

# Uttam Galva Steels Limited

Registered Office : Uttam House, 69, P. D' Mello Road, Mumbai - 400 009.  
Tel. : +91-22-6656 3500 • Fax : +91-22-2348 5025  
CIN No.: L27104MH1985PLC035806  
Website : www.uttamgalva.com



1<sup>st</sup> August, 2018

To,

**BSE Limited.**  
P.J. Towers,  
Dalal Street,  
Mumbai - 400001

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051

Dear Sir,

**Sub: Submission of 33<sup>rd</sup> Annual Report of the Company.**

This has with reference to the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the 33<sup>rd</sup> Annual Report of the Company duly approved and adopted by the Shareholders at the Annual General Meeting held on 27<sup>th</sup> July, 2018 at 11.00 a.m. at M C Ghia Hall, 18/20 K Dubash Marg, Mumbai- 400 001.

Thanking you,

Yours truly  
For **UTTAM GALVA STEELS LIMITED**

  
**Ilaa J Joshi**  
*Asst. Company Secretary*



Encl: as above



**UTTAM**

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

**Annual Report**

**2017 - 2018**

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**UTTAM GALVA STEELS LIMITED**

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<b>BOARD OF DIRECTORS</b>	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
<b>PRESIDENT &amp; COMPANY SECRETARY</b>	R AGRAWAL
<b>WORKING CAPITAL BANKERS</b>	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
<b>STATUTORY AUDITORS</b>	M/s. TODARWAL & TODARWAL LLP. CHARTERED ACCOUNTANTS, MUMBAI
<b>INTERNAL AUDITORS</b>	M/s. K S AIYAR & CO. CHARTERED ACCOUNTANTS, MUMBAI
<b>CORPORATE IDENTIFICATION NO. (CIN)</b>	L27104MH1985LPC035806
<b>REGISTERED OFFICE</b>	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>
<b>OTHER OFFICES</b>	▪ NAGPUR ▪ PUNE ▪ NEW DELHI ▪ BANGALORE ▪ CHENNAI ▪ HYDERABAD ▪ AHMEDABAD ▪ INDORE
<b>WORKS</b>	KHOPOLI - PEN ROAD, DONVAT DIST: RAIGAD - MAHARASHTRA KHOPOLI - PALI ROAD, DAHIVALI DIST: RAIGAD - MAHARASHTRA
<b>SERVICE CENTRE</b>	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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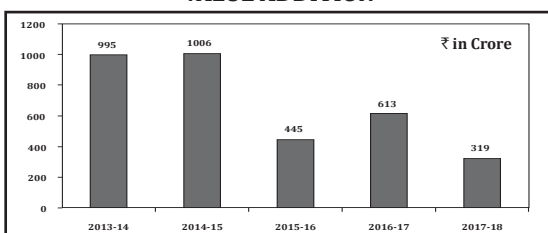


5 YEARS' FINANCIAL HIGHLIGHTS

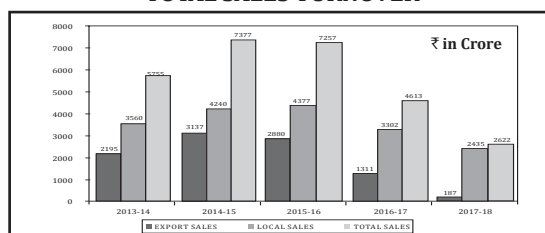
₹ in Crore

	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

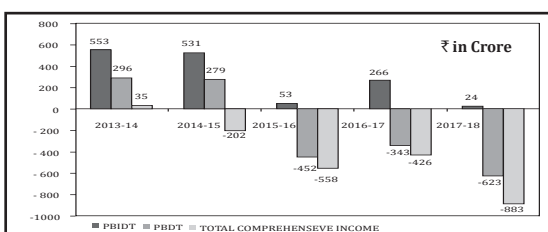
VALUE ADDITION



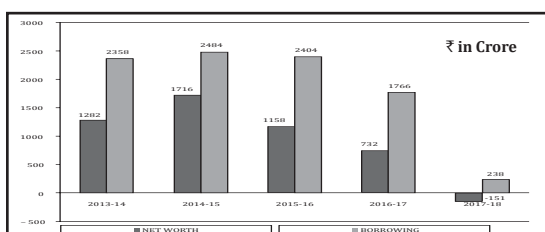
TOTAL SALES TURNOVER



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. Todarwal & Todarwal 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: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](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:helpdesk.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 Metallics 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



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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 Metallics 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



## DIRECTORS' REPORT

To,  
The Members

Your Directors have pleasure in presenting the 33<sup>rd</sup> Annual Report on the Business and Operations of the Company, along with the Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2018.

### FINANCIAL RESULTS

₹ in Crore

PARTICULARS	STAND-ALONE		CONSOLIDATED	
	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Gross Sales Turnover	2622.16	4613.08	3492.40	5535.24
Profit / (Loss) before Interest, Tax, Depreciation and Amortization	24.14	265.6	150.04	288.63
Interest	647.17	608.99	376.97	621.31
Profit/(Loss) before Tax, Depreciation and Amortization	(624.22)	(343.39)	(226.93)	(332.68)
Depreciation/ Amortization	258.12	285.31	654.33	286.40
Other Income (+/-)	69.18	64.25	69.45	63.92
Exceptional Items (+/-)	--	--	--	--
Profit/(Loss) before Tax	(881.15)	(628.70)	(881.26)	(619.08)

### FINANCIAL PERFORMANCE

During this year your Company has achieved a turnover of ₹ 2622.16 Crore as against ₹ 4613.08 Crore in the previous year. Your Company posted a Loss of ₹ 881.15 Crore as against Loss (before Tax) of ₹ 628.7 Crore in the previous year.

Consolidated turnover of ₹ 3492.40 Crore has decreased as against ₹ 5535.24 Crore in the previous year. Your Company posted Consolidated Loss of ₹ 881.26 Crore as against Loss (before Tax) of ₹ 619.08 Crore in the previous year.

Your 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. Further exports of the company were also negatively affected due to lack

of growth in the international market and volatility in politico-economic environment.

Due to this unfavorable situation and slump in the steel market, your Company has defaulted in repayment of the dues of Lenders and hence your Company has declared as NPA (Non-performing Assets) by all the Lenders. Until November, 2017, your Company has held several meetings with the Joint Lender Forum (JLF) wherein it has not only extended its full cooperation in implementing a corrective action plan under the guidelines prescribed by RBI, but has also presented reasonable resolution and debt restructuring plans to the JLF. Additionally, your Company was making payment of tagging amount ie. 2% of collection on daily basis to the Lenders. Despite of all efforts by your Company and due to our misfortune, the JLF has not considered any plan to restructure the debt of the Company and filed the Petition under Insolvency and Bankruptcy Code 2016 on 29<sup>th</sup> December, 2017 in National Company Law Tribunal (NCLT), Mumbai Bench, against the Company. As on date the said petition is not admitted by the Tribunal.

### OPERATIONS

Your Company has been working towards achieving greater operational efficiencies across the different processes to help improve the quality and margins of our products. This has enabled us to secure lower plant operational and fixed costs compared to last year. To tide over the working capital constraints, your Company has entered into a Sale Purchase Arrangement with JSW Coated Products Limited. This arrangement helped your Company to keep the plant operational and cover fixed overheads. Your Company has also started operating on job-work basis with different market parties to improve utilizations with limited working capital availability.

Apart from the cost reduction initiatives, your Company has also focused on various productivity improvement initiatives. During the period under review, we have successfully managed to de-bottleneck our capacity constrained lines and enhanced their Overall Equipment Efficiency (OEE).

In order to drive the margins for the business, your Company has been working towards achieving greater operational efficiency.



## 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 Directors wish to report as follows:

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

The downstream steel industry, consisting of Cold Rolled (CR), Galvanised and Color Coated products (GP & GC), has witnessed strong growth in demand over the recent years. The focus to shift towards light weight, corrosion resistant, durable, high-shine products across industries & applications has driven the demand.

Globally, financial year 2018 saw an average capacity utilization of 68% on cold rolling with excess capacity varying between 20%-30% across China, India, Middle East and Europe. Galvanizing lines saw a higher utilization during the period driven by shift from CR to GP in end use. Across countries, the share of imports/trade varied between 10-20% of the total domestic consumption with China and India being one of the key exporters of downstream products.

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

The demand for downstream steel in India is expected to keep growing at a healthy rate of 10-12% driven by a shift towards usage of galvanized materials and strong underlying growth in the auto, construction, appliances and machinery industries.

There is a huge scope for Indian steel makers due to the country's low per capita steel consumption and positive future outlook due to increase in consumption from construction, automobile and railways sectors.

The ambitious infrastructure projects and the thrust in manufacturing through the "Make in India" campaign are steps in the right direction. The plan for smart cities, improved road and rail connectivity by building highways, bridges and dedicated freight and superfast rail corridors have huge potential to spur domestic steel demand

While looking at the future planned capacity expansions, it is expected that the capacity utilization for galvanized will exceed 90% over the next five years and we will face a shortage of color coated capacity. This will result in healthy margins for the existing players and drive revival of the downstream steel business in India further.

### **(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 :**

Steel industry has been through one of the difficult phase largely due to impact of supply disruptions with many players having to stop operations and your Company was not immune to it. However, the demand for the downstream steel products remains strong on back of growth in the construction, auto and appliance sectors in India. The emerging markets showing a strong demand due to infrastructure spending and shift towards usage of coated products. Also with the introduction of GST, multiple new domestic markets will open up to the Company for sale of products at competitive prices. In addition to all, the government has put the resolution of stressed assets on fast track. The positive impact of stable supply will be seen in next financial year.

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

Risks, challenges and volatility are part and parcel of any industry and always the point of concerns for the management of the Company. Your Company has subdued it through well planned strategies and actions. Your Company is continuously evolving and improving systems and measures to take care of all the risk exigencies involved in the business. All inherent risks are identified, measured, monitored and regularly reported to the management. The management decides measures required to overcome these risks and ensures implementation of proper risk mitigation plans. The risk report and mitigation plans are presented to the Board of Directors periodically

In accordance with Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has duly adopted steps for framing, implementing and monitoring the risk management plan and accordingly your Directors have 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 an effective Internal Control System to prevent fraud and misuse of Company's resources



and protect shareholders' interest. The base of Internal Control System lies in the Code of Conduct ('CoC') and various policies and procedures adopted by your Company. Board Members, Senior managements and every Employees in an organization carries the responsibility for internal control. All employees produce information used in the internal control system or take other actions needed to affect control. Also, all personnel are responsible for communicating to seniors about the problems in operations, non-compliances with the code of conduct / applicable laws, or other policy violations or illegal actions.

