



UTTAM

25th
25th
Annual Report
2009 - 2010

UTTAM GALVA STEELS LIMITED

BOARD OF DIRECTORS	RAJINDER MIGLANI : CHAIRMAN PRAVEEN MIGLANI : DIRECTOR S P TALWAR : DIRECTOR P G KAKODKAR : DIRECTOR S T PARIKH : DIRECTOR DR. N S DATAR : DIRECTOR LALITA SHARMA : DIRECTOR (NOMINEE - IDBI) SWARNA PRABHA SUKUMAR : DIRECTOR (NOMINEE - LIC) ANUJ MIGLANI : MANAGING DIRECTOR ANKIT MIGLANI : DY. MANAGING DIRECTOR A K MAHENDRU : DIRECTOR (SALES & MARKETING) S G TUDEKAR : DIRECTOR (WORKS)
DIRECTOR (FINANCE) & CFO	GURSHARAN S SAWHNEY
SR. VICE PRESIDENT & COMPANY SECRETARY	R AGRAWAL
BANKERS - WORKING CAPITAL	STATE BANK OF INDIA CANARA BANK PUNJAB NATIONAL BANK UNION BANK OF INDIA IDBI BANK LTD. BANK OF BARODA INDIAN OVERSEAS BANK ICICI BANK LTD. PUNJAB & MAHARASHTRA CO-OP BANK LTD.
STATUTORY AUDITORS	M/S. PRAKKASH MUNI & ASSOCIATES CHARTERED ACCOUNTANTS MUMBAI
INTERNAL AUDITORS	K S AIYAR & CO. MUMBAI
REGISTERED OFFICE	UTTAM HOUSE, 69, P. D'MELLO ROAD, MUMBAI : 400 009 E-MAIL : info@uttamgalva.com WEBSITE: www.uttamgalva.com
OTHER OFFICES / BRANCHES	<ul style="list-style-type: none">• KEONJHAR, ORISSA• PUNE• NEW DELHI• BANGALORE• CHENNAI• HYDERABAD• AHMEDABAD• INDORE
WORKS / WAREHOUSE	KHOPOLI – PEN ROAD, DONVAT DIST : RAIGAD – MAHARASHTRA KHOPOLI – PALI ROAD, DAHIVALI DIST : RAIGAD – MAHARASHTRA TALOJA – 12, MIDC DIST : RAIGAD – MAHARASHTRA

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VISION, MISSION AND VALUES

VISION

Become the world's favoured
flat steel products brand

MISSION

To consistently provide quality steel
products ensuring customer delight

VALUES

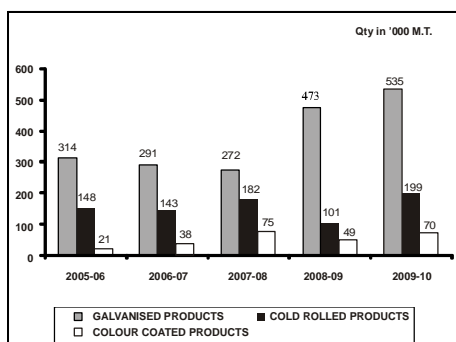
Integrity	: Honouring all commitments
Value for Time	: Business at supersonic speed
Ethics	: Ethical business practices with all stakeholders

