



UTTAM

34th

Annual Report

2018 - 2019

UTTAM GALVA STEELS LIMITED



..... The Best that Steel can be

BOARD OF DIRECTORS	RAJINDER MIGLANI	:	CHAIRMAN
	RAJIV KISHORE DUBEY	:	DIRECTOR
	ARVIND KUMAR GUPTA	:	DIRECTOR
	JAGATH CHANDRA	:	DIRECTOR
	RAVINDER ARORA	:	ADDITIONAL DIRECTOR
	RAJIV MUNJAL	:	DIRECTOR
	ANUJ R MIGLANI	:	MANAGING DIRECTOR & CEO
	GURSHARAN SINGH SAWHNEY	:	DIRECTOR (FINANCE) & GROUP CFO

EXECUTIVE DIRECTOR & COMPANY SECRETARY RAGGVENDRA AGRAWAL

CORPORATE IDENTIFICATION NO. (CIN) L27104MH1985LPC035806

REGISTERED OFFICE UTTAM HOUSE,
69, P. D'MELLO ROAD,
MUMBAI: 400 009
E-MAIL: shares@uttamgalva.com
WEBSITE: www.uttamgalva.com

LEAD BANK STATE BANK OF INDIA

STATUTORY AUDITORS M/s. TODARWAL & TODARWAL LLP.
CHARTERED ACCOUNTANTS, MUMBAI

INTERNAL AUDITORS M/s. K S AIYAR & CO.
CHARTERED ACCOUNTANTS, MUMBAI

WORKS	KHOPOLI - PEN ROAD, DONVAT	KHOPOLI - PALI ROAD, DAHIVALI
	DIST: RAIGAD - MAHARASHTRA	DIST: RAIGAD - MAHARASHTRA

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NOTICE

NOTICE is hereby given that the **34th ANNUAL GENERAL MEETING (AGM)** of the Members of the Company will be held on Thursday, the 26th September, 2019, 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 31st March, 2019 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 31st March, 2019 and the Report of the Auditors thereon.
2. To appoint Shri Rajinder Miglani (DIN 00286788), who retires by rotation and being eligible, offers himself for reappointment as a Director.

SPECIAL BUSINESS

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

“RESOLVED THAT Shri Ravinder Arora (DIN 00676323), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 9th July, 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, 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 Ravinder Arora (DIN 00676323), 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 8th July, 2023”.

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

“RESOLVED THAT subject to the provisions of the Sections 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded for the re-appointment of Shri Anuj R Miglani (DIN 00287097) as Managing Director & CEO for a period of 3 (Three) years effective from 10th November, 2018 to 9th November, 2021 on the following terms & conditions:

Remuneration

₹ 10,00,000/- per month by way of salary and other allowances.

Perquisites

In addition to the above, he shall be entitled to the following perquisites:

PART

- a. Leave Travel Assistance: Payable as per the rules of the Company.
- b. Medical Reimbursement: Payable as per the rules of the Company.
- c. Club Fee: Fees of clubs, subject to a maximum of two clubs.
- d. Membership of Professional Bodies subject to a maximum of two.

PART B

- a. Provident Fund and Superannuation Fund: As per the rules of the Company.
- b. Gratuity: As per the rules of the Company but not exceeding half a month's salary for each completed year of service.
- c. Leave and Encashment: As per rules of the Company.

RESOLVED FURTHER THAT Shri Anuj R Miglani be permitted use of the Company's cars (maximum two) with driver for official purposes as per the policy of the Company, as may be amended from time to time.



RESOLVED FURTHER THAT Shri Anuj R Miglani shall not be entitled to any sitting fees or other payments for attending the Meetings of the Board, or where applicable, any committee thereof.

