**CORRIGENDUM TO THE PUBLIC ANNOUNCEMENT**
**FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF**

# UTTAM GALVA STEELS LIMITED

**Registered Office: Uttam House, 69, P. D'Mello Road, Mumbai - 400 009, India.**

This Corrigendum to the Public Announcement ("**First Corrigendum**") is in continuation of and shall be read in conjunction with the Letter of Offer dated December 11, 2009 ("**LOF**") being dispatched to the equity shareholders of Uttam Galva Steels Limited ("**UGSL**" or the "**Target Company**") as on the Specified Date as per the revised schedule of activities ("**Revised Schedule**") and Public Announcement published on September 7, 2009 ("**PA**") (PA and First Corrigendum collectively referred to as "**Announcements**") issued by SBI Capital Markets Limited ("**Manager to the Offer**") on behalf of ArcelorMittal Netherlands B.V., Netherlands ("**AMNL"** or the "**Acquirer**") in compliance with Regulations 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (the "**SEBI (SAST) Regulations**") to acquire 3,52,26,233 fully paid-up equity shares of face value Rs. 10/- each ("**Shares**"), representing 25.76% of the Emerging Voting Capital of the Target Company ("**Offer**").

The equity shareholders of UGSL are requested to kindly note the following subsequent developments with respect to the Offer:

**A.** The Securities and Exchange Board of India ("**SEBI**") has issued its comments on the Draft Letter of Offer vide its letter no. CFD/DCR/TO/SC/186428/2009 dated December 8, 2009 ("**Observation Letter**").

**B.** The Revised Schedule in respect of the Offer is as follows:

| Activity | Original Schedule | Revised schedule |
|---|---|---|
| Public Announcement Date | Monday, September 7, 2009 | Monday, September 7, 2009 |
| Specified Date* | Friday, September 18, 2009 | Friday, September 18, 2009 |
| Last date for a competitive bid | Monday, September 28, 2009 | Monday, September 28, 2009 |
| Date by which individual Letter of Offer will be dispatched to the Shareholders | Friday, October 16, 2009 | Wednesday, December 16, 2009 |
| Offer Opening Date | Saturday, October 31, 2009 | Saturday, December 19, 2009 |
| Last date for revising the offer price/number of Equity Shares to be acquired by the Acquirer | Tuesday, November 10, 2009 | Tuesday, December 29, 2009 |
| Last date for withdrawal of acceptances by the shareholder | Monday, November 16, 2009 | Monday, January 4, 2010 |
| Offer Closing Date | Thursday, November 19, 2009 | Thursday, January 7, 2010 |
| Date by which acceptance/ rejection would be intimated and the corresponding payment for the acquired Equity Shares and/or the share certificates for the rejected/withdrawn Equity Shares will be dispatched and/or credited to the beneficiary account in case of dematerialised Equity Shares | Thursday, December 3, 2009 | Thursday, January 21, 2010 |

** Specified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer is being sent. However, all owners (registered or unregistered) of the equity shares of the Target Company are eligible to participate in the Offer anytime before the closure of the Offer.*

Para 67 of the PA and references to dates for respective activities throughout the PA shall stand revised accordingly.

**C. Updations/ amendments to PA pursuant to SEBI Observation Letter:**

a. Para 17(e) of the PA shall be substituted as follows: "The authorized share capital of AMNL is EUR 100,000 (Rs.69.76 lacs) consisting of 2,000 shares of EUR 50 nominal value (Rs.3,488) each. The issued and paid up share capital consists of 1,600 shares of EUR 50 nominal value each and the share premium is EUR 27,782.71 Lacs (Rs.1,938,121.85 lacs) as on June 30. As on date, AMO Holding 5, a Luxembourg company having its registered office at 19, Avenue de la Liberté, L-2930 Luxembourg, Tel no. +352 4792 1, Fax no. +352 4792 2675, holds 240 shares and AMO Holding 6, a Luxembourg company having its registered office at 19, Avenue de la Liberté, L-2930 Luxembourg, Tel no. +352 4792 1, Fax no. +352 4792 2675, holds 1,360 shares of the Acquirer. There are no partly paid-up shares in AMNL."

b. Para 17(i) of the PA shall be substituted as follows: "As on date, the Acquirer holds Series 'A' USD 15 Million Foreign Currency Convertible Bonds ("**FCCBs**") (equivalent to Rs.652.95 million, the conversion rate being Rs.43.53=1 USD as per the Offering Circular) issued by the Target Company of face value of USD 1000 each."

