



**UTTAM**

**33<sup>rd</sup>**

# **Annual Report**

## **2017 - 2018**

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**UTTAM GALVA STEELS LIMITED**

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BOARD OF DIRECTORS	RAJINDER MIGLANI : CHAIRMAN R K DUBEY : DIRECTOR B L KHURANA : DIRECTOR RAJIV MUNJAL : DIRECTOR ARVIND KUMAR GUPTA : ADDITIONAL DIRECTOR JAGATH CHANDRA : ADDITIONAL DIRECTOR ANUJ R MIGLANI : MANAGING DIRECTOR & CEO GURSHARAN SINGH SAWHNEY : DIRECTOR (FINANCE) & GROUP CFO								
PRESIDENT & COMPANY SECRETARY	R AGRAWAL								
WORKING CAPITAL BANKERS	STATE BANK OF INDIA PUNJAB NATIONAL BANK IDBI BANK INDIAN OVERSEAS BANK PUNJAB & MAHARASHTRA CO-OP BANK CANARA BANK UNION BANK OF INDIA BANK OF BARODA ICICI BANK								
STATUTORY AUDITORS	M/s. TODARWAL & TODARWAL LLP. CHARTERED ACCOUNTANTS, MUMBAI								
INTERNAL AUDITORS	M/s. K S AIYAR & CO. CHARTERED ACCOUNTANTS, MUMBAI								
CORPORATE IDENTIFICATION NO. (CIN)	L27104MH1985LPC035806								
REGISTERED OFFICE	UTTAM HOUSE, 69, P. D'MELLO ROAD, MUMBAI: 400 009 E-MAIL: <a href="mailto:shares@uttamgalva.com">shares@uttamgalva.com</a> WEBSITE: <a href="http://www.uttamgalva.com">www.uttamgalva.com</a>								
OTHER OFFICES	<table><tr><td>▪ NAGPUR</td><td>▪ CHENNAI</td></tr><tr><td>▪ PUNE</td><td>▪ HYDERABAD</td></tr><tr><td>▪ NEW DELHI</td><td>▪ AHMEDABAD</td></tr><tr><td>▪ BANGALORE</td><td>▪ INDORE</td></tr></table>	▪ NAGPUR	▪ CHENNAI	▪ PUNE	▪ HYDERABAD	▪ NEW DELHI	▪ AHMEDABAD	▪ BANGALORE	▪ INDORE
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SERVICE CENTRE	<table><tr><td>A/5, TALOJA MIDC DIST: RAIGAD MAHARASHTRA</td><td>M-134, WALUJ MIDC DIST: AURANGABAD MAHARASHTRA</td><td>195-B SECTOR-4 PHASE-II BAWAL DIST: REWARI, HARYANA</td></tr></table>	A/5, TALOJA MIDC DIST: RAIGAD MAHARASHTRA	M-134, WALUJ MIDC DIST: AURANGABAD MAHARASHTRA	195-B SECTOR-4 PHASE-II BAWAL DIST: REWARI, HARYANA					
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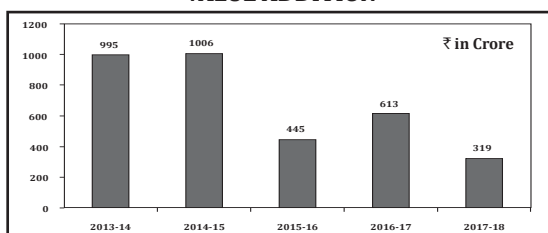
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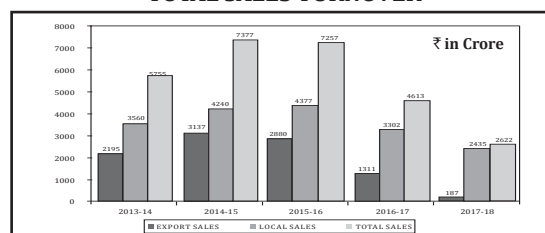
### 5 YEARS' FINANCIAL HIGHLIGHTS