RESOLVED FURTHER THAT the Company shall pay to or reimburse the Managing Director & CEO 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 in the event of the loss or inadequacy of profit in any financial year during his tenure as the Managing Director & CEO, the aforesaid remuneration will be treated as minimum remuneration subject to the provisions of sections 196, 197, 203 read with schedule V and other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company and subject to the approval of the Lenders, as may be required.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are

hereby severally authorized to sign, execute and submit deeds, documents, papers, forms, advertisement, notice as may be require under the applicable provisions of the Companies Act, 2013."

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 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 and 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 Plant of the Company for the financial year 2019-20, 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 Annual General Meeting, (AGM) is annexed hereto.
2. The Company's Statutory Auditors, M/s Tadarwal & Tadarwal LLP, Chartered Accountants (Firm Registration No. 111009W), were appointed as Statutory Auditors at the 32nd Annual General Meeting (AGM) held on 19th August, 2017 till the conclusion of the 35th AGM of the Company, subject to the ratification of their appointment at every AGM, on a remuneration mutually agreed by the Board of Directors and the Statutory Auditors.

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from 7th May, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.
3. Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 20th September, 2019 to Thursday, 26th September, 2019 (both days inclusive) for the purpose of AGM.
4. 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.
5. A MEMBER ENTITLED TO ATTEND AND VOTE AT AGM 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. Proxy form is annexed to this notice. Proxies submitted on behalf of the Companies, Societies etc., must be supported with an appropriate resolution/authority, as applicable.
6. Members/Proxies/ Authorised Representatives attending the Meeting are requested to bring their copy of the Annual Report and the duly filled in Attendance Slip, which is enclosed herewith.



7. All documents referred 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 AGM of the Company.
8. 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.
9. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company/ Company.
10. 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.
11. E-mail address of the Company is shares@uttamgalva.com.
12. 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.: 022-28207203/05, E-mail: info@uniseq.in
13. **Information for Voting:**
 - 13.1 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 to 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 34th AGM. The Business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).
 - 13.2 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.
 - 13.3 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.
 - 13.4 The Company has appointed Shri Jigarkumar Gandhi, Proprietor of M/s. JNG & Co., Company Secretaries, Mumbai, as the scrutinizer for conducting remote e-voting and the voting process at the AGM in a fair and transparent manner.
14. **Instructions for Remote E-Voting:**
 - 14.1 The voting period begins on Sunday, 22nd September, 2019 at 9.30 a.m. (IST) and ends on Wednesday, 25th September, 2019 at 5.00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 19th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - 14.2 The shareholders should log on to the e-voting website www.evotingindia.com
 - 14.3 Click on Shareholders/ Members.
 - 14.4 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.
 - 14.5 If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - 14.6 If you are a first time user follow the steps given below:



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Particulars	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	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 sequence no. affixed on Annual Report, in the PAN field. 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	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. 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 (14.4)

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

14.8 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.

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

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

14.11 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.

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

14.13 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.

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

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

14.16 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.

14.17 Members can also cast their vote using CDSL's mobile app namely 'm-Voting'.

14.18 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 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.
- 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 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.



15. 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 under help Section or write an email to helpdesk.evoting@cdslindia.com.
16. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.uttamgalva.com and on website of CDSL e-Voting at www.evotingindia.com within two days of the passing of the Resolutions at the AGM and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
17. A route map showing directions to the venue of the 34th AGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on "General Meetings".

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. 3

Shri Ravinder Arora (DIN 00676323) aged 59 years, is a qualified Chartered Accountant having a vast experience of 32 years in the field of Auditing and Taxation of various Public Sector Banks, Co-operative Banks and Corporates.

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

Shri Ravinder Arora was appointed as an Additional Director by the Board of the Company with effect from 9th July, 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 Ravinder Arora 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 Ravinder Arora 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 8th July, 2023.

The Company has received notice in writing from a member under section 160 of the Act, proposing the candidature of Shri Ravinder Arora for the office of Director of the Company. In the opinion of the Board, Shri Ravinder Arora 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 Ravinder Arora as an Independent Director setting out the terms and conditions will be available 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 AGM of the Company and the same is posted on the website of the Company.