c. At para 21 of the PA, the following sentence "A significant portion of the Target Company's products are currently exported to over 142 countries worldwide and it has a customer base in many advanced markets such as Australia, France, Germany, Greece, UK and the USA to name a few." shall be substituted as follows: "More than 50% of the Target Company's products are currently exported to over 142 countries worldwide and it has a customer base in many advanced markets such as Australia, France, Germany, Greece, UK and the USA to name a few."

d. At para 27 of the PA, the following paragraph shall be introduced in addition as follows: "The Target Company has received the listing approval from Bombay Stock Exchange Limited and The Delhi Stock Exchange Association Ltd for listing of 58,74,760 Shares allotted on August 27, 2009 pursuant to the Scheme of Arrangement and approval from National Stock Exchange of India Ltd is awaited."

e. Further to para 34 of the PA, Foreign Investment Promotion Board ("**FIPB**") has granted its approval for the proposed acquisition vide its letter dated November 24, 2009 under Press Note 1 of 2005 since an affiliate of the Acquirer has an existing investment in a steel company in India. However, on 30 November 2009, the Acquirer filed an application with the FIPB seeking the modification of the approval letter to clarify that the price at which the shares will be acquired is Rs. 120/- and the same is awaited. The Acquirer has received approvals from anti-trust authorities in various jurisdictions. These were required as, based on the turnover and market share of the ArcelorMittal group and the Target Company, the transaction required approvals in Brazil, Ukraine and the EU because the parties meet the local applicable merger control thresholds.

f. Para 36 of the PA, shall be substituted as follows: "As of the date of this PA, there are no other statutory approvals required to implement the Offer other than those specified above in Paragraph 34. If any other approvals are/or become applicable, the Offer will also be subject to obtaining such other approvals''.

g. The financial information of the Acquirer as appearing in para 17(g) of the PA is based on standalone financial statements.

h. Further to para 38 of the PA, the Acquirer has confirmed that "depending upon the number of shares acquired under the open offer from the shareholders, the Acquirer will not convert the outstanding Series 'A' USD 15 Million FCCBs held by it which would result in the total shareholding of the promoter and promoter group of UGSL breaching the applicable minimum public shareholding requirement as per the Listing Agreement".

i. Further to para 17(j) of the PA, please note the brief details of the Share Purchase Agreement ('**SPA**') as:

The Acquirer has entered into SPA dated September 3, 2009 to acquire 5.61% of the Target Company shares (on December 11, 2009, this percentage is equivalent to 68,58,792 equity shares of the existing total paid up capital of the Target Company). The consideration for each share is Rs.120. The sale of shares under the SPA is subject to the following conditions precedent by 2 November 2009 (subsequently extended to 3 January 2010) or such later date as the Acquirer may agree: i. Receipt of all necessary approvals; ii. Receipt of all relevant disclosures by the sellers and the resolution of all concerns identified by the acquirer; iii. Representations and warranties in all transaction documents being true and correct in all respects; and iv. There having been no material adverse effect after 31 March 2009.

The sellers under the SPA are the same promoters as under the co-promotion agreement as defined in para 4 of the PA.

j. At para 41 of the PA, the following sentence "Pursuant to the Escrow Agreement, AMNL has deposited an amount of Rs.4,50,00,000 (Rupees Four Crores Fifty Lacs only) which is in excess of 1% of the value of the total consideration payable under the Offer (assuming full acceptances) in an escrow account with the Citi, India." Shall be substituted as follows: "Pursuant to the Escrow Agreement, AMNL has deposited an amount of Rs.4,50,00,000 (Rupees Four Crores Fifty Lacs only) which is in excess of 1% of the value of the total consideration payable under the Offer (assuming full acceptances) in an escrow account no. 0017639005 with the Citi, India."

The equity shareholders of UGSL may note that, in terms of SEBI (SAST) Regulations, the Acquirer may make upward revision(s) in Offer in respect of the price and the number of Shares to be acquired, at any time upto seven working days prior to the closure of the Offer.

The capitalized terms used but not defined herein will have the same meaning as defined in the PA/LOF. All other terms and conditions of the Offer shall remain unchanged.

The Acquirer accepts responsibility for the information contained in this First Corrigendum and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations.

This First Corrigendum will also be available on the SEBI's website (www.sebi.gov.in).

Issued for and on behalf of the Acquirer by:

**Manager to the Offer**

SBI Capital Markets Limited

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Place: Mumbai
Date: December 15, 2009.