2

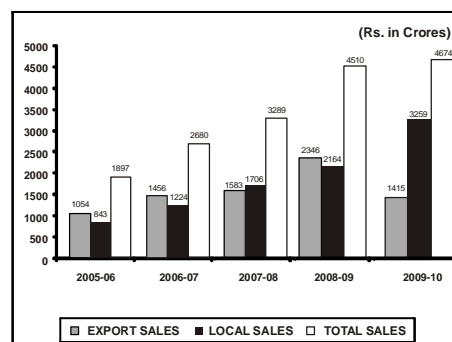


FINANCIAL HIGHLIGHTS

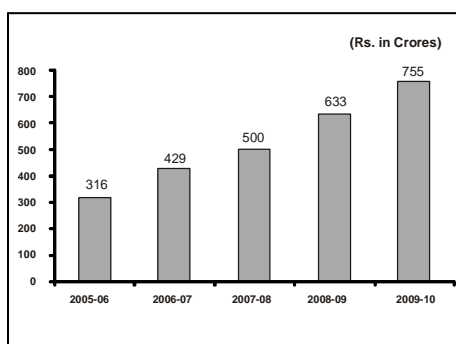
SALEABLE PRODUCTION



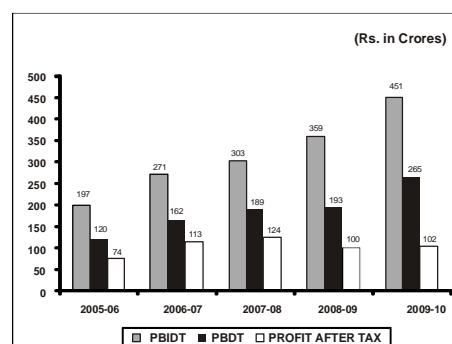
TOTAL SALES



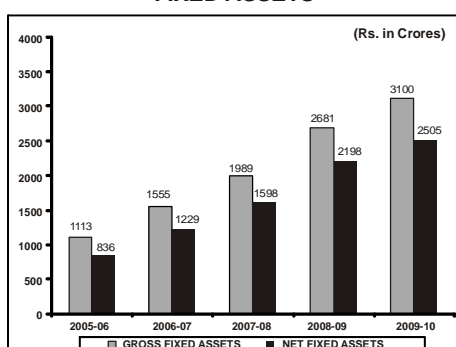
VALUE ADDITION



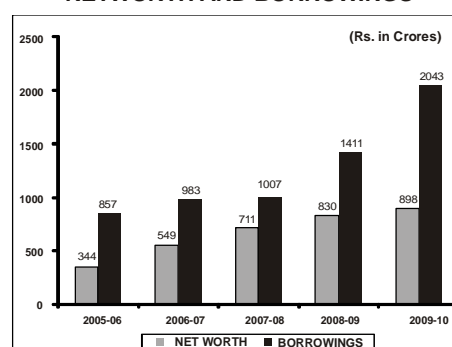
PBIDT/PBDT/PROFIT BEFORE TAX



FIXED ASSETS



NETWORTH AND BORROWINGS



ORDINARY BUSINESS:

1. To adopt the Profit & Loss Account for the Financial Year ended 31st March, 2010 and the Balance Sheet as at that date and Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri P G Kakodkar, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri S T Parikh, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. N S Datar, who retires by rotation and being eligible, offers himself for re-appointment.
5. To re-appoint M/s. Prakkash Muni & Associates, Chartered Accountants, (Registration No. 111792W) as the Statutory Auditor for the Financial Year 2010-11, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 26th Annual General Meeting and to authorize the Board of Directors to decide his remuneration.

SPECIAL BUSINESS:

6. 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 Sections 198, 269, 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including statutory modifications or re-enactments thereof, for the time being in force) and the relevant provisions of the Articles of Association of the Company, approval of the Company be and is hereby accorded to the re-appointment of Shri Rajinder Miglani as Chairman & Managing Director of the Company for the further period of 3 years with effect from 31st December, 2009 (Re-designated as Executive Chairman w.e.f. 28th July, 2010 on the same terms and conditions):

(a) Remuneration :-

Rs. 10,00,000/- per month by way of Salary, Dearness Allowance, Perquisites and other allowances.

(b) Benefits :-

- (i) 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.
 - (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - (iii) Leave and Encashment of leave as per the rules of the Company.
 - (iv) Free use of Car with driver for the business of the Company and free telephone facility at Residence.
 - (v) Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.
- (c) In the event of loss or inadequacy of profit in any financial year during his tenure as the Chairman & Managing Director (Re-designated as Executive Chairman w.e.f. 28th July, 2010 on the same terms and conditions), the aforesaid remuneration will be treated as minimum remuneration subject to the approval of the Central Government.
- (d) Company shall pay to or reimburse the Chairman & Managing Director (Re-designated as Executive Chairman w.e.f. 28th July, 2010 on the same terms and conditions) all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the different components of the above stated remuneration in accordance with provisions of Schedule XIII of the Companies Act, 1956 as may be agreed to by the Board of Directors and Shri Rajinder Miglani.



RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps, actions as may be necessary, proper and expedient to give effect to this Resolution."