- The details of shareholding of Shri Ravinder Arora 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	Reliable Controls Private Limited	28.02.1988
2	ABP & Associates	31.12.2015
3	Ravinder Arora & Associates	01.06.2015

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

The details as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Shri Ravinder Arora proposed to be appointed as Director, is given in the Corporate Governance Report which is part of this Annual Report.



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Accordingly, the Board recommends the resolution as set out at Item No. 3 of the Notice in relation to appointment of Shri Ravinder Arora as an Independent Director, for approval of Members of the Company.

Except Shri Ravinder Arora, being an appointee, none of the other Directors or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, in this resolution.

Item No. 4

At the 31st Annual General Meeting of the Company, the Members of the Company had appointed Shri Anuj R Miglani (DIN 00287097) as Whole Time Director of the Company designated as Managing Director for a period of 3 (Three) years effective from 10th November, 2015 to 9th November, 2018.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its Meeting held on 10th October, 2018 has, subject to the approval of Members, re-appointed Shri Anuj R Miglani as Whole Time Director designated as Managing Director & CEO, for a period of 3 (Three) years from the expiry of his present term, i.e. 10th November, 2018 till 9th November, 2021 on such terms and conditions as stated in the statement of information pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, which is mentioned hereinafter.

The Statement of Additional information as required in Schedule V of the Companies Act, 2013:

I. General Information

i) Nature of Industry:

The Company is engaged in the Business of manufacturing downstream value added steel products like Cold Rolled (CR) coils and sheets, galvanized products comprising of Galvanized Plain (GP) and Galvanized Corrugated (GC) coils & sheets and Color Coated products.

ii) Date or expected date of commencement of commercial production:

The Company carries on the steel business since its incorporation.

iii) Financial performance based on given indicators:

₹ in Crore

Particulars	Stand-alone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Total Comprehensive Income/ (Loss)	(2,123.76)	(883.31)	(2,126.78)	(884.47)
Net Worth (including balance in Profit & loss Account)	(2,274.74)	(150.98)	(2,197.72)	(70.94)
Earnings per Share	(149.46)	(61.94)	(150.82)	(61.93)
Turnover	556.44	2548.09	756.81	3418.33

iv) Foreign investments or collaborations, if any:

For details of investment made by the Company, please refer to the respective schedule of the Stand-alone Balance Sheet forming part of this Annual Report being sent along with this Notice.

Details of Foreign Investments in the Company, Shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies as on 31st March, 2019, are as under:

Particulars	No. of Shares	%
Foreign Institutional Investors	1,23,900	0.09
Non Resident Indians (Repat)	16,03,372	1.13
Non Resident Indians (Non Repat)	2,16,788	0.15
Foreign Companies	1,09,000	0.08
Total	19,54,960	1.45

The Company has not entered into any material foreign collaboration.

II. Information about Shri Anuj R Miglani:

Shri Anuj R Miglani, aged about 45 years, Graduate in Mechanical Engineering from the Imperial College of Science & Technology, London. He is managing the overall operations of the Company under the superintendence and control of the Board of Directors. He joined the Board in November, 2001.



i) Past remuneration:

The remuneration paid to Shri Anuj R Miglani for the financial years 2017-18 & 2016-17 are as follows:

Year	Amount
2017-18	₹ 1,16,36,796/-
2016-17	₹ 1,04,58,000/-

ii) Job profile and his suitability:

Shri Anuj R Miglani, Managing Director & CEO of the Company, controls the affairs of the Company as a whole under the overall superintendence and control of the Board of Directors of the Company. He has extensive experience in the steel industry. He is actively involved in the business strategy and business development functions of the Company.

iii) Remuneration: ₹ 10,00,000/- per month by way of salary and other allowances. Perquisites: In addition to the above, he shall be entitled to the following perquisites:

PART A

- Leave Travel Assistance: Payable as per the rules of the Company.
- Medical Reimbursement: Payable as per the rules of the Company.
- Club Fee: Fees of clubs, subject to a maximum of two clubs.
- Membership of Professional Bodies subject to a maximum of two.