Your Company has also established and maintained the Internal Financial Control to ensure the orderly and efficiently conduct of its business inter alia adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable 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:**

The turnover and operating profits of your Company have declined as compared to last year mainly on account of delay in finalising debt resolution for the Company. During the financial year, though the Company worked closely with various Banks/ Financial Institutions to arrive at sustainable debt resolution plan, a mutually acceptable scheme could not be finalised.

The position further worsened after adverse media news in market that the Company is being referred to National Company Law Tribunal under Insolvency and Bankruptcy Code 2016. Due to these adverse media reports, the market credit available to your Company was withdrawn which has deteriorated the working capital position of the Company. Operating at sub-optimal capacity has worsened the profitability of the Company. In the meanwhile, the dues of the, Banks / Financial Institutions have increased significantly.

Despite adverse circumstances, the management is making all efforts to improve capacity utilization and to arrive at a satisfactory debt resolution with the Banks. In this regard, an One Time Settlement proposal has been submitted to the Banks which is under consideration.

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

Your Company endeavors to strive hard to nurture and develop their employees so that the organization and individual employees can accomplish their work goals in service to the end users. Your Company, on its path towards a culture of meritocracy, has put in unprecedented vigor in identifying Key Result Areas, the targets which are identified for each and every employee in accordance with the business objectives. This rigorous approach has directly led to process re-engineering and right-sizing, resulting in reduction of overhead costs. Also based on industry best practices, the competency framework which your Company had institutionalized last year has aptly supported in identifying and developing talent in the organization. Your Company is proud of its healthy Industrial Relations record.

Presently, your Company employs more than 900 employees. Your Company has put in place 'Employee Grievance Redressal Committee' for their employees. Suitable processes and mechanism are in place to ensure that grievance of any employee, is effectively addressed and to ensure that it has been dealt with in a fair and just manner.

Your Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints pertaining to sexual harassment were received during financial year 2017-18.

**RELATED PARTY TRANSACTIONS**

The transactions those were entered into with the Related Parties (RPT) during the financial year were on arm's length basis and in the ordinary course of business and in compliance with the applicable provisions of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter "Listing Regulations").

During the year, there was no transaction with any Related parties, which exceeds 10% of the annual



consolidated turnover of the preceding financial year (material transactions). Hence, the disclosure of material related party transactions in the Form AOC-2, as referred in Section 188 read with Section 134(3) (h) of the Companies Act, 2013 is not required to be annexed herewith.

#### **CORPORATE GOVERNANCE**

A detailed report on Corporate Governance as required under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), forms part of this Annual Report as 'Annexure I'. The Auditors' Certificate on compliance with the conditions of Corporate Governance requirements by the Company is attached to the Report thereon.

#### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

In accordance with the requirements of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time, your Company has duly constituted Corporate Social Responsibility Committee, under the Chairmanship of Shri G S Sawhney and two other Members namely Shri Rajiv Munjal and Shri Arvind Kumar Gupta. The Committee has framed the Corporate Social Responsibility Policy of the Company which is available on the Company's website.

Since there was loss during the financial year ended 31<sup>st</sup> March, 2017, the Company was not mandatorily required to spend any amount on CSR activities in the financial year 2017-18. Thus no report for CSR activities is required to be annexed herewith.

#### **DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP)**

##### **(i) Appointment:**

Shri Arvind Kumar Gupta (DIN 03203379) and Smt. Jagath Chandra (DIN 07147686) were appointed as an Additional Directors from 19<sup>th</sup> January, 2018 and 7<sup>th</sup> April, 2018 respectively. They both will act as Non-Executive and Independent Directors of the Company and shall not be liable to retire by rotation as per provisions of Companies Act, 2013.

The aforesaid Directors have submitted their declaration of Independence, as required under sub-Section (7) of Section 149 of the Companies Act, 2013

and Regulation 16(1)(b) of the SEBI Listing Regulations stating that they meet the criteria of independence as provided therein.

The Board recommends and seeks your support in confirming the appointment of Shri Arvind Kumar Gupta and Smt. Jagath Chandra as the Independent Directors.

##### **(ii) Resignation:**

Shri O P Gahrotra and Smt. Swarna Prabha Sukumar resigned from the post of non-executive Independent Directorship and committees where they were serving as Chairman/ Member. Their resignations were accepted by the Board in their Meeting held on 7<sup>th</sup> April, 2018. The Board placed on records its appreciation towards the valuable contribution of Shri O P Gahrotra and Smt. Swarna Prabha Sukumar, during their tenure with the Company.

##### **(iii) Retire by Rotation:**

As per the provisions of the Companies Act, 2013, Shri Rajiv Munjal will retire at the ensuing AGM and being eligible, seeks re-appointment. The Board recommends and seeks your support in confirming re-appointment of Shri Rajiv Munjal.

None of the Directors of your Company is disqualified under Section 164(1) of the Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report.

Pursuant to Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are, Shri Anuj R Miglani- Managing Director & CEO; Shri Gursharan Singh Sawhney - Director (Finance) & Group CFO and Shri R Agrawal- President & Company Secretary. During the year, there has been no change in the Key Managerial Personnel.

#### **REMUNERATION OF THE DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP)/ EMPLOYEES**

The Board on recommendation of the Nomination & Remuneration Committee, has adopted, a policy for selection and appointment of Directors, Senior Management and their remuneration. A brief detail of the policy is given in the Corporate Governance Report and also posted on our website [www.uttamgalva.com](http://www.uttamgalva.com)

During the year under review the remuneration paid to the Managerial personnel, is well within the ambit of the provisions and compliances under the Companies act, 2013 and Schedule V and rules made thereof.



During the year under review no Employee of the Company other than the Managing Directors has drawn remuneration of ₹ Eight Lakhs and Fifty Thousands per month or more. The information required pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended time to time, in respect to remuneration to the Whole Time Directors and Key Managerial Personnel is prepared separately forming part of this report. Having regard to the provisions of the first proviso of Section 136(1) of the Companies Act, 2013, the Annual Report is being sent to the Members of the Company excluding the aforesaid information. However, the said information is available for inspection at the registered office of the Company on any working days upto the date of the ensuing Annual General Meeting.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors confirm that:

- i) In the preparation of the annual accounts, the applicable Accounting Standards have been followed along with the proper explanation relating to material departures.
- ii) Appropriate Accounting Policies have been selected and applied consistently. Judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2018 and of the Profit and Loss Account for the Financial Year 2017-18 have been made.
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and preventing & detecting fraud and other irregularities.
- iv) The Annual Accounts have been prepared on a going concern basis.
- v) The Internal Financial Controls were in place and that there are adequate and were operating effectively;
- vi) Proper systems are in place to ensure compliance of all laws applicable to the Company and that such systems are adequate and operating effectively.

#### **STATUTORY AUDITORS AND THEIR REPORT**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and

Auditors) Rules, 2014, as amended from time to time, M/s. Todarwal & Todarwal, Chartered Accountants (Firm Registration No. 111009W), were appointed as statutory auditors from the conclusion of the 32<sup>nd</sup> Annual General Meeting (AGM) held on 19<sup>th</sup> August, 2017 till the conclusion of the 35<sup>th</sup> AGM of the Company, subject to the ratification of their appointment at every AGM, if required under law. Accordingly, necessary resolution for ratification of appointment of auditors is included in the Notice for this AGM.

#### **COST AUDITORS AND THEIR REPORT**

As per Section 148 of the Act read with Companies (Cost Records and Audits) Rules, 2014, as amended and on the recommendation of the Audit Committee, the Board of Directors of your Company has reappointed M/s. Manisha & Associates, Cost Accountants as "Cost Auditors" to conduct Cost Audit for Steel and Power Division of the Company for the Financial Year 2018-19.

As required under the Companies Act, 2013, a resolution seeking Members' approval for the remuneration payable to the Cost Auditors forms part of the notice of the Annual General Meeting for their ratification.

The Cost Audit Report of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 was duly filed with Central Government within the stipulated time as prescribed under Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014

#### **SECRETARIAL AUDIT**

The Secretarial Audit of the Company for the financial year 2017-18, was carried out by M/s. JNG & Co., Practicing Company Secretaries (C.P. No. 8108). The Secretarial Audit Report is annexed hereto and part of the Director's Report as an 'Annexure II'. The said report does not contain any qualification, reservation or adverse remarks.

#### **SUBSIDIARY & JOINT VENTURE COMPANIES**

The Company has 7 Wholly-Owned Subsidiary Companies and 1 step down subsidiary of the Company namely (i) Uttam Galva Holdings Limited in Dubai, (ii) Atlantis International Services Limited in British Virgin Islands, (iii) Uttam Galva Steels Netherlands B.V. in Netherland, (iv) Neelraj International Trade Limited in British Virgin Islands, (v) Uttam Galva Steels BVI Limited in British Virgin Islands and (vi) Uttam Exports BVI Ltd. in British Virgin Islands (vii)





Uttam Galva North America, Inc. and (viii) Uttam Galva International, FZE (Step down Subsidiary) in Jebel Ali Free Zone in United Arab Emirates, the subsidiary of Uttam Galva Holdings Limited, Dubai.

Apart from the aforesaid subsidiaries, your Company also has 2 Joint Venture Companies namely (i) Texturing Technology Private Limited and (ii) Moira Madhujore Coal Limited.

The Company has, in accordance with Section 129(3) of the Companies Act, 2013 prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Integrated Report. Further, the report on the performance and financial position of each of the subsidiary and joint venture and salient features of the financial statements in the prescribed form AOC-1 is annexed to this report as 'Annexure III'.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and financial statements of each of the subsidiary will be available on our website [www.uttamgalva.com](http://www.uttamgalva.com). These documents will also be available for inspection during business hours at the Registered Office of the Company.