7. 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 Sections 198, 269, 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including statutory modifications or re-enactments thereof, for the time being in force) and the relevant provisions of the Articles of Association of the Company, approval of the Company be and is hereby accorded to the re-appointment of Shri Anuj Miglani as Dy. Managing Director of the Company for the further period of 3 years with effect from 10th November, 2009 (Re-designated as Managing Director w.e.f. 28th July, 2010 on the same terms and conditions):

a) Remuneration:-

Rs. 10,00,000/- per month by way of Salary, Dearness Allowance, Perquisites and other allowances.

b) Benefits:-

- (i) 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.
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (iii) Leave and Encashment of leave as per the rules of the Company.
- (iv) Free use of Car with driver for the business of the Company and free telephone facility at Residence.
- (v) Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.

- c)** In the event of loss or inadequacy of profit in any financial year during his tenure as the Dy. Managing Director (Re-designated as Managing Director w.e.f. 28th July, 2010

on the same terms and conditions), the aforesaid remuneration will be treated as minimum remuneration subject to the approval of the Central Government.

- d)** Company shall pay or reimburse to the Dy. Managing Director (Re-designated as Managing Director w.e.f. 28th July, 2010 on the same terms and conditions) all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to vary, alter or modify the different components of the above stated remuneration in accordance with provisions of Schedule XIII of the Companies Act, 1956 as may be agreed to by the Board of Directors and Shri Anuj Miglani.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps, actions as may be necessary, proper and expedient to give effect to this Resolution."

8. 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 Sections 198, 269, 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including statutory modifications or re-enactments thereof, for the time being in force) and the relevant provisions of the Articles of Association of the Company, the approval of the Company be and is hereby accorded to redesignate Shri Ankit Miglani as the Dy. Managing Director of the Company with effect from 28th July, 2010 and that all other terms and conditions of his appointment as approved by the Members of the Company in the Annual General Meeting held on 26th September, 2009 will remain unaltered."

9. **Re-classification of the Authorized Share Capital of the Company.**

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

10. Alteration of Memorandum of Association.

"RESOLVED THAT pursuant to the provisions of 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 deleted and substituted by the following Clause V:

The Authorized Share Capital of the Company is Rs. 1,75,00,00,000/- (Rupees One Hundred Seventy Five Crores Only), Divided into 17,50,00,000 (Seventeen Crore Fifty Lacs) Equity Shares of Rs. 10/- each (Rupees Ten Only), with power to increase or reduce the Share Capital with the rights, privileges and conditions, attaching thereto, as are provided by the Articles of Association of the Company for the time being into 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 or such statutory

11. Alteration of Articles of Association:

“RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the existing Article 3 of the Articles of Association of the Company be and is hereby deleted and substituted by the following Article 3:

The Authorized Share Capital of the Company is Rs. 1,75,00,00,000/- (Rupees One Hundred Seventy Five Crores Only) divided into 17,50,00,000 (Seventeen Crore Fifty Lacs) Equity Shares of Rs. 10/- each (Rupees Ten Only), with power to increase or reduce the Share Capital with the rights, privileges and conditions, attaching thereto, as are provided by the Articles of Association of the Company for the time being into 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 or such statutory modifications thereof or provided by the Articles of Association of the Company for the time being."

Registered Office:

R Agrawal

Date: 28th July, 2010



NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. Explanatory Statement under Section 173(2) of the Companies Act, 1956 in respect of Item No. 6 to 11 of the Notice is annexed hereto.
3. Register of Members and Share Transfer Books of the Company shall remain closed from 13th September, 2010 to 18th September, 2010 (both days inclusive).
4. Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to address their queries to the Company Secretary at the Registered Office of the Company, so as to reach him at least seven days before the date of Meeting.
5. Members/Proxies attending the Meeting are requested to bring their Attendance Slip, sent herewith, duly filled in and also their copies of the Annual Report.
6. The Company's Shares are listed on Stock Exchanges at Mumbai, Delhi, National Stock Exchange of India, Mumbai and at Singapore Stock Exchange.
7. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 205C of the Companies Act, 1956, during the current Financial Year is not applicable.
8. Details of the Directors appointed/re-appointed during the year is provided herewith as a part of Corporate Governance Report as required by Clause 49 of the Listing Agreement.
9. All queries relating to Share Transfer and allied subjects should be addressed to:

**Mondkar Computers Private Limited,
(Unit : UGSL)**

21, Shakil Niwas,
Mahakali Caves Road,
Andheri (East), Mumbai - 400 093.