	₹ in Crore				
	2017-18	2016-17	2015-16	2014-15	2013-14
<b>SALES &amp; EARNINGS</b>					
LOCAL SALES	2435	3302	4377	4240	3560
EXPORT SALES	187	1311	2880	3137	2195
<b>GROSS REVENUE FROM OPERATION</b>	<b>2622</b>	<b>4613</b>	<b>7257</b>	<b>7377</b>	<b>5755</b>
EARNING BEFORE INTEREST, TAX, DEPRECIATION AND AMORTISATION ( EBITDA )	24	266	53	531	553
FINANCE COST	647	609	505	262	289
<b>PROFIT BEFORE DEPRECIATION &amp; TAX (PBDT)</b>	<b>(623)</b>	<b>(343)</b>	<b>(452)</b>	<b>279</b>	<b>296</b>
DEPRECIATION & AMORTISATION	258	285	282	224	215
EXCEPTIONAL ITEMS	-	-	718	-	-
<b>PROFIT BEFORE TAX (PBT)</b>	<b>(881)</b>	<b>(629)</b>	<b>(1452)</b>	<b>55</b>	<b>81</b>
CURRENT / DEFERRED /PRIOR PERIOD TAX EXPENSES	-	-	(41)	(25)	(46)
DEFERRED TAX INCOME	-	183	446	224	-
OTHER COMPREHENSIVE INCOME	(2)	20	489	(457)	-
<b>TOTAL COMPREHENSIVE INCOME /(LOSS) / PROFIT AFTER TAX</b>	<b>(883)</b>	<b>(426)</b>	<b>(558)</b>	<b>(202)</b>	<b>35</b>
<b>ASSETS &amp; LIABILITIES</b>					
NON-CURRENT ASSETS	7726	7841	7888	5673	4855
CURRENT ASSETS	601	2267	2538	2828	3149
<b>TOTAL ASSETS</b>	<b>8327</b>	<b>10108</b>	<b>10427</b>	<b>8501</b>	<b>8005</b>
<b>REPRESENTED BY</b>					
SHAREHOLDER'S FUND	(151)	732	1158	1716	1282
NON-CURRENT LIABILITIES	1999	2799	2849	2730	3137
CURRENT LIABILITIES	6479	6577	6420	4055	3586
<b>TOTAL FUNDS</b>	<b>8327</b>	<b>10108</b>	<b>10427</b>	<b>8501</b>	<b>8005</b>
<b>RATIOS</b>					
EARNING PER EQUITY SHARE (BEFORE OCI) ₹	(61.94)	(31.30)	(73.61)	17.94	2.48
BOOK VALUE PER EQUITY SHARE RS	(11)	51.48	81.40	120.61	90.11
DEBT: EQUITY RATIO @	-ve	24.80:1	5.12:1	2.46:1	2.00:1

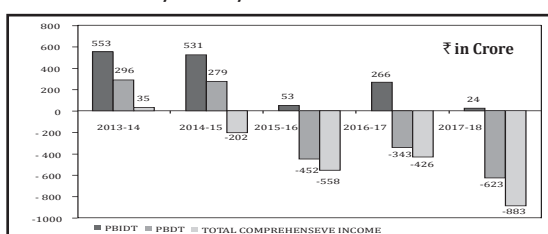
#### VALUE ADDITION



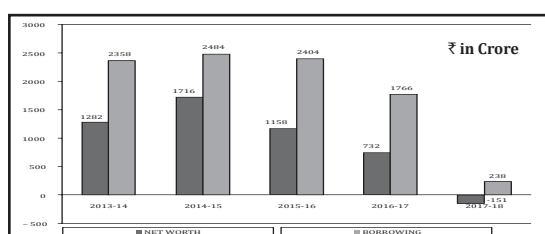
#### TOTAL SALES TURNOVER



#### PBDT/PBDT/PROFIT BEFORE TAX



#### NETWORTH AND BORROWINGS





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## NOTICE

**NOTICE** is hereby given that the **33<sup>rd</sup> ANNUAL GENERAL MEETING (AGM)** of the Members of the Company will be held on Friday, the 27<sup>th</sup> July, 2018, at 11:00 a.m. at M.C. Ghia Hall, 18/20, K. Dubash Marg, Mumbai- 400001 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt:

a) The Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and the Auditors thereon, and

b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the Report of the Auditors thereon.