During the year, in one of the Subsidiary of the Company namely Uttam Galva Steels BVI Limited, the Lender has appointed receiver due to default in repayment made by that Company.

#### HEALTH, SAFETY AND ENVIRONMENT

Your Company values environmental protection and safety as the major considerations in its functioning. We have well-versed pollution control devices namely Air Pollution Control device (scrubber followed by fume extraction system and adequate height of chimney) to ensure level of pollutant parameter which are well within the standard norms. Your Company has zero water discharge unit and 100% of Industrial waste water is being recycled and reused in the process which comprises ETP, UF, RO, and MVRE & MEE. Your Company has Sewage Treatment Plant to treat and reuse treated domestic waste water for flushing and gardening. We have also appointed a laboratory which is approved by Ministry of Environment and Forests

(MOEF) & National Accreditation Board to monitor the maintenance of environment on monthly basis. Your Company is yearly submitting Hazardous waste return and Environment Statement Report to Maharashtra Pollution Control Board.

The Company is continuously endeavoring to improve the health and quality of life in the communities surrounding its industrial complexes.

#### DISCLOSURES UNDER THE COMPANIES ACT, 2013

##### i) Extract of Annual Return:

The details containing the extract of the Annual Return is enclosed in the Form MGT-9 as an 'Annexure IV' and forms part of this report.

##### ii) Particulars of Loans, Guarantee or Investment:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements. Kindly refer note no. 4 of the stand-alone balance sheet.

##### iii) Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

###### a) Conservation of Energy

The Company has an Energy Conservation Cell which ensures implementation of the Energy Conservation efforts & Energy Management Policy. Conservation of the energy is a continuous activity and the Company continually strives to conserve energy. During the year under review followings steps has been taken by the Company to conserve energy at its Plant:

- Monitor and Optimize process parameters in the combustion system of all the thermal equipment's in the Plant. This includes Incinerators, Galvanizing furnace, Annealing furnace, Acid Re-generation Plant, Boilers etc.
- The Company has installed variable speed drive in the Utility System (both water and air) to ensure that energy is conserved.

During the year under review, the Company has not taken any steps for utilizing alternate source of energy.

During this year under review, no capital expenditure has been incurred in energy conservation equipment.



Energy conservation has been carried out by effective process optimization.

**b) Technology Absorption**

The Company’s products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. The Company has fully absorbed the technology. The Company constantly strives for maintenance and improvement in quality of its products and entire Research & Development activities are directed to achieve the aforesaid goal.

**c) Foreign Exchange Earnings & Outgo**

During the year under review, the Company has exported its product in various countries and has also made expenditure in foreign currency. The details of the foreign exchange earnings & outgo are as below:

₹ in Crore

Particulars	2017-18	2016-17
Foreign Exchange Earnings	176.84	1261.73
Value of direct Imports	122.29	1089.60
Expenditure in Foreign Currency	15.71	61.69

**iv) General Disclosures:**

Your Directors state that no disclosures/ reporting are required since there were no transactions in respect of the following items during the year under review:

- a. Details relating to deposits covered under Chapter V of the Act.
- b. Significant and material orders passed by the Regulators or the Courts which would impact the going concern status of the Company and its future operations.
- c. Issue of Equity shares with differential rights as to dividend, voting or otherwise.
- d. Issue of Shares (including sweat equity shares) to employees of the Company under any scheme.
- e. Neither the Managing Director not the Whole Time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- f. During the year, ArcelorMittal Netherlands B.V. (Co-promoter) sold their entire shareholding (inter-se

transfer between the promoters) to the other promoter Group Company and Co-Promotion Agreement between the promoters stands terminated from on 7<sup>th</sup> February, 2018. The necessary compliances under SEBI (LODR) Regulations have been duly complied with. However, some of the shareholders of the Company filed an appeal with the Hon’ble Securities Appellate Tribunal(SAT) challenging the approval given by National Stock exchange of India and BSE Limited. The matter is pending with the Hon’ble appellate tribunal.

**CAUTIONARY STATEMENT**

Statements in this Directors’ report and in the Management Discussion and Analysis describing the Company’s objectives, projections, estimates, expectations or predictions and those are forward looking statements within the meaning of applicable laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company’s operations include raw material availability and its prices, economic conditions affecting demand and supply, price conditions in domestic and international market, change in Government regulations, tax regimes, economic developments and other related and incidental factors.

**ACKNOWLEDGEMENT**

Your Directors would like to express their appreciation to the Central, State & Local Governments, Authorities, Regulatory Bodies, Financial Institutions, Banks, Customers and the Shareholders of the Company for their continued support and co-operation.

Your Directors also like to place on record their sincere appreciation for the total commitment, dedication and hard work put in by every Member of the Uttam Galva Family. Your Directors are deeply grateful to you Shareholders, for the confidence and trust reposed in us.

**For and on behalf of the Board**

Sd/-

**Rajinder Miglani**  
Chairman  
(DIN 00286788)

Place : Mumbai  
Date: 7<sup>th</sup> April, 2018



The Best that Steel can be

## ANNEXURE - I REPORT ON CORPORATE GOVERNANCE

### 1. THE COMPANIES PHILOSOPHY ON CORPORATE GOVERNANCE

The philosophy of the Company in relation to the Corporate Governance is to ensure transparency in all its operations, timely disclosures, and shareholder value without compromising in any way on compliance with the extant laws and regulations. The Company believes that good governance brings sustained corporate growth and long-term benefits for the stakeholders.

In line with this philosophy, **UTTAM GALVA STEELS LIMITED**, is striving for excellence through adoption of best governance and disclosure practices. The Company, as a continuous process, strengthens the quality of disclosures, on the Board composition and its functioning, and level of compliance.

In respect to that the Company has adopted the Corporate Governance as a process in the organization which enables your Company to operate in a systemic manner, to meet its ethical, legal and business expectations and at the same time it is fulfilling the social responsibilities.

The Board of Directors of your Company confirms the compliance of Corporate Governance as specified in the Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter known as 'Listing Regulations'). The details of which are given hereinafter.

### 2. BOARD OF DIRECTORS

We believe that a diverse and Independent Board should be at the helm of affairs of the Company to ensure the highest levels of Corporate Governance. Accordingly, your Company has always had adequate & competent Independent Directors, having experience in diverse fields which *inter alia* includes Finance, Banking and Industry Specialists. For effective discharge of its functions and proper deliberations, the Board has constituted various committees.

#### (a) Composition of the Board:

Your Company maintains an optimum combination of Executive and Non-Executive Independent Directors with at least one Woman Director on the Board. The Board consists of 9 Directors with considerable experiences in their respective fields. The Company has a Non-Executive Chairman and 5 Independent Directors (including Women Director), 1 Non-Executive Director and 2 Executive Directors. Accordingly, the composition of the Board is in conformity with Regulation 17(1) of the Listing Regulations.

#### (b) Details of the Directorship / Committee Chairmanship and Memberships held by the Directors as on 31<sup>st</sup> March, 2018 in other Companies and attendance record of them at the Board Meeting for the financial year 2017-18 and at the last AGM:

Sr. No	Name of Directors	Category of Directors	Attendance		*No. of other Directorship	Chairperson of the Board	**Board Committee	
			Board Meetings	Last AGM			Director is a Member	Director is a Chairperson
1	Shri Rajinder Miglani	Non- Executive	4	Yes	10	2	1	1
2	Shri R K Dubey	Independent	3	No	3	NIL	1	NIL
3	Shri B L Khurana	Independent	4	No	6	NIL	3	NIL
4	Shri O P Gahrotra	Independent	4	Yes	4	NIL	1	1
5	Smt. Swarna P Sukumar	Independent	1	No	NIL	NIL	2	1
6	Shri Arvind Kumar Gupta (w.e.f 19.01.2018)	Additional Director	NA	NA	3	NIL	NIL	NIL
7	Shri Anuj R Miglani	Managing Director & CEO	4	Yes	10	NIL	2	NIL
8	Shri Rajiv Munjal	Director	3	No	3	NIL	1	NIL
9	Shri G S Sawhney	Director (Finance) & Group CFO	4	Yes	1	NIL	2	1

\* The Directorship includes Private Limited Company and excludes Section 8 Companies as per the Companies Act, 2013.

\*\* Board Committee includes Audit committee and Stakeholders' Relationship committee as per Regulation 26 of the Listing Regulations.

Shri R. K. Garg- Nominee Observer of State Bank of India is a permanent invitee to the Board Meetings of the Company.

Smt. Jagath Chandra has been appointed as an Independent Director by the Board of the Company w.e.f. 7<sup>th</sup> April, 2018.

#### (c) Meetings:

The Board of Directors of the Company met four times during the Financial Year 2017-18 on following dates:

1) 28.04.2017    2) 26.07.2017    3) 13.11.2017    4) 05.01.2018

**(d) Disclosure of relationships between Directors:**

Shri Rajinder Miglani– Non Executive Chairman of the Company is the father of Shri Anuj R Miglani– Managing Director. Except for the abovementioned Directors, no Director is related to any other Director on the Board in terms of the definition of “relative” as defined in Section 2(77) of the Companies Act, 2013.

**(e) Disclosure for Independent Directors:**

All Independent Directors meet with the criteria of independence as prescribed under Sub-Section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16 (1) (b) of the Listing Regulations.

During the year under review, a separate Meeting of Independent Directors was held on 5<sup>th</sup> January, 2018 and all the Independent Directors were present in that Meeting except Smt. Swarna Prabha Sukumar. Shri O P Gahrotra was Chairman of the committee of Independent Directors.

Pursuant to the provisions of the Regulation 46 of the Listing Regulations, the web link of the details of Familiarization Programme for Independent Directors is disclosed here below:

<http://uttamgalva.com/company/Familiarization%20programme%20for%20independent%20Directors.pdf>

**3. AUDIT COMMITTEE****(a) Brief Description of Terms of Reference:**

Your Company has constituted a well-qualified and Independent Audit Committee in line with the provisions of Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013 and rules made thereunder. All the Members of this Committee are Independent Directors including the Chairman.

