



**UTTAM**

**36<sup>th</sup>**

**Annual Report**

**2020 - 2021**

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**UTTAM GALVA STEELS LIMITED**

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<b>BOARD OF DIRECTORS</b>	RAJINDER MIGLANI	:	CHAIRMAN
	JAGATH CHANDRA	:	DIRECTOR
	RAVINDER ARORA	:	DIRECTOR
	SURENDRA SHARMA	:	DIRECTOR
	RAJIV MUNJAL	:	DIRECTOR
	ANUJ R MIGLANI	:	MANAGING DIRECTOR
	GURSHARAN SINGH SAWHNEY	:	DIRECTOR (FINANCE) & CFO

**RESOLUTION PROFESSIONAL**                      MILIND KASODEKAR  
(REG. NO. IBBI/IPA-002/IP-N00116/2017-18/10285)

**COMPANY SECRETARY**                      RAGGVENDRA AGRAWAL (FCS 2174)

**CORPORATE IDENTIFICATION NO.(CIN)**      L27104MH1985LPC035806

**REGISTERED OFFICE**                      UTTAM HOUSE,  
69, P. D'MELLO ROAD,  
MUMBAI: 400 009  
E-MAIL: [shares@uttamgalva.com](mailto:shares@uttamgalva.com)  
WEBSITE: [www.uttamgalva.com](http://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

<b>WORKS</b>	KHOPOLI - PEN ROAD, DONVAT DIST: RAIGAD - MAHARASHTRA	KHOPOLI - PALI ROAD, DAHIVALI DIST: RAIGAD - MAHARASHTRA
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## **NOTICE**

**NOTICE** is hereby given that the **36<sup>th</sup> ANNUAL GENERAL MEETING (AGM)** of the Members of the Company will be held on Tuesday 21<sup>st</sup> December, 2021, at 11:30 a.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM), to transact the following businesses:

The Company has obtained extension for holding the 36<sup>th</sup> AGM upto 31<sup>st</sup> December, 2021 vide order dated 27<sup>th</sup> August, 2021 issued by Ministry of Corporate Affairs (MCA).

The 'Corporate Insolvency Resolution Process was initiated, on a petition filed by State Bank of India, against the Company, which was admitted vide an Order of the National Company Law Tribunal (NCLT), Mumbai dated 1<sup>st</sup> October, 2020 under the provisions of the Insolvency and Bankruptcy Code 2016, pursuant thereto, the Hon'ble NCLT appointed Shri Milind Kasodekar as Interim Resolution Professional in terms of IBC, who was subsequently confirmed as Resolution Professional (RP) by Committee of Creditors, constituted under IBC. Shri Milind Kasodekar, in his capacity as RP, has taken control and custody of the management and operations of the company with effect from 1<sup>st</sup> October, 2020.

### **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, 2021 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, 2021 and the Report of the Auditors thereon.

### **SPECIAL BUSINESS**

2. 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 Rs. 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 Resolution Professional of the Company as the Cost Auditors, to conduct the audit of Steel and Power plant of the Company for the financial year 2021-22, be and is hereby ratified."

## **NOTES**

1. In view of the continuing outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Ministry of Corporate Affairs ("MCA") circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021 (Collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") circulars dated 12<sup>th</sup> May, 2020 and 15<sup>th</sup> January, 2021 and all other relevant circulars issued from time to time, physical attendance of the members to the AGM venue is not required and general meeting be held through video conferencing [VC] or other audio visual means [OAVM]
2. 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.
3. The Company's Statutory Auditors, M/s Tadarwal & Tadarwal LLP, Chartered Accountants (Firm Registration No. 111009W), were appointed as Statutory Auditors at the 35<sup>th</sup> Annual General Meeting (AGM) held on 25<sup>th</sup> September, 2020 till the conclusion of the 40<sup>th</sup> AGM of the Company.

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. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from 7<sup>th</sup> May, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn. Moreover, the Resolution professional of the Company has also confirmed the appointment of Statutory Auditors till the conclusion of 40<sup>th</sup> AGM of the Company, in their meeting held on 31<sup>st</sup> May, 2021.

4. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
5. Members may note that the Notice and Annual Report for the financial year 2020-21 will also be available on the Company's website [www.uttamgalva.com](http://www.uttamgalva.com) websites of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.



6. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 36<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate Members intending to authorize their representatives to participate and vote at the Meeting are requested to email a certified copy of the Board resolution/ authorization letter to the Company at [shares@uttamgalva.com](mailto:shares@uttamgalva.com) or upload on the VC portal/ e-voting portal.
8. To support the 'Green Initiative', Members who have not yet registered their email id are requested to register the same with their DP's in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
9. In terms of the Listing Regulations, securities of listed Companies can only be transferred in dematerialized form with effect from 1<sup>st</sup> April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email id, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP's in case the shares are held by them in electronic form and RTA of the Company namely Universal Capital Securities Private Limited- C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai, Maharashtra- 400083, in case the shares are held by them in physical form.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at an early date through email on [shares@uttamgalva.com](mailto:shares@uttamgalva.com), the same will be replied by the Company suitably.
12. The Register of Members and Share Transfer Books of the Company will remain closed from 15<sup>th</sup> December, 2021 to 21<sup>st</sup> December, 2021 (both days inclusive) for the purpose of AGM.
13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode during the Meeting by access to the website of the Company at [www.uttamgalva.com](http://www.uttamgalva.com).
14. The Meeting shall be deemed to be held at the registered office of the Company at Uttam House, 69, P D'Mello Road, Mumbai-400009.
15. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations Members have been provided with the facility to cast their vote electronically through the e-voting services provided by CDSL on the resolution set forth in this Notice. The businesses set out in the Notice can be transacted through such voting.
- 16. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**
  - i. The voting period will begin on Friday, 17<sup>th</sup> December, 2021 at 9.30 a.m. (IST) and ends on Monday, 20<sup>th</sup> December, 2021 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. Tuesday, 14<sup>th</sup> December, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote.
  - iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, under Regulation 44 of SEBI LODR, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs) ESps, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of aforesaid SEBI circular on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.



Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual Shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service</li> <li>Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk** for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- iv. Click on “Shareholders” module.
- v. Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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 e-voting of any company, then your existing password is to be used.
- viii. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN of Uttam Galva Steels Limited to vote.
- xiii. 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.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the 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.
- xix. 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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**17. ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS –FOR REMOTE VOTING ONLY:**

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- iii. 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.
- iv. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- v. 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.
- vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [shares@uttamgalva.com](mailto:shares@uttamgalva.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**18. PROCESS FOR THOSE MEMBERS WHOSE EMAIL ID/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:**

- i. For Physical shareholders: Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to Company/ RTA email id.
  - ii. For Demat shareholders: Please update your email id & mobile no. with your respective Depository Participants (DP's).
  - iii. For Individual Demat shareholders: Please update your email id & mobile no. with your respective Depository Participants (DP's) which is mandatory while e-Voting & joining virtual meetings through Depository.
19. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

20. The voting rights of the Members shall be in proportion to their shares of the Paid up share capital of the Company as on 14<sup>th</sup> December, 2021.
21. 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.

**22. INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCE:**

- The Company has appointed CDSL to provide Video Conferencing facility for the AGM and the attendant enablers for the conduct of the AGM.
- Members will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM by logging on the website of CDSL at <https://www.evotingindia.com> using their secure login credentials.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- Up to 1000 members will be able to join on a first come first served basis to the AGM.
- No restrictions on account of First come first served basis entry into AGM will be applicable to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- The attendance of the Members (Members logins) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Members will be required to allow Camera, if any, and hence are encouraged to use Internet with a good speed to avoid any disturbance during the meeting.





- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to [shares@uttamgalva.com](mailto:shares@uttamgalva.com) from 13<sup>th</sup> December, 2021 (9:30 a.m. IST) to 16<sup>th</sup> December, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
  - Please note that, Members questions will be answered only if they continues to hold shares of the Company as of the cut-off date.
  - Only those Members/ shareholders, who will be present in the AGM through Video Conference OAVM / facility and have not cast their vote through remote e-Voting are eligible to vote in the AGM. However, members who have voted through Remote e-Voting will be eligible to attend the AGM.
  - If any Votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
23. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
24. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
25. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
26. 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 Meeting.
27. The Results declared along with 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 of the Meeting 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.