2. To appoint Shri Rajiv Munjal (DIN 05195651), who retires by rotation and being eligible, offers himself for reappointment as a Director.

3. To appoint Statutory Auditors of the Company and to fix their remuneration:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. Tadarwal & Tadarwal LLP, Chartered Accountants, (Firm Registration No. 111009W), Statutory Auditors of the Company as approved by the shareholders in their 32<sup>nd</sup> Annual General Meeting, be and are hereby ratified, to hold office until the conclusion of 34<sup>th</sup> Annual General Meeting on such remuneration plus service tax, out-of-pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Auditors.”

### **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** Shri Arvind Kumar Gupta (DIN 03203379), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 19<sup>th</sup> January, 2018 and who holds

office upto the date of the ensuing Annual General Meeting under Section 161 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in terms of applicable articles of association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, along with the prescribed deposit proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or any amendment or any substitution or re-enactment(s) thereof for the time being in force and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Shri Arvind Kumar Gupta (DIN 03203379), who meets the criteria for independence as provided in section 149(6) of the act, and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term upto 18<sup>th</sup> January, 2023”.

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** Smt. Jagath Chandra (DIN 07147686) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7<sup>th</sup> April, 2018 and who holds office upto the date of the ensuing Annual General Meeting under Section 161 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in terms of applicable articles of association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, along with



the prescribed deposit proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or any amendment or any substitution or re-enactment(s) thereof for the time being in force and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Smt. Jagath Chandra (DIN 07147686), who meets the criteria for independence as provided in section 149(6) of the act, and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold

office for 5 (five) consecutive years for a term upto 6<sup>th</sup> April, 2023".

**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 Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the aggregate remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and out of pocket expenses payable to M/s. Manisha & Associates, Cost Accountant (Firm Registration No. 000321), appointed by the Board of Directors of the Company as the Cost Auditors, to conduct the audit of Steel and Power division of the Company for the financial year 2018-19, be and is hereby ratified."

#### **NOTES:**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out material facts and details relating to Special Business to be transacted at the Meeting, is annexed hereto.
2. Register of Members and Share Transfer Books of the Company shall remain closed from Saturday 21<sup>st</sup> July, 2018 to Friday 27<sup>th</sup> July, 2018 (both days inclusive) for the purpose of AGM.
3. Additional Information, pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director seeking appointment/ reappointment at the AGM provided herewith as a part of the Corporate Governance Report.
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding 50 (fifty) Members and holding in the aggregate not more than 10% of the total share capital of the Company. Proxies in order to be effective must be received at the registered office of the Company not less than 48 hours before the commencement of the Meeting. A proxy form annexed to this notice. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. Members/Proxies/ authorised representatives attending the Meeting are requested to bring their copy of the Annual Report and the duly filled in Attendance Slip, enclosed herewith.
6. All documents referred to in the accompanying Notice and statement under Section 102 of the Companies Act, 2013, shall be open for inspection at the Registered Office of the Company (Monday to Friday) from 11.00 a.m. to 1.00 p.m., up to the date of the Annual General Meeting of the Company.
7. 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, at least seven days before the date of Meeting.
8. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are therefore requested to



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submit their PAN to the depository participants with whom they maintain their demat accounts. Members holding shares in the physical form are requested to submit their PAN to the Registrar and Share Transfer Agent/Company.