The terms of reference of the Audit Committee are decided in accordance with the guidelines specified in Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013, which inter alia includes overseeing the Company's financial reporting process, reviewing the financial statements with the management and the adequacy of the internal audit function, internal control, to discuss significant internal audit findings, statutory compliances and issues related to risk management and compliances. The Audit Committee has power to investigate into any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

**(b) Composition:**

The Audit Committee comprises of four Directors and all of them are Independent Directors. All the Members of the Committee are financially literate and possess sound knowledge of accounts, audit, finance, etc.

The composition of the Committee as at 31.03.2018 and the attendance of each member at the Committee Meetings are as given below:

Sr. No.	Name of Directors	Category	No. of Meetings attended
1	Shri O P Gahrotra	Independent Director (Chairperson)	4
2	Shri B L Khurana	Independent Director (Member)	4
3	Shri R K Dubey	Independent Director (Member)	3
4	Smt. Swarna Prabha Sukumar	Independent Director (Member)	1

**(c) Meetings:**

During the Financial Year 2017-18, the Audit Committee met four times on following dates:-

1) 28.04.2017    2) 26.07.2017    3) 13.11.2017    4) 05.01.2018

The requisite quorum was present at all the Meetings. Chairman of Audit Committee, Shri O P Gahrotra was present in the Annual General Meeting held on 19<sup>th</sup> August, 2017 as per Regulation 18(d) of the Listing Regulations.

The Director (Finance) & Group CFO, representative of Internal Auditor and Statutory Auditors are permanent invitees to the Meetings of the Audit Committee. The Operations Heads are invited to the Meetings, as and when required. Cost Auditors appointed by the Company under Section 148 of the Companies Act, 2013 also attends the Audit Committee Meeting whenever Cost Audit Report is discussed.

Shri R Agrawal, President & Company Secretary acts as the Secretary to the Audit Committee.



#### 4. NOMINATION AND REMUNERATION COMMITTEE

(a) **Brief Description of Terms of Reference:**

Your Company has set up the Nomination & Remuneration Committee as prescribed under the Regulation 19 of the Listing Regulations and Section 178 of the Companies Act, 2013. The role of committee is *inter alia* to formulate the Company's policy to determine qualifications, positive attributes and independence of Directors and to formulate the criteria for evaluation of Independent Directors and also to approve payment of remuneration to Directors, Managerial personnel and other employees.

(b) **Composition:**

All the members of the Nomination and Remuneration Committee are Independent Directors.

Details of Meetings attended by the Members during the year under review are as follow:

Sr. No.	Name of Directors	Category	No. of Meetings attended
1	Shri O P Gahrotra	Independent Director (Chairperson)	1
2	Shri B L Khurana	Independent Director (Member)	1
3	Smt. Swarna Prabha Sukumar	Independent Director (Member)	--

(c) **Meetings:**

During the Financial Year 2017-18, the Nomination and Remuneration Committee met once, on 28<sup>th</sup> April, 2017.

(d) **Remuneration Policy:**

To determine the remuneration of the Whole Time Directors, Key Managerial Personnel (KMP) and Senior Executives of the Company, a Remuneration Policy has been framed by the Nomination & Remuneration Committee and approved by the Board with the following broad objectives.

- To ensure that Whole Time Directors, Key Managerial Personnel and Senior Executives of high caliber are being attracted, retained and are sufficiently compensated for their performance.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in the Policy.
- Evaluate the performance of the Whole Time Directors, Key Managerial Personnel and Senior Executives.
- To recommend to the Board for Remuneration payable to the Whole Time Directors, Key Managerial Personnel and Senior Executives.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Directors.

(e) **Performance evaluation criteria for Independent Directors:**

Pursuant to the provisions of the Companies Act, 2013 and Regulations 19 read with the Part D of the Schedule II of the Listing Regulations, the Nomination and Remuneration Committee (NRC) has laid down the criteria for performance evaluation of the Independent Directors which are as follows:

- i. Attendance at Board Meetings and General Meetings.
- ii. Participation in Board Meetings.
- iii. Independence and candidness shown in Board Meetings.
- iv. Objectivity and constructiveness in expressing views.
- v. Interaction with Executive Directors and Senior Management both during and outside Board Meetings.
- vi. Awareness of legal provisions regarding duties, responsibilities and obligations relating to the Company and shareholders.



- vii. Awareness about provisions relating to Corporate Governance, Risk Management, disclosure and legal Compliances.
- viii. Skills, experience and knowledge in their respective field.
- ix. Any other observation that Directors wish to make in this regard.

#### 5. REMUNERATION OF DIRECTORS

The details of the remuneration (including sitting fees) paid to all the Directors are given in point no. (VI) of the Form MGT-9, extract of Annual Return which is annexed to the Directors' Report. The broad terms of reference for payment of remuneration as required under Listing Regulations are as follows:

- i. All elements of remuneration package of individual Directors as summarized under salary, perquisites and pensions. Except that there are no other benefits such as bonus and stock option as part of the salary.
- ii. The salary to Executive Directors as mentioned herein point no. (VI) of the Form MGT-9, is only the fixed components and there is no variable components which may base on the performance criteria.
- iii. All Executive Directors abide by the terms and conditions as decided at the time of their appointment and reappointment.
- iv. No Stock option is given to any Directors of the Company.
- v. No Pecuniary relationship/ transactions with the Non-Executive Directors vis-à-vis the Company except for the payment of sitting fees to attend the Board and the Committee Meetings.
- vi. The criteria for making payments to Executives are broadly explained by the Company in their Remuneration Policy.

Web Link of the same is <http://uttamgalva.com/investors/pdf/policies/Remuneration%20Policy%20UGSL.pdf>

#### 6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee comprises three Directors. The Constitution of this committee and terms of reference are in compliance of Section 178 of the Companies Act, 2013 and as per the provisions of the Regulation 20 of the Listing Regulations. The Board has defined the terms of reference for this committee, as per the role suggested in Part D of the Schedule II of the Listing Regulations, inter-alia includes the satisfactory redressal mechanism for investors' complaints and quality of services to the investor.

##### (a) Composition:

The details of the composition of Stakeholders Relationship committee and of the Meetings attended by the Members during the year under review are as follows:

Sr. No.	Name of Directors	Category	No. of Meetings attended
1	Smt. Swarna Prabha Sukumar	Independent Director (Chairperson)	1
2	Shri G S Sawhney	Executive Director (Member)	4
3	Shri Anuj R Miglani	Executive Director (Member)	4

##### (b) Meetings

During the Financial Year 2017-18, the Committee met four times on the following dates:

- 1) 28.04.2017      2) 26.07.2017      3) 13.11.2017      4) 05.01.2018

Shri R Agrawal- President & Company Secretary is the Compliance Officer of the Company.

##### (c) Status of the Complaints:

Number of Shareholders Complaints received during the Financial Year 2017-18	1
Number of complaints not solved to the satisfaction of the shareholders	NIL
Number of pending Complaints	NIL



**7. APPOINTMENT & REAPPOINTMENT OF DIRECTORS**

Shri Arvind Kumar Gupta and Smt. Jagath Chandra were appointed as an Additional Director in the category of Independent Director with effect from 19<sup>th</sup> January, 2018 and 7<sup>th</sup> April 2018, respectively. Their appointment as Independent Directors on the Board are being proposed in this Annual General Meeting.

In accordance with the requirements of the Companies Act, 2013 and the Articles of Association of the Company, Shri Rajiv Munjal retires by rotation and being eligible has offered himself for reappointment.

Brief profiles of the Directors being appointed/reappointed are as follows:

Particulars	Shri Rajiv Munjal	Shri Arvind Kumar Gupta	Smt. Jagath Chandra
Age	58 Years	46 years	72 years
Qualification	Graduate Engineer having completed his B.E. in Electronics and Telecommunications.	B. Com. (Hons.) and LLB.	Science Graduade
Experience	Approx 30 yrs of vast experience in Commercial and Co ordination		More than 40 years of experience in public relations and consultancy.
Remuneration last drawn	NA	NA	NA
Date of first appointment on the Board	09 <sup>th</sup> Febuary, 2017	19 <sup>th</sup> January, 2018	07 <sup>th</sup> April, 2018
Shareholding, if any	NIL	NIL	NIL
Relationship	NIL	NIL	NIL
No. of Meetings attended	3 outof 4 meetings held during the year.	NA	NA
Directorship in any other Companies, Chairmanship/ Membership in any Committee thereof	<ul style="list-style-type: none"> <li>▪ Uttam Value Steels Ltd; and</li> <li>▪ Mesmeric properties Pvt Ltd</li> </ul> <p><b>Name of the Company's Committee / Positions:</b></p> <ul style="list-style-type: none"> <li>▪ Uttam Value Steels Ltd Audit committee (Member)</li> </ul>	<ul style="list-style-type: none"> <li>▪ Uttam Value Steels Ltd;</li> <li>▪ Uttam Galva Metallics Ltd; and</li> <li>▪ Asler Impex Private Ltd;</li> </ul> <p><b>Name of the Company's Committee / Positions:</b></p> <p>NIL</p>	<ul style="list-style-type: none"> <li>▪ Uttam Value Steels Ltd;</li> <li>▪ Uttam Galva Metallics Ltd; and</li> <li>▪ Uttam Galva Ferrous Ltd</li> </ul> <p><b>Name of the Company's Committee / Positions:</b></p> <ul style="list-style-type: none"> <li>▪ Uttam Value Steels Ltd Stakeholders and Investor Grievances committee (Member)</li> </ul>

**8. MANAGEMENT DISCUSSION AND ANALYSIS**

This Directors' report has a detailed section on Management Discussion and Analysis.

**9. EQUITY SHARES IN THE DEMAT SUSPENSE ACCOUNT**

In terms of Schedule V (F) of the Listing Regulations, the Company reports that there are no Equity Shares lying in the Demat Suspense Account.



**10. GENERAL BODY MEETINGS**

(a) The details of the Annual General Meeting held in last three years are as under:

Year	Day and Date	Time	Location	Number of Special resolution passed
2014-15	30 <sup>th</sup> AGM held on Saturday, the 29 <sup>th</sup> August, 2015	11.00 a.m.	M C Ghia Hall, 18/20, K Dubhash Marg, Mumbai 400001.	2
2015-16	31 <sup>st</sup> AGM held on Tuesday, the 30 <sup>th</sup> August, 2016			2
2016-17	32 <sup>nd</sup> AGM held on Tuesday, the 19 <sup>th</sup> August, 2017			1

Note: All the Resolutions set out in the respective Notices for the above Meetings were duly passed by the Shareholders with the requisite majority in each case.