PART B

- Provident Fund and Superannuation Fund: As per the rules of the Company.
- Gratuity: As per the rules of the Company but not exceeding half a month's salary for each completed year of service.
- Leave and Encashment: As per rules of the Company.
 - Shri Anuj R Miglani be permitted use of the Company's cars (maximum two) with driver for official purposes as per the Policy of the Company, as may be amended from time to time.
 - Shri Anuj R Miglani shall not be entitled to any sitting fees or other payments for attending the Meetings of the Board, or where applicable, any committee thereof.
 - The Company shall pay to or reimburse the Managing Director & CEO 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.

iv) The remuneration proposed to be paid to Shri Anuj R Miglani (looking at the profile of the position and person) is equal to or lower than the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

v) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Shri Anuj R Miglani is son of Shri Rajinder Miglani- Non Executive Chairman of the Company. Shri Anuj R Miglani is also a Promoter of the Company.

III. Other Information

i) Reason of Loss:

Company's performance got severely impacted due to lack of working capital, unfavorable volatility in the foreign exchange rates, absence of support from the supplier and the customers on account of initiation of insolvency proceedings against the Company by financial and operational creditors.

ii) Steps taken or proposed to be taken for improvement:

Despite adverse circumstances the management is making all efforts to optimize the capacity utilization to arrive at a satisfactory debt resolution with the lenders.

iii) Expected increase in productivity and profits in measurable terms:

This can be worked only after successful restructuring and/or all Debt restructuring with the Lenders.



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IV. Disclosures

Shri Anuj R Miglani satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Sub-section (3) of Section 196 the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for being eligible for his reappointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

While considering the payment of remuneration of Shri Anuj R Miglani as Managing Director & CEO of the Company, the Board of Directors considered his contribution in the Company as a Key strategist. The Board also considered that during the current slowdown in the Company, there has been a considerable increase in the duties and responsibilities performed by the Managing Director & CEO and after considering the prevailing managerial remuneration in industry, the Board of Directors at their Meeting and on the recommendations made by the Nomination and Remuneration Committee, has recommended his appointment with the existing Remuneration of ₹ 10,00,000/- per month to be paid to Shri Anuj R Miglani.

The aforesaid proposed remuneration is in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act. The necessary approval/ consent shall be obtained from the concerned authorities/ Central Government as may be required.

Shri Anuj R Miglani is the Member of the Corporate Social Responsibility Committee and Stakeholder Relationship Committee of the Company.

The details as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Shri Anuj R Miglani proposed to be appointed as Director, is given in the Corporate Governance Report which is part of this Annual Report.

Hence, the Board recommends the said Resolution as set out in Item no. 4 of the Notice in relation to Appointment and Remuneration to Shri Anuj R Miglani, for approval of Members by way of special resolution.

Shri Anuj R Miglani may be deemed to be concerned or interested, financially or otherwise, to the extent of his remuneration and shareholding in the Company. Save and except him being the appointee and his father Shri Rajinder Miglani, none of the other Director or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, in this resolution.

Item no. 5

The Board, on the recommendation of the Audit Committee in their Meeting held on 18th April, 2019 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 plant of the Company for the financial year 2019-20 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, in this resolution set out in Item No. 5 of the Notice.

Registered Office:

Uttam House, 69, P. D'Mello Road, Mumbai-400 009
CIN: L27104MH1985PLC035806
Date : 18th April, 2019
Place: Mumbai

By Order of the Board
For **UTTAM GALVA STEELS LIMITED**
Sd/-

Raggvendra Agrawal
Executive Director & Company Secretary