9. To support the 'Green initiative', the Members are requested to provide their E-mail addresses to the Registrar and Share Transfer Agent of the Company in order to receive the various Notices and other Notifications from the Company, in electronic form.

10. E-mail address of the Company is [shares@uttamgalva.com](mailto:shares@uttamgalva.com).

11. All queries relating to Share Transfer and allied matters shall be addressed to:

**Universal Capital Securities Private Limited (Registrar and Share Transfer Agent)**

21, Shakil Niwas, Mahakali Caves Road, Andheri (e), Mumbai 400 093. Tele No.: 28207203/05, E-mail: [info@unisec.in](mailto:info@unisec.in)

## 12. Information for Voting:

12.1 Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide its Members the facility of 'remote e voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at 33<sup>rd</sup> AGM. The Business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

12.2 The Company will also provide voting facility through ballot paper at the AGM. Members who have not cast their vote by remote e-voting shall be able to exercise their right at the venue of the AGM.

12.3 Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

12.4 The Company has appointed Shri Jigarkumar Gandhi, Proprietor of M/s. JNG & Co., Company Secretaries, Mumbai, as the scrutinizer for conducting for remote e-voting and the voting process at the AGM in a fair and transparent manner.

## 13. Instructions for Remote E-Voting:

13.1 The voting period begins on Monday, 23<sup>rd</sup> July, 2018 at 9.30 a.m. (IST) and ends on Thursday, 26<sup>th</sup> July, 2018 at 5.00 p.m. (IST). During these period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 20<sup>th</sup> July, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

13.2 The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

13.3 Click on Shareholders/ Members.

13.4 Now Enter your User ID:

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.

13.5 If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.



13.6 If you are a first time user follow the steps given below:

Particulars	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participants are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as Sr. no. affixed on Annual Report, in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.</li> </ul> <p>E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (16.4)</li> </ul>

13.7 After entering these details appropriately, click on "SUBMIT" tab.

13.8 Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

13.9 For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

13.10 Click on the EVSN of "UTTAM GALVA STEELS LIMITED" on which you choose to vote.

13.11 On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

13.12 Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13.13 After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

13.14 Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

13.15 You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

13.16 If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

13.17 Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.



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13.18 Notes for Non Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com).

- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

14. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help Section or write an email to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com).

15. The voting rights of the Members shall be in proportion to their shares of the Paid up share capital of the Company as on Friday 20<sup>th</sup> July, 2018.

16. The Scrutinizer shall, after scrutinizing the votes cast at the AGM and through remote e-voting not later than 48 hours from the conclusion of the AGM, make a consolidated Scrutinizer's Report and submit it to the Chairman of the Company.

17. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.uttamgalva.com](http://www.uttamgalva.com) and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

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## ANNEXURE TO NOTICE

(Statement pursuant to Section 102(1) of the Companies Act, 2013)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### Item No. 4

Shri Arvind Kumar Gupta (DIN 03203379) aged 47 years, is B. Com. (Hons.) and LLB from Delhi University. He specializes in Corporate and Commercial functions and has diverse experience of more than 20 years.

He possess adequate knowledge, skill, expertise and experience as relevant to the Company and ability to contribute to the Company's growth.

Shri Arvind Kumar Gupta was appointed as an Additional Director by the Board of the Company with effect from 19<sup>th</sup> January, 2018 to hold office as an Additional Director till the date of the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013.

The Company has received declarations from Shri Arvind Kumar Gupta that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as may be in force from time to time.

Shri Arvind Kumar Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and hence it is proposed that he be appointed as an Independent Director on the Board of the Company for 5(five) consecutive years for a term upto 18<sup>th</sup> January, 2023.

The Company has received notice in writing from a member along with the deposit of requisite amount under section 160 of the Act, proposing the candidature of Shri Arvind Kumar Gupta for the office of Director of the Company. In





the opinion of the Board, Shri Arvind Kumar Gupta fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the Management. Copy of the draft letter for appointment of Shri Arvind Kumar Gupta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during on all working days between 11.00 a.m. to 01.00 p.m. (except Saturdays, Sundays and Public Holidays). The terms and conditions of appointment of an Independent Director are also posted on the website of the Company.