(b) During the last year the Company has not passed any Special/ Ordinary Resolution through Postal ballot process.

**11. MEANS OF COMMUNICATION**

(a) **Quarterly Results:**

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board through the mode specified by the respective Stock Exchanges.

(b) **Newspapers wherein results normally published:**

Un-audited and Audited Financial Results of the Company are published in Free Press Journal (English) having all India coverage and Navshakti (Marathi) local newspaper

(c) **Website:**

The Company’s website ([www.uttamgalva.com](http://www.uttamgalva.com)) contains section called ‘Financial’ and ‘Investors’ which give information on Audited and Un-Audited financial results, Annual Report(s) and various policies applicable to the Company.

(d) **Official News Releases:**

The Company displays official news releases as and when the situation arises.

(e) **Presentations:**

The Company makes presentation to institutional investors or the analysts when found appropriate.

**12. GENERAL SHAREHOLDERS' INFORMATION**

i	Annual General Meeting (Date, Time and Venue)	27 <sup>th</sup> July, 2018 at 11a.m. at M.C. Ghia Hall, K. Dubhash Marg, Mumbai 400 001.
ii	Financial Year	1 <sup>st</sup> April, 2017 to 31 <sup>st</sup> March, 2018
iii	Date of Book Closure	From 21 <sup>st</sup> July, 2018 to 27 <sup>th</sup> July, 2018 (both days inclusive)
iv	Dividend Payment Date	Not Applicable
v	Listing on Stock Exchanges and Stock Code	<b>BSE Ltd. (BSE)</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Scrip Code: 513216
		<b>National Stock Exchange of India Ltd (NSE)</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra – Kurla Complex, Bandra (e), Mumbai – 400 051. Scrip Code: UTTAMSTL





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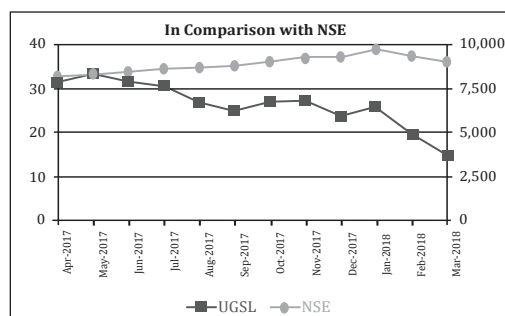
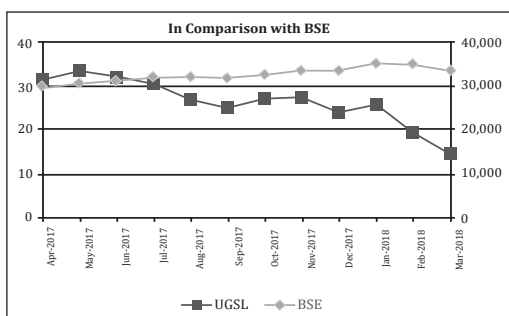
vi	Payment of Annual Listing Fee to Stock Exchange	The Company has paid the listing fees to both the Stock Exchanges within the prescribed time.
vii	Registrar and Share Transfer Agent	<b>Universal Capital Securities Private Limited</b> 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Tele No.: 28207203/05 E-mail: <a href="mailto:info@unisec.in">info@unisec.in</a>
viii	Share Transfer/ Transmission System	The transfer/ transmission of shares in physical form is processed and completed by Registrar & Transfer Agent within a period of fifteen days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers/ transmission are processed by NSDL/ CDSL through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the system of transfer and a certificate to that effect is issued.
ix	Dematerialization of Shares and Liquidity	Nearly 98.99% of total Equity Share Capital is held in dematerialized form with National Securities Depository Limited/ Central Depository Services (India) Limited.
x	Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity	NIL
xi	Plant Locations	Khopoli – Pen Road, Donvat, Dist.-Raigad, Maharashtra Khopoli – Pali Road Dahivali, Dist.-Raigad Maharashtra
xii	Address for correspondence	<b>Registered office :</b> Uttam House, 69, P. D'Mello Road, Mumbai-400009. Email : <a href="mailto:shares@uttamgalva.com">shares@uttamgalva.com</a> Website : <a href="http://www.uttamgalva.com">www.uttamgalva.com</a>

**xiii Market Price Data: High & Low of each month during the financial year 2017-18:**

Month	Quotation at BSE Ltd.		Quotation at National Stock Exchange of India Ltd.	
	HIGH	LOW	HIGH	LOW
April, 2017	33.15	29.1	33.25	29.15
May, 2017	36.8	29.7	36.7	29.5
June, 2017	34.5	29	34.2	29
July, 2017	31.9	29.05	31.9	29.1
August, 2017	30.2	23.05	30.2	23.2
September, 2017	27	22.5	27	22.55
October, 2017	31.75	22.25	31.9	22.2
November, 2017	30.7	23.75	30.85	23.55
December, 2017	26.1	21.45	25.9	21.45
January, 2018	30.45	20.65	30.45	20.65
February, 2018	21.75	16.85	21.8	16.8
March, 2018	17.15	11.95	17.20	11.90



xiv. Performance in comparison to BSE and NSE indices



xv. Distribution of Shareholding:

The Shareholding distribution of Equity Shares as on 31<sup>st</sup> March, 2018 is given here below:

Sr. No.	Nominal value of shares	No. of Shareholders	No. of Shares	Percentage of Shareholding (%)
1	Upto 5,000	29,925	52,51,026	3.691
2	5,001 – 10,000	4,097	35,19,100	2.474
3	10,001 – 20,000	2,111	33,70,419	2.369
4	20,001 – 30,000	737	19,25,499	1.354
5	30,001 – 40,000	335	12,12,471	0.852
6	40,001 – 50,000	342	16,52,287	1.161
7	50,001 – 1,00,000	511	38,92,104	2.736
8	1,00,001 ABOVE	477	12,14,37,197	85.363
<b>TOTAL</b>		<b>38,535</b>	<b>14,22,60,103</b>	<b>100</b>

13. OTHER DISCLOSURES

(a) Disclosure on Materially Significant Related Party Transactions:

There were no materially significant related party transactions during the year. The Company has formulated the Policy on Materiality of Related Party Transactions to decide their materiality and to deal with it. The said Policy is available on the website of the Company.

Web link is [http://uttamgalva.com/investors/pdf/policies/Policy\\_materiality\\_related\\_party\\_transaction.pdf](http://uttamgalva.com/investors/pdf/policies/Policy_materiality_related_party_transaction.pdf).

(b) Policy for Determining Material Subsidiaries:

In terms of Regulation of the Listing Regulations, the Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website.

The Policy can be accessed at: <http://www.uttamgalva.com/investors/pdf/policies/Policy%20for%20Determining%20Material%20Subsidiaries.pdf>

(c) Details of Compliances:

The Company has complied with all the requirements of the Listing Regulations and other regulations as and when specified by SEBI and/ or any other statutory authorities. No penalties or strictures have been imposed by SEBI, Stock Exchanges or any other statutory authority on matters relating to capital markets during last three years.

(d) Whistle Blower & Vigil Mechanism:

The Company recognizes the value of transparency and accountability in its administrative and management practices. The Company promotes ethical behavior in all its business activities. The Whistle Blower Policy and Vigil Mechanism has been laid down by the Company in view to provide a mechanism for the Directors and employees of the Company to approach the person authorized by the Audit Committee of the Company to report existing/ probable violations of laws, rules, regulations or unethical conduct. Each and every employee has access to the Audit Committee. It is confirmed that no personnel has been denied access to the Audit Committee.



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**(e) Disclosure of Commodity Price Risks and Commodity hedging activities:**

NIL

**(f) Other voluntary disclosures:**

The Chairman of the Board as a Non-Executive Chairman and his position is separate from that of the Managing Director and CEO of the Company.

During the year under review there is no audit qualification on the Company's financial statements.

The Internal Auditor reports to the Audit Committee of the Company.

**14. CODE OF CONDUCT**

The Company has laid down a Code of Conduct for all Board Members and Senior Management, which is posted on the website of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code on an annual basis.

A declaration to this effect signed by the Managing Director of the Company is given below:

**Declaration on Code of Conduct**

I hereby declare that the Company has obtained from all the Members of the Board and Senior Management Personnel, affirmation that they have complied with the Code of Business Conduct & Ethics for Directors/Senior Management Personnel in respect of the financial year 2017-18.

Date : 7<sup>th</sup> April, 2018

Place: Mumbai

**Anuj R Miglani**  
*Managing Director & CEO*  
(DIN 00287097)

**15. CEO & CFO CERTIFICATION**

Shri Anuj R Miglani, Managing Director & CEO and Shri Gursharan Singh Sawhney, Director (Finance) & Group CFO of the Company have given Annual Compliance Certificate to the Board in terms of the Regulations 17(8) read with Part B of Schedule II of the Listing Regulations.

**16. AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

To,

The Members

**UTTAM GALVA STEELS LIMITED**

We have examined the compliance of regulations of Corporate Governance by UTTAM GALVA STEELS LIMITED for the year ended 31<sup>st</sup> March, 2018, as stipulated in regulations Part C of Schedule V of the Listing Regulations. The compliance of regulations of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the regulations of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the regulations of Corporate Governance as stipulated in the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For M/s Todarwal & Todarwal**  
*Chartered Accountants*  
Firm Registration No. 111009W

Date : 7<sup>th</sup> April, 2018

Place: Mumbai

**Sunil Todarwal**  
Membership No. 031512  
Partner



## ANNEXURE II

Form No. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Uttam Galva Steels Limited  
Uttam House,  
69, P D 'Mello Road,  
Mumbai - 400009

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Uttam Galva Steels Limited (hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information, management representations provided by the Company, its officers, agents and authorized representatives and based on the draft independent auditors report during the conduct of the Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company as per '**Annexure A**' for the financial year ended on March 31, 2018 according to the provisions of:

- i) The Companies Act, 2013 (Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
- d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

vi) Other sector specific laws as applicable to the Company

1. Mines and Minerals (Development Regulation) Act, 1957 and other Acts/Rules as applicable to Mining activities

However, it is reported that there were no instances requiring compliance with the provisions of the laws indicated at para (c) to (h) of para (v) mentioned hereinabove during the period under review as said regulations were not applicable to the company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.



(ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

I further report that, based on the information provided and the representation made by the Company and also on the review of the compliance reports of Company Secretary/ Managing Director & CEO taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws like labour laws and environmental laws.

I further report that, the compliance under the applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts, done by the Company, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove and there is adequate compliance management system for the purpose of other applicable laws mentioned as sector specific laws hereinabove.

I further report my observation as follows that:

1. The Company has defaulted in repayment of loans and interest thereon to financial institution and banks. As per directions of Reserve bank of India dated 13<sup>th</sup> June, 2017, the lenders have referred the matter to National Company Law Tribunal (NCLT) for resolution of debt
2. The Company has obtained the approval of secured lenders for the payment of Remuneration to Managerial Personnel. The Company has also made application to central government for the said purpose and their reply is awaited.
3. Mr. B. L. Khurana, who was also director in some other Company, who has defaulted in filing of Annual returns and financial statements. However, for this matter the Management has obtained the legal opinion from renowned Practicing Company Secretary, who has referred the rule of 'Harmonious construction' for conflict of provisions between and section 164 (2) and 167 of the Act. As per that opinion, Mr. Khurana can continue as director of the Company.

We have relied on the representations made by the Company and its officers for systems and mechanisms

formed by the Company for compliances under other sector specific laws and regulations applicable to the Company.

I further report that

Board of Directors of the Company is duly constituted with proper balance of the Executive Directors and the Non-executive Directors (Independent and Non-Independent). The changes in the composition of the Board that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the Directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried unanimously and recorded as part of the minutes, wherever required.

I further report that:

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

I further report that:

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations and report that ArcelorMittal Netherlands B.V. (Co-Promoter) sold their entire shareholding (inter-se transfer between the promoters) to the other promoter Group Company on 7<sup>th</sup> February, 2018 and Co-Promotion Agreement between the promoters was terminated.

For JNG & Co.,

Sd/-

**Jigarkumar Gandhi**

(FCS: 7569)

(C.P. No. 8108)

Place: Mumbai

Date: 07<sup>th</sup> April, 2018

Note: This report is to be read with our letter of even date which is annexed as 'Annexure B' and forms an integral part of this report.



**ANNEXURE - A**

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Minutes of the Meetings of the Board of Directors and various committees comprising of Audit Committee, Nomination & Remuneration Committee etc. held during the period under report.
3. Minutes of General Body Meeting held during the period under report.
4. Statutory Registers/Records under the Companies Act and rules made there under
5. Agenda papers submitted to all the Directors/ Members for the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of 184 of the Companies Act, 2013.
7. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the period under report.
8. Intimations received from directors under the prohibition of Insider Trading and SEBI Takeover Code
9. Various policies framed by the Company from time to time as required under the statutes applicable to the Company.
10. Processes and procedure followed for Compliance Management System for applicable laws to the Company
11. Filings made with Reserve Bank of India under the Foreign Direct Investment Guidelines and for Overseas Direct Investments made by the Company.
12. Communications/ Letters issued to and acknowledgements received from the Independent Directors for their appointment
13. Various policies framed by the company from time to time as required under the Companies Act as well as listing agreement/SEBI LODR Regulations.

**ANNEXURE - B**

To,  
The Members  
Uttam Galva Steels Limited  
Uttam House,  
69, P D 'Mello Road,  
Mumbai - 400009

Sir,

Sub : Secretarial Audit Report for the Financial Year ended on 31<sup>st</sup> March, 2018

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, I followed provide a reasonable basis for our opinion.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management and my examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For JNG & Co.,**

Sd/-

**Jigarkumar Gandhi**

(FCS: 7569)

(C.P. No. 8108)

Place: Mumbai

Date: 07<sup>th</sup> April, 2018



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**ANNEXURE III**  
**Form AOC-1**

**Statement containing salient features of the financial statement of Subsidiary/Associate Companies / Joint Venture**  
(Pursuant to first proviso to Section 129(3) read with rule 5 of the Companies (Accounts) Rules, 2014)

<b>PART A : Subsidiary Companies</b>									
Name of the subsidiary	Atlantis International Services Co Ltd	Uttam Galva Steels Netherlands BV	Uttam Galva Holdings Ltd	Neelraj International Trade Ltd	Uttam Galva Steels (BVI) Ltd	Uttam Galva North America INC	Uttam Exports BVI Ltd	Uttam Galva International FZE(Step down Subsidiary)	Total
Reporting period for the subsidiary concerned is the same i.e. 31 <sup>st</sup> March, 2018									
Reporting Currency and Exchange Rate	US\$ @ 65.0441	US\$ @ 65.0441	US\$ @ 65.0441	US\$ @ 65.0441	US\$ @ 65.0441	US\$ @ 65.0441	US\$ @ 65.0441	US\$ @ 65.0441	US\$ @ 65.0441
Share Capital	30,04,990	14,86,377	21,94,22,500	30,04,991	12,01,99,600	50,87,21,500	18,29,32,500	21,26,78,271	12,51,450,729
Reserves & Surplus	(1,94,13,778)	(24,28,61,270)	(41,73,945)	(9,23,02,781)	(22,96,45,480)	6,03,68,730	(12,14,33,757)	40,16,20,975	(24,78,41,306)
Total Assets	19,35,58,363	2,97,75,563	21,51,80,127	1,55,82,940	1,22,39,06,470	60,68,26,004	7,41,92,358	1,45,65,35,393	381,55,57,218
Total Liabilities	20,97,19,935	27,13,77,124	64,98,556	10,46,33,517	13,23,463,750	2,61,04,474	4,93,815	84,22,36,148	278,45,27,319
Investments	-	-	21,26,78,271	-	-	-	-	-	21,26,78,271
Turnover	-	-	-	-	-	668,78,02,178	-	1262,52,87,282	1931,30,89,460
PBT	(61,894)	(61,894)	(1,98,931)	(61,894)	(62,49,912)	16,28,918	(1,82,15,554)	2,21,12,591	(11,08,570)
Provision for Taxation	-	-	-	-	-	-	-	-	-
PAT	(61,894)	(61,894)	(1,98,931)	(61,894)	(62,49,912)	16,28,918	(1,82,15,554)	2,21,12,591	(11,08,570)
Proposed Dividend	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	-
% of Share Holding	100%	100%	100%	100%	100%	100%	100%	100%	-
<b>Part B : Associates and Joint Ventures</b>									
Name of the Associates / Joint Ventures	Texturing Technology Private Limited			Moira Madhujore Coal Limited					
Latest audited Balance Sheet Date	31.03.2018			31.03.2018					
Shares of the Associate / Joint Ventures held by the Company	30,20,000			1,99,465					
Amount of Investment in Associates / Joint Venture	₹ 3,02,00,000			₹ 1,68,40,035					
Extend of Holding %	50%			30.70%					
Description of how there is a significant influence	There is significant influence due to percentage (%) of Share Capital								
Reason why the associate / Joint Venture is not consolidated	NA			NA					
Net worth attributable to shareholding as per latest audited Balance Sheet	₹ 7,84,46,620			₹ 89,10,918					
Profit for the year									
i. Considered in Consolidation	₹ 17,30,960			₹ 2,12,222					
ii. Not Considered in Consolidation	NA			NA					



**ANNEXURE - IV**  
**FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN**  
**for financial year ended on 31<sup>st</sup> March, 2018**

(Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.)

**I. REGISTRATION & OTHER DETAILS**

i	CIN	L27104MH1985PLC035806
ii	Registration Date	29.03.1985
iii	Name of the Company	Uttam Galva Steels Limited
iv	Category/Sub-category of the Company	Company Limited by shares
v	Address of the Registered office & contact details	Uttam House, 69, P. D' Mello Road, Mumbai- 400009. Phone: 022 6656 3500; Fax: 022 23485025
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any	Universal Capital Securities Private Limited, 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Tel No.:022 - 28207203/05, E-mail: <a href="mailto:info@unisec.in">info@unisec.in</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No	Name & Description of main products/services	NIC Code of the Product / service	% to total turnover of the Company
1	Cold Rolled Product of Steel	27175	29.01%
2	GP/GC/Colour Coated Sheet	27171	64.01%

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

Sr. No.	Name of Company	CIN/ GLN	Holding/ subsidiary/ associate	% of shares held	Applicable Section
1	Atlantis International Services Company Limited	N.A.	WOFS *	100%	Section 2(87)
2	Uttam Galva Holdings Limited	N.A.	WOFS	100%	Section 2(87)
3	Uttam Galva Steels Netherland B.V.	N.A.	WOFS	100%	Section 2(87)
4	Neelraj International Trade Limited	N.A.	WOFS	100%	Section 2(87)
5	Uttam Galva Steels BVI Limited	N.A.	WOFS	100%	Section 2(87)
6	Uttam Exports BVI Limited	N.A.	WOFS	100%	Section 2(87)
7	Uttam Galva North America, Inc.	N.A.	WOFS	100%	Section 2(87)
8	Uttam Galva International, FZE (Step down Subsidiary)	N.A.	WOFS	100%	Section 2(87)
9	Texturing Technology Private Limited	U27100MH2006PTC160649	Joint Venture	50%	Section 2(6)
10	Moirra Madhujore Coal Limited	U10100WB2009PLC140050	Joint Venture	30.70%	Section 2(6)

Note: \* WOFS - Wholly Owned Foreign Subsidiary





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IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to Total Equity)