### ANNEXURE TO NOTICE

#### (STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

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

#### Item No. 2

The Resolution professional, in their Meeting held on 31<sup>st</sup> May, 2021 has considered and approved the appointment of M/s. Manisha & Associates, Cost Accountants, as Cost Auditor to conduct the cost audit for the Steel and Power plant of the Company for the financial year ending 31<sup>st</sup> March, 2022 at the remuneration of Rs. 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, payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought by passing an Ordinary Resolution as set out at Item No. 2 of the Notice for the ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2022.

The Resolution Professional recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval of Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, in this resolution set out in Item No. 2 of the Notice.

#### Registered Office:

Uttam House, 69, P. D'Mello Road  
Mumbai-400 009.  
CIN: L27104MH1985PLC035806  
Date : 30/10/2021  
Place: Mumbai

For **UTTAM GALVA STEELS LIMITED**

(Company under Corporate Insolvency Resolution process)

Sd/-

**Raggvendra Agrawal**

**Company Secretary**

*(Issued with the Approval of Shri Milind Kasodekar, Resolution Professional)*





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## BOARD'S REPORT

To,  
The Members

We, on behalf of Uttam Galva Steels Limited, present the 36<sup>th</sup> Annual Report on the Business and Operations of the Company, along with the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2021.

### INITIATION OF CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP):

The Hon'ble National Company Law Tribunal, Mumbai Bench, (NCLT), had vide its order dated 1st October, 2020 admitted the application filed by the State Bank of India for the initiation of the Corporate Insolvency Resolution Process (CIRP) in your Company, pursuant to the Insolvency and Bankruptcy Code, 2016 read with the rules and regulations framed thereunder and as amended from time to time (IBC Code). Mr. Milind Kasodekar was appointed as Interim Resolution Professional (IRP) to manage the affairs of the Company and thereafter, he was appointed as the Resolution Professional (RP) of the Company at the first meeting of the Committee of Creditors (CoC) held on 4<sup>th</sup> November, 2020.

In view of the commencement of CIRP in your Company, the role and responsibilities of the Board of Directors are being fulfilled by the Resolution Professional in accordance with Sections 17 and 23 of IBC Code and powers of the Board of Directors are suspended. The CoC approved the resolution plan submitted by AM Mining India Private Limited on 2<sup>nd</sup> June, 2021. The RP of your Company has filed an application with the Adjudicating Authority on 5<sup>th</sup> June, 2021, for approval of the said Resolution Plan.

### FINANCIAL SUMMARY & HIGHLIGHTS

₹ in Crore

Particulars	Standalone		Consolidated	
	Financial Year ended 31 <sup>st</sup> March, 2021	Financial Year ended 31 <sup>st</sup> March, 2020	Financial Year ended 31 <sup>st</sup> March, 2021	Financial Year ended 31 <sup>st</sup> March, 2020
Gross Sales Turnover	647.13	490.96	654.21	521.18
Other Income (+/-)	16.00	32.21	16.00	32.46
Profit/ (Loss) before Interest, Tax, Depreciation and Amortization	13.28	3.01	(1.11)	(13.91)
Interest	(34.95)	390.87	(34.91)	390.89
Profit/ (Loss) before Tax, Depreciation and Amortization	48.24	(387.86)	33.81	(404.80)
Depreciation/ Amortization	233.50	247.61	233.50	247.75
Profit/ (Loss) from Operations	(185.26)	(635.48)	(199.69)	(652.55)
Exceptional Items (+/-)	41.26	765.44	41.26	765.44
Profit/ (Loss) before Tax	(226.52)	(1400.92)	(240.95)	(1417.99)

### FINANCIAL PERFORMANCE AND OPERATION

During this year, your Company has achieved a turnover of Rs. 647.13 Crores as against Rs. 490.96 Crores in the previous year. Your Company has incurred loss (before exceptional items & tax) of Rs. 185.26 Crores as against loss of Rs. 635.48 Crores in the previous year.

During the year, Consolidated turnover of the company was Rs. 654.21 Crores as against Rs. 521.18 Crores in the previous year and the consolidated Loss (before exceptional items & tax) of Rs. 199.69 Crores as against loss of Rs. 652.55 Crores in the previous year.