- The details of shareholding of Shri Arvind Kumar Gupta in the Company - Nil
- Name of Companies in which he holds the Directorship are as under:

Sr. No.	Name of Companies/Firm/Body Corporate/LLP	Date on which Interest or Concern arose/changed
1	Asler Impex Private Limited	09.09.2010
2	Uttam Galva Metalics Limited	04.01.2018
3	Uttam Value Steels Limited	19.01.2018

- Statement regarding his relationships with other Directors of the Company inter-se - None

Except Shri Arvind Kumar Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Accordingly, the Board recommends the resolution as set out at item No. 4 of the Notice in relation to appointment of Shri Arvind Kumar Gupta as an Independent Director, for approval of Members of the Company.

This Explanatory statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

#### **Item No. 5**

Smt. Jagath Chandra (DIN 07147686) aged 72 years, is a Science Graduate having highly skilled public relations and organizational abilities with more than 40 years of demonstrated success.

She had worked for more exclusively in relocation of expatriates and foreign clients and has worked for reputed national and international clients on a consultant basis. She possess adequate knowledge, skill, expertise and experience as relevant to the Company and ability to contribute to the Company's growth.

Smt. Jagath Chandra was appointed as an Additional Director by the Board of the Company with effect from 7<sup>th</sup> April, 2018 to hold office as an Additional Director till the date of the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013. It is proposed that she be appointed as an Independent Director on the Board of the Company.

The Company has received declarations from Smt. Jagath Chandra that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as may be in force from time to time.

Smt. Jagath Chandra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and hence she is proposed to be appointed as an Independent Director for 5(five) consecutive years for a term upto 6<sup>th</sup> April, 2023.

The Company has received notice in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of Smt. Jagath Chandra for the office of Director of the Company. In the opinion of the Board, Smt. Jagath Chandra fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is Independent of the Management. Copy of the draft letter for appointment of Smt. Jagath Chandra as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during on all working days between 11.00 a.m. to 01.00 p.m. (except Saturdays, Sundays and Public



..... The Best that Steel can be

Holidays). The terms and conditions of appointment of an Independent Director are also posted on the website of the Company.

- The details of shareholding of Smt. Jagath Chandra in the Company - Nil
- Name of Companies in which she holds the Directorship are as under:

Sr. No.	Name of Companies/Firm/Body Corporate/LLP	Date on which Interest or Concern arose/changed
1	Uttam Galva Metalics Limited	11.11.2017
2	Uttam Value Steels Limited	24.08.2016
3	Uttam Galva Ferrous Limited	30.09.2015

- Statement regarding her relationships with other Directors of the Company inter-se - None

Except Smt. Jagath Chandra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Accordingly, the Board recommends the resolution as set out at item No. 5 of the Notice in relation to appointment of Smt. Jagath Chandra as an Independent Director, for approval of Members of the Company.

This Explanatory statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

#### **Item no. 6**

The Board, on the recommendation of the Audit Committee in their Meeting held on 7<sup>th</sup> April, 2018, has considered and approved the appointment of M/s. Manisha & Associates, Cost Accountants, as Cost Auditor to conduct the cost audit for Steel and Power division of the Company for the financial year 2018-19 at the remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus taxes and reimbursement of out of pocket expenses on actuals.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be subsequently ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2019.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of Members of the Company.

By Order of the Board  
For **UTTAM GALVA STEELS LIMITED**  
Sd/-  
**R Agrawal**  
*President & Company Secretary*

#### **Registered Office:**

Uttam House, 69, P. D'Mello Road  
Mumbai-400 009  
CIN: L27104MH1985PLC035806  
Date : 7<sup>th</sup> April, 2018  
Place: Mumbai