referred to as Committee) consent of the Company be and is hereby accorded to the Board of Directors or Committee to issue/offer Equity shares and/or Non-Convertible Debenture, all or any of the aforesaid with or without warrants of any nature, and/or by way of Global Depository Receipts (GDRs) Foreign Currency Convertible Bonds / Swiss Bond / PINE / YANKY, and/or any other financial instruments (hereinafter for brevity's sake referred to as "Securities") as the Board at its sole discretion may at any time or times here after decide for an amount not exceeding Rs. 500.00 (Rupees Five hundred) crores in aggregate including premium, if any, to the Members, Debenture holders, Employees, Promoter group and their associates, Investors (FIIs), Mutual Funds, Investment/ Financial Institutions, Companies, Banks other entities/ authorities, and, to such other select group of persons, whether through Public issue, Rights issue, Private Placement or on preferential basis, or, on exchange of Securities, or capital expenditure, working capital requirements and/or strategic investments as the Board may deem fit and/or by any one or more or a combination of the above modes/methods, or, otherwise, and, in one or more branches, with or without voting rights in General meetings/Class Meetings of the Company as may be permitted under the then prevailing laws, at such price or prices, or in such manner as the Board or Committee thereof may in its absolute discretion deem fit in accordance with the guidelines, sanctions and/or permissions issued/granted by Government of India, Securities and Exchange Board of India (SEBI) and Financial Institutions and such other institutions as may be necessary in this regard and at such time as the Board of Directors or Committee in its absolute discretion think fit."

7. To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION :

"RESOLVED THAT in pursuant to Section 80, 81 and 81 (1A) and other applicable provisions, if any, of the Companies Act

1956, the Article of Association of the Company and the listing Agreement entered into by the Company with various Stock Exchanges, and, subject to such approvals, consents, permissions and/ or sanction as may be required from the Securities and Exchange Board of India (SEBI) and from any other concerned authorities, the Board of Directors of the Company (hereinafter referred to as "the Board") be and is hereby authorised and empowered on behalf of the company to issue Optionally Convertible Debentures upto a maximum amount of Rs. 20.00 Crores (Rupees Twenty Crores) at Rs. 10/- each with 100 number marketable/Convertible lot with rate of interest at 18% per annum and Convertible and /or Redeemable after 18 months from the allotment of such Debentures at face value or market value which ever is higher.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into arrangements of documents with any lead manager(s), under writing agency and with any other with regard to such issue/ offer of Optionally Convertible Debentures and to remunerate them on such terms including by way of payment of commission, brokerage, fees or the like".

By Order of the Board

for MIDEAST INTEGRATED STEELS LTD.

Place: New Delhi

Date: 15.02.98

(SEEMA RATH)
 AUTHORIZED SIGNATORY

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and proxy need not be a member of the Company.
2. Explanatory Statement pursuant to Section 173 (2) of the Companies Act., 1957 is annexed hereto and forms part of this Notice.
3. The Proxy Form(s) completed in all respects should reach the Registered office of the Company at least 48 hours before the time of the meeting.
4. The Register of Members and the Share Transfer Books of the Company shall remain be closed from 28.03.98 to 31.03.98 (both days inclusive).
5. Members desirous of having any information as regards accounts are requested to write to the Company at least 7 days in advance of the Meeting, so as to enable the Management to keep the information ready.

By order of the Board,

For MEDEAST INTEGRATED STEELS LTD.

Place: New Delhi

Date : 15.02.98

(SEEMA RATH)
 AUTHORIZED SIGNATORY

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

ITEM NO. 5 & 6 : The company may at the appropriate time raise funds by way of issue of equity shares and/ of preference shares and / or convertible debentures (fully or partly) and/ of non-convertible debentures, all or any of the aforesaid with or without warrants of any nature, and / or by way of Global Depository Receipts (GDRs) Foreign Currency Convertible Bonds / Swiss Bond / PINE/YANKY and / or any other financial instruments to various categories of persons / bodies on terms most beneficial to the Company.

At present the Memorandum of Association / Articles of Association of the Company empower only to raise capital upto Rs. 140 crores only. Therefore the Capital Clause V in the Memorandum of Association and Article - 3 in the Articles of Association require amendments. Further to borrow through Preference Share, Debentures, Bonds, Global Depository Receipt (GDRs), Foreign Currency Convertible Bonds, Swiss Bonds/PINE/YANKY and / or any other financial instruments require Special Approval of members at General Meeting. Accordingly, the Resolutions as set out under Item no. 5 & 6 of the notice are submitted to the meeting. The Board commends the Resolutions.

INTEREST OF DIRECTORS :

None of the Directors is interested or concerned in the said Resolutions.

ITEM NO. 7 With a view to meet the Company's cost overrun of the project the Company proposes to raise funds through issue of Optionally Convertible Debentures for an amount not exceeding Rs. 20.00 Crores (Rupees Twenty Crores) to the Financial Institutions, Banks, Share holders, Promoters, Directors or their friends and relatives. The terms and conditions of the issue shall be determined by the Board of Directors in the best interest of the Company and according to the guidelines issued by the Securities and Exchange Board of India (SEBI).

INTEREST OF DIRECTORS :

None of the Directors is interested or concerned in the said Resolutions.

By Order of the Board
 For MIDEAST INTEGRATED STEELS LTD.

Place : New Delhi

Date : 15.02.98

(SEEMA RATH)
 AUTHORIZED SIGNATORY