The Financial year 2020-21 was worldwide challenging year due to Covid-19. Plant of your Company was completely shut

for almost 45 days of the financial year under review due to lockdown. However, your company has managed to produce 566839 MT as compare to 581389 MT in the previous financial year. During the year, your company has carried out its manufacturing activities on job work basis mainly for Arcelormittal Nippon Steel India Limited.

### DIVIDEND

Due to heavy Losses, no dividend is recommended.

### BUSINESS IMPACT OF COVID-19:

Due to the outbreak of Novel Coronavirus' (Covid 2019) the Government of India announced a nationwide lockdown with effect from 25<sup>th</sup> March, 2020 to combat the spread of the Covid-19 virus. As per the guidelines issued by Government



of Maharashtra and Health authorities and for the safety and well-being of the employees of your company, the plants and head office were closed with immediate effect.

As per the guidelines issued by Ministry of Home Affairs (MHA) on 3<sup>rd</sup> May, 2020, manufacturing of Steel products was classified as an essential service under the Essential Services and Management Act (ESMA) and hence Government permitted steel plants to continue their operations during the lock down. In view of the said guidelines along with the permission from the local administration and after taking necessary safety measures your company has resumed its operations at plant from 4<sup>th</sup> May, 2020 gradually in phased manner. All the employees of the head office have since been working from home.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

Pursuant to the regulation 34 read with the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your management wish to report as follows:

### **(i) Industry Structure & Developments:**

Production parameters measuring performance during Financial Year 2020-21 demonstrated an overall decline compared to the previous financial year. The Government of India publishes that production of crude steel at 102.49 MT and finished steel at 94.66 MT, which is declined by 6.1% and 7.8% respectively. The consumption of finished steel at 93.43 MT also fell by 6.7% over previous fiscal. However, half year of the financial year 2020-21, demonstrated a distinct rebound in the industry that was supported by both consumption segments- domestic and exports. In fact, during this period, the finished steel export at 10.79 MT was almost 30% higher than the previous year.

### **(ii) Opportunities & Threats:**

Steel industry has been one of the bulwarks of India's rapid infrastructure development. And, with the Indian government targeting a \$5 trillion economy by fiscal 2025, this is one industry whose fortune looks bright despite the recent turbulence due to the Covid-19 pandemic.

Prevailing industry structure, however, limits business opportunities as well as challenge profitability of standalone processors with limited working capital. Volatility in supply and high raw material prices along with volatile finished steel prices create mismatch and affect the planning and production of the steel with long term view.

### **(iii) Segment-wise or Product-wise Performance:**

Since your Company operates only in one Segment, segment-wise or product-wise analysis of performance is not applicable.

### **(iv) Outlook :**

After contracting by 0.2% in the 2020, the World Steel Association forecasts global steel demand to grow by 5.8% during 2021 and 2.7% in 2022. India is projected to grow and meet or slightly exceed 2019 consumption levels during Calendar year 2021.

However, second wave of COVID-19 has affected domestic sentiment. Outlook remains cautious amidst projection of various scenarios linked to a third-wave as well as unsustainable demand-supply ratio of Finished Steel in India.

### **(v) Risks and Concerns:**

Your Company has time to time identified, measured and monitored all inherent risks and regularly reported to the management. The management decides measures required to overcome these risks and ensures implementation of proper risk mitigation plans. In accordance with Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has duly put in place critical risk management framework across the Company for identification and evaluation of all potential risks.

### **(vi) Internal Control Systems and their adequacy:**

Your Company has in place proper and adequate internal control systems commensurate with its business operations. Internal control systems are designed to ensure reliability of financial reporting, compliance with policies, procedures, applicable laws and regulations.

Your Company has also established and maintained the Internal Financial Control to ensure safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records, and timely preparation of financial information, as required under the Companies Act, 2013.

### **(vii) Discussion on Financial Performance with respect to Operational Performance and state of Company's affairs:**

During the year, your Company continues to face severe working capital constraints. This has resulted in the Company operating the plant mainly on a job-work basis and that too at sub-optimal capacity of less than 60%.

### **(viii) Human Resources Development and Industrial Relations:**

Your company believes our employees are our most valuable asset and to ensure their safety and wellbeing, standard operation procedures (SOPs) specific to COVID 19 were put in place. As per the Government directive,