EXPLANATORY STATEMENT

(Pursuant to Section 173 (2) of the Companies Act, 1956)

Item No.6

Shri Rajinder Miglani was appointed as the Chairman and Managing Director of the Company for the period of three years, which expired on 30th December, 2009. The Board of Directors of the Company, at their Meeting held on 28th January, 2010, resolved to re-appoint Shri Rajinder Miglani as the Chairman and Managing Director for the further period of three years, commencing from 31st December, 2009 to 30th December, 2012 on terms and conditions as set out in the Ordinary Resolution at Item No. 6. Subsequently the Board of Directors of the Company in their Meeting held on the 28th July, 2010 re-designated Shri Rajinder Miglani as the Executive Chairman of the Company w.e.f. 28th July, 2010.

The terms of re-appointment of Shri Rajinder Miglani, as set out in the Ordinary Resolution at Item No. 6, should also be treated as the abstract under Section 302 of the Companies Act, 1956.

Shri Rajinder Miglani is interested or concerned in this Resolution. Shri Praveen Miglani, Shri Anuj Miglani and Shri Ankit Miglani are also concerned or interested in this Resolution being the relatives of Shri Rajinder Miglani. None of the other Directors are in any way concerned or interested in this Resolution.

The Board accordingly recommends the Resolution set out in Item No. 6 for the approval of the Members.

Item No.7

Shri Anuj Miglani was appointed as the Dy. Managing Director of the Company for the period of three years, which expired on 9th November, 2009. The Board of Directors of the Company, at their Meeting held on 28th January, 2010, resolved to re-appoint Shri Anuj Miglani as the Dy. Managing Director for the further period of three years, commencing from 10th November, 2009 to 9th November, 2012 on terms and conditions as set out in the Ordinary Resolution at Item No. 7. Subsequently the Board of Directors of the Company in their Meeting held on the 28th July, 2010 re-designated Shri Anuj Miglani as the Managing Director of the Company w.e.f. 28th July, 2010.

The terms of re-appointment of Shri Anuj Miglani, as set out in the Ordinary Resolution at Item No 7, should

Item No. 8

Shri Ankit Miglani was appointed as the Director (Commercial) with effect from 29th July, 2008 for a period of three years, which was approved by the Members of the Company in their Annual General Meeting held on 26th September, 2009. The Board of Directors of the Company, at their Meeting held on 28th July, 2010, resolved to re-designate Shri Ankit Miglani as the Dy. Managing Director of the Company. All other terms and conditions of his appointment will remain unaltered.

Shri Ankit Miglani is interested or concerned in this Resolution. Shri Rajinder Miglani, Shri Praveen Miglani and Shri Anuj Miglani are also concerned or interested in this Resolution being the relatives of Shri Ankit Miglani. None of the other Directors are in any way concerned or interested in this Resolution.

Item No. 9, 10 & 11

The Company has presently 60,00,000 (Sixty Lacs) un-issued Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of Rs. 10/- each (Rupees Ten Only) aggregating to Rs. 6,00,00,000/- (Rupees Six Crores Only) in its Authorized Share Capital in addition to 16,90,00,000 (Sixteen Crore Ninety Lacs) Equity Shares of Rs. 10/- each (Rupees Ten Only). The Board of

Directors of the Company, subject to the Members approval, has decided to re-classify and convert the aforesaid un-issued Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of Rs. 6,00,00,000/- (Rupees Six Crores Only) into Equity Share Capital of the Company. Accordingly the revised Authorized Share Capital after the re-classification will consist of 17,50,00,000 (Seventeen Crore Fifty Lacs) Equity Shares of Rs. 10/- each (Rupees Ten Only) aggregating to Rs. 1,75,00,00,000/- (Rupees One Hundred Seventy Five Crores Only). The Alterations in the Capital Clause of the Memorandum of Association and Articles of Association are consequential.

Copy of the said altered Memorandum of Association and Articles of Association are available at the Registered Office of the Company for the purpose of inspection by the Members on any working day (except Saturdays, Sundays and Public Holidays) between 11:00 a.m. to 1:00 p.m. prior to the date of the Meeting.

The Board accordingly recommends the Resolutions set out in Item No. 9,10 & 11 for the approval of the Members.

None of the Directors of the Company are, in any way, concerned or interested in the aforesaid Resolutions.

By Order of the Board

For Uttam Galva Steels Limited

Registered Office:

Uttam House,
69, P.D'Mello Road,
Mumbai - 400 009.

R Agrawal

(Sr. Vice President & Company Secretary)

Date: 28th July, 2010