(i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 1 <sup>st</sup> April, 2017				No. of Shares held at the end of the year i.e. 31 <sup>st</sup> March, 2018				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	59,61,700	--	59,61,700	4.19	59,61,700	--	59,61,700	4.19	--
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt.	--	--	--	--	--	--	--	--	--
c) Bodies Corporates	3,93,04,520	--	3,93,04,520	27.63	8,06,32,451	--	8,06,32,451	56.68	29.05
d) Bank/FI	--	--	--	--	--	--	--	--	--
e) Any other	--	--	--	--	--	--	--	--	--
<b>SUB TOTAL (A) (1)</b>	<b>4,52,66,220</b>	<b>--</b>	<b>4,52,66,220</b>	<b>31.82</b>	<b>8,65,94,151</b>	<b>--</b>	<b>8,65,94,151</b>	<b>60.87</b>	<b>29.05</b>
<b>(2) Foreign</b>									
a) NRI- Individuals	--	--	--	--	--	--	--	--	--
b) Other Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	4,13,27,931	--	4,13,27,931	29.05	--	--	--	--	(29.05)
d) Banks/FI	--	--	--	--	--	--	--	--	--
e) Any other	--	--	--	--	--	--	--	--	--
<b>SUB TOTAL (A) (2)</b>	<b>4,13,27,931</b>	<b>--</b>	<b>4,13,27,931</b>	<b>29.05</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Total Shareholding of Promoters (A)= (A)(1)+(A)(2)</b>	<b>8,65,94,151</b>	<b>--</b>	<b>8,65,94,151</b>	<b>60.87</b>	<b>8,65,94,151</b>	<b>--</b>	<b>8,65,94,151</b>	<b>60.87</b>	<b>(29.05)</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	--	37,800	37,800	0.03	--	37,800	37,800	0.03	--
b) Banks/FI	45,214	10,100	55,314	0.04	2,305	10,100	12,405	0.01	(0.03)
c) Central govt	69	--	69	--	69	--	69	--	--
d) State Govt.	--	--	--	--	--	--	--	--	--
e) Venture Capital Fund	--	--	--	--	--	--	--	--	--
f) Insurance Companies	1,24,104	--	1,24,104	0.09	1,24,104	--	1,24,104	0.09	--



Category of Shareholders	No. of Shares held at the beginning of the year i.e. 1 <sup>st</sup> April, 2017				No. of Shares held at the end of the year i.e. 31 <sup>st</sup> March, 2018				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
g) FIIS (incl. Foreign Portfolio Investors)	3,86,47,301	14,900	3,86,62,201	27.18	1,15,78,975	14,900	1,15,78,975	8.15	(19.03)
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
<b>SUB TOTAL (B)(1)</b>	<b>3,88,16,688</b>	<b>62,800</b>	<b>3,88,79,488</b>	<b>27.33</b>	<b>1,17,05,453</b>	<b>62,800</b>	<b>1,17,68,253</b>	<b>8.27</b>	<b>(19.06)</b>
<b>(2) Non Institutions</b>									
a) Bodies corporates									
i) Indian	18,09,072	50,755	18,59,827	1.31	51,16,386	50,755	51,67,141	3.63	2.32
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	1,02,94,091	11,36,739	1,14,30,830	8.04	1,84,03,870	11,16,355	1,95,20,225	13.72	5.69
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakh	22,42,714	76,300	23,19,014	1.63	1,35,88,223	76,300	1,36,64,523	9.61	7.98
c) Others (specify)									
i) Clearing Members	5,52,667	--	5,52,667	0.39	47,57,908	--	47,57,908	3.34	2.96
ii) Trusts	500	--	500	--	500	--	500	--	--
iii) NRI / OCBs	4,86,486	1,37,140	6,23,626	0.44	6,50,462	1,36,940	7,87,402	0.55	0.12
<b>SUB TOTAL (B)(2)</b>	<b>1,53,85,530</b>	<b>14,00,934</b>	<b>1,67,86,464</b>	<b>11.80</b>	<b>4,25,17,349</b>	<b>13,80,350</b>	<b>4,38,97,699</b>	<b>30.86</b>	<b>19.06</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>5,42,02,218</b>	<b>14,63,734</b>	<b>5,56,65,952</b>	<b>39.13</b>	<b>5,42,22,802</b>	<b>14,43,150</b>	<b>5,56,65,952</b>	<b>39.13</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>14,07,96,369</b>	<b>14,63,734</b>	<b>14,22,60,103</b>	<b>100.00</b>	<b>14,08,16,953</b>	<b>14,43,150</b>	<b>14,22,60,103</b>	<b>100.00</b>	<b>0.00</b>



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**(ii) Share Holding of Promoters:**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year i.e. 1 <sup>st</sup> April, 2017			Shareholding at the end of the year i.e. 31 <sup>st</sup> March, 2018			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	Shri Rajinder Miglani	13,91,855	0.98	--	13,91,855	0.98	--	--
2	Shri Anuj R Miglani	13,02,094	0.92	--	13,02,094	0.92	--	--
3	Shri Ankit Miglani	13,00,000	0.91	--	13,00,000	0.91	--	--
4	Smt. Neelam Rajinder Miglani	11,27,501	0.79	--	11,27,501	0.79	--	--
5	Smt. Archana Miglani	3,07,500	0.22	--	3,07,500	0.22	--	--
6	Smt. Priyanka Miglani	3,07,500	0.22	--	3,07,500	0.22	--	--
7	Smt. Sheetal Miglani	2,03,750	0.14	--	2,03,750	0.14	--	--
8	Ms. Sudiksha Miglani - Minor (U/G Anuj R Miglani)	21,500	0.01	--	21,500	0.01	--	--
9	M/s. Sainath Trading Co. Pvt. Ltd	33,23,600	2.34	--	44,651,531	31.39	--	29.05
10	M/s. Archisha Steels Pvt. Ltd	58,49,878	4.11	--	58,49,878	4.11	--	--
11	M/s. Kredence Multi Trading Ltd	1,49,21,063	10.49	--	1,49,21,063	10.49	--	--
12	M/s. Uttam Exports Pvt Ltd	73,24,379	5.15	--	73,24,379	5.15	--	--
13	M/s. Evergreen Tradeplace Pvt. Ltd	78,85,600	5.54	--	78,85,600	5.54	--	--
14	ArcelorMittal Netherland BV	4,13,27,931	29.05	--	--	--	--	(29.05)
<b>Total</b>		<b>8,65,94,151</b>	<b>31.82</b>	<b>--</b>	<b>8,65,94,151</b>	<b>60.87</b>	<b>--</b>	<b>0</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change):**

There was offmarket interse transfer between ArcelorMittal Netherlands B.V. (Transferor) and Sainath Trading Company Private Limited (Transferee).



(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of Top Ten Shareholders	Shareholding at the beginning of the year i.e. 1 <sup>st</sup> April, 2017		Change in the shareholding during the year		Shareholding at the end of the year i.e. 31 <sup>st</sup> March, 2018	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Asia Investment Corporation (Mauritius) Ltd	84,42,125	5.93	1,25,000	0.09	85,67,125	6.02
2	Albula Investment Fund Ltd	1,28,56,750	9.04	(9853900)	-6.93	30,02,850	2.11
3	Rajiv Singh	17,000	0.01	15,50,000	1.09	15,67,000	1.10
4	Soni Masoom Sanjay	--	--	6,58,425	0.46	6,58,425	0.46
5	Aditya Vikram Agarwalla .	--	--	6,27,000	0.44	6,27,000	0.44
6	Vibrant Global Capital Ltd	--	--	6,00,000	0.42	6,00,000	0.42
7	Sunil Bhagwatlal Dalal	--	--	5,00,000	0.35	5,00,000	0.35
8	V K Industrial Corp. Ltd	--	--	5,00,000	0.35	5,00,000	0.35
9	Rajendra Gangaram Godhar	--	--	4,16,417	0.29	4,16,417	0.29
10	Piyush Jain	--	--	4,00,000	0.28	4,00,000	0.28

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Directors and Key Managerial Personnel	Shareholding at the beginning of the year i.e. 1 <sup>st</sup> April, 2017		Change in the shareholding during the year		Shareholding at the end of the year i.e. 31 <sup>st</sup> March, 2018	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Shri Rajinder Miglani	13,91,855	0.98	-	-	13,91,855	0.98
2	Shri Anuj R Miglani	13,02,094	0.92	-	-	13,02,094	0.92
3	Shri Gursharan Singh Sawhney	14,234	0.01	-	-	14,234	0.01
	<b>Total</b>	<b>40,08,183</b>	<b>1.91</b>	<b>-</b>	<b>-</b>	<b>40,08,183</b>	<b>1.91</b>



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## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

₹ in Crore

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	2,646.23	63.88	--	2,710.11
ii) Interest due but not paid	211.43	--	--	211.43
iii) Interest accrued but not due	22.70	--	--	22.7
<b>Total (i+ii+iii)</b>	<b>2,880.36</b>	<b>63.88</b>	--	<b>2,944.24</b>
<b>Change in Indebtedness during the financial year 2017-18</b>				
Addition	--	--	--	--
Reduction*	(14.55)	(0.22)	--	(14.77)
<b>Net Change</b>	<b>(14.55)</b>	<b>(0.22)</b>	--	<b>(14.77)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	2,631.68	63.66	--	2,695.34
ii) Interest due but not paid	440.66	--	--	440.66
iii) Interest accrued but not due	25.08	--	--	25.08
<b>Total (i+ii+iii)</b>	<b>3,097.42</b>	<b>63.66</b>	--	<b>3,161.08</b>

\*On Principal Amount

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### a) REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

in ₹

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Shri Anuj R Miglani	Shri G S Sawhney	
1	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	1,13,78,796	89,17,850	2,02,96,646
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,58,000	28,800	2,86,800
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-	-
2	Others, please specify	NA	NA	NA
<b>Total</b>		<b>1,16,36,796</b>	<b>89,46,650</b>	<b>2,05,83,446</b>
Ceiling as per the Act		As per Schedule V of the Companies Act, 2013		



b) REMUNERATION TO OTHER DIRECTORS

in ₹

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Shri O P Gahrotra	Smt. S P Sukumar	Shri R K Dubey	Shri B L Khurana	Shri Arvind kumar Gupta	
1	Independent Directors						
	Fee for attending board / committee Meetings	2,55,000	65,000	1,80,000	2,45,000	NIL	7,45,000
2	Commission	-	-	-	-	-	-
3	Others, please specify	-	-	-	-	-	-
<b>Total</b>		<b>2,55,000</b>	<b>65,000</b>	<b>1,80,000</b>	<b>2,45,000</b>	<b>NIL</b>	<b>7,45,000</b>
Overall Ceiling as per the Act		As per Schedule V of the Companies Act, 2013					

C) REMUNERATION TO KEY MANAGERIAL PERSONNEL (OTHER THAN MD AND CFO):

in ₹

Sr. No.	Particulars of Remuneration	Name of Key Managerial Personnel	Total Amount
		Shri R Agrawal	
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	46,21,224	46,21,224
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	6,52,683	6,52,683
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	0	0
2	Others, please specify	NA	NA
<b>Total</b>		<b>52,73,907</b>	<b>52,73,907</b>

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

There were no Penalties / Punishment/ Compounding of Offences for the financial year ended 31<sup>st</sup> March, 2018.



## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF M/S UTTAM GALVA STEELS LIMITED

#### Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of M/S Uttam Galva Steels limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement, and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), and cash flows, and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence, on a test basis, about the amounts and disclosures in the standalone Ind AS financial statements.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS:

- in the case of the Balance Sheet, of the state of affairs (financial position) of the Company as at March 31, 2018;
- in the case of the Statement of Profit and Loss, of the loss (financial performance including other comprehensive income) for the year ended on that date;
- in the case of the Cash Flow Statement, of the cash flows for the year ended on that date; and
- in the case of the Statement of Changes in Equity, of the changes in equity for the year ended on that date.

#### Emphasis of Matters

We draw your attention to note no.33 in the Notes to the Financial Statements. The Company has defaulted in repayment of loans and interest thereon as mentioned in 'Annexure II' to this report. As per directions of RBI dated 13.06.2017, the lenders have referred the matter to National Company Law Tribunal (NCLT) for resolution of debt. The financials have been prepared on the assumption of going concern as the management is of the opinion that the Company will remain in business for the foreseeable future.

Our Opinion is not modified in respect of these matters.

#### Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by section 143(3) of the Act, we report that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.



- b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Company has no branch office and hence the company is not required to conduct audit under section 143 (8) of the Act;
- d) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash flow statement, and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- e) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Accounts) Rules, 2014
- f) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's

- Internal Financial Controls over financial Reporting; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position as per the Notes to the Financial Statement.
- ii. The Company has made provision, as required under the applicable law or Indian Accounting Standards (Ind AS), for material foreseeable losses, and as required on long-term contracts including derivative contracts as per Notes to the Standalone Ind AS Financial Statement.
- iii. During the year, no amounts were required to be transferred to the Investor Education and Protection Fund by the Company. The question of delay in transferring such sums does not arise.

For **Todarwal & Todarwal LLP**  
Chartered Accountants  
ICAI Reg. No. : 111009W/W100231

Sunil Todarwal  
Partner  
M. No. : 032512

Place: Mumbai  
Dated : 7<sup>th</sup> April, 2018

### Annexure - A to Independent Auditor's Report

The 'Annexure A' referred to in Independent Auditor's Report to the Members of the Company on the Financial Statements for the year ended 31<sup>st</sup> March 2018, we report that:

- (i) (a) According to the information and explanation given to us and based on the records produced before us, we are of the opinion that the Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) According to the information and explanation given to us, fixed assets were physically verified by the management according to a designed to cover all the locations which in our opinion, is reasonable having regard to the size of the company and the nature of its assets.
- (c) According to the information and explanation given to us and based on the records produced before us, the title deeds of immovable properties are held in the name of the company.
- (ii) According to the information and explanation given to us Inventory has been physically verified by the management during the year. No material discrepancies were noticed that would have an impact over the Financial Statements.
- (iii) According to the information and explanation given to us, the Company has not granted during the year any unsecured loans. Hence this clause is not applicable to the Company.
- (iv) According to the information and explanation given to us, we are of the opinion that in respect of loans,

investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

- (v) According to the information and explanation given to us, the company has not accepted any deposits within the meaning of Section 73 to 76 of the Act and the rules framed there under.
- (vi) According to the information and explanation given to us, the Company has maintained cost records as specified by the Central Government under sub-section (1) of section 148 of the Act
- (vii) (a) According to the books and records as produced and audited by us in accordance with generally accepted auditing practices in India and also Management representations, undisputed statutory dues in respect of Provident fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth tax, Service tax, Custom duty, Excise duty, Value Added Tax, Goods and Service Tax, Cess and other statutory dues, if any, applicable to it, has been regularly deposited with the appropriate authorities.
- (b) According to the information and explanation given to us and the record produced before us, the disputed amount payable in case of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax or cess is as per 'Annexure I' attached.
- (viii) According to the information and explanation given to us and based on the records before us, the





- company has defaulted in repayment of dues to financial institutions and banks as per 'Annexure II' attached.
- (ix) According to the information and explanation given to us and the record produced before us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) or by way of any term loan during the year.
  - (x) During the course of our examination of the books of account carried in accordance with the generally accepted auditing standards in India, we have neither come across any instance of fraud on or by the Company by its officers or employees, either noticed or reported during the year, nor have we been informed of such case by the Management.
  - (xi) According to the information and explanation given to us and the record produced before us, managerial remuneration has been paid during the year as per the provisions of section 197 read with Schedule V to the Act.
  - (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company as specified in the Nidhi Rules, 2014. Hence the provision of this clause is not applicable to the company.
  - (xiii) According to the information and explanation given to us and the record produced before us,

- all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Standalone Financial Statements etc., as required by the applicable Indian Accounting Standards.
- (xiv) According to the information and explanation given to us and the record produced before us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence the provision of this clause is not applicable to the company.
  - (xv) As per the information and explanation given to us and the record produced before us, the company has not entered into any non-cash transactions with directors or persons connected with them.
  - (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Todarwal & Todarwal LLP**  
Chartered Accountants  
ICAI Reg. No. : 111009W/W100231

Sunil Todarwal  
Partner  
M. No. : 032512

Place: Mumbai  
Dated : 7<sup>th</sup> April, 2018

### Annexure - B to the Independent Auditors' Report

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/S Uttam Galva Steels Limited ("the Company") as of 31<sup>st</sup> March, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit

in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls,

material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Todarwal & Todarwal LLP**  
Chartered Accountants  
ICAI Reg. No. : 111009W/W100231

Sunil Todarwal  
Partner  
M. No. : 032512

Place: Mumbai  
Dated : 7<sup>th</sup> April, 2018

**ANNEXURE I**

Sr. No.	Nature of Duty	Period	Amount (in Rs.)	Forum where dispute is pending
1	Service Tax	Oct-06 to Nov-09	13,15,490	Deputy Commissioner of Central Excise
2	Excise Duty	Mar-12 to May-12	17,77,180	Central Excise & Service Tax Appellate Tribunal (CESTAT)
3	Excise Duty	Dec-07 to Jun-08	30,82,563	Central Excise & Service Tax Appellate Tribunal (CESTAT)
4	Excise Duty	Dec-07 to Jun-08	64,84,307	Central Excise & Service Tax Appellate Tribunal (CESTAT)
5	Service Tax	Jul-10 to Dec-10	35,26,753	Central Excise & Service Tax Appellate Tribunal (CESTAT)
6	Service Tax	Mar-11, Jun-11, Aug-11 & Sep-11	25,02,879	Central Excise & Service Tax Appellate Tribunal (CESTAT)
7	Service Tax	Jan-11, Feb-11, Apr-11, May-11, Jul-11, Oct-11 to Dec-11.	24,15,279	Central Excise & Service Tax Appellate Tribunal (CESTAT)
8	Service Tax	01-01-2012	8,60,833	Central Excise & Service Tax Appellate Tribunal (CESTAT)
9	Excise Duty	May-07 to Sep-09	2,76,12,314	Additional Commissioner of Central Excise
10	Custom Duty	Financial Year 2008-09	11,67,80,968	Central Excise & Service Tax Appellate Tribunal (CESTAT)
11	Interest on Income tax	FY 2008-09	1,36,640	Centralized Processing Centre (CPC) - Bangalore
12	Income tax	FY 2012-13	6,910	Commissioner of Income Tax (Appeals)
<b>Total</b>			<b>16,65,02,116</b>	



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## ANNEXURE II

Details of overdrafts (LC Devolvement) from banks as on 31.03.2018

Name of Lender	LC Devolvement (Figures in Crore)	Default from
State Bank of India	925.90	July,2016
Canara Bank	739.30	Februrary,2016
ICICI Bank Ltd	26.88	August,2016
Indian Overseas Bank	126.30	April,2016
Union Bank of India	208.91	March,2016
Punjab National Bank	363.68	March,2016
Bank of Baroda	95.73	June,2016
IDBI	265.45	April,2016
<b>Total</b>	<b>2,752.15</b>	

Details of Term Loan Principal and Interest overdue as on 31<sup>st</sup> March, 2018.

Name of Lender	Default in (Figures in Crore)		Default from	
	Principal Repayment	Interest	Principal Repayment	Interest
State Bank of India	462.63	58.79	June,2016	June,2016
Canara Bank	178.20	20.08	July,2016	July,2016
Bank of India	63.12	20.98	July,2016	July,2016
ICICI Bank Ltd	166.32	18.74	July,2016	July,2016
Indian Overseas Bank	194.13	29.43	June,2016	April,2016
Union Bank of India	148.50	16.73	July,2016	July,2016
Punjab National Bank	248.15	42.24	March,2016	March,2016
Indian Bank	118.80	13.99	July,2016	July,2016
Bank of Baroda	121.60	17.39	June,2016	June,2016
Exim Bank	123.39	21.98	March,2016	March,2016
State Bank Of Mauritius Ltd	21.04	6.69	July,2016	July,2016
Afrasia Bank Ltd	15.87	4.68	July,2016	July,2016
Oriental Bank of Commerce	149.34	39.05	June,2016	April,2016
Syndicate Bank	148.75	44.81	March,2016	March,2016
Pheonix ARC Pvt Ltd	15.00	28.32	July,2017	March,2016
Vijaya Bank	193.75	56.77	March,2016	March,2016
<b>Total</b>	<b>2,368.59</b>	<b>440.66</b>		



BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2018

₹ in Crore

Particulars		Note No.	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>I</b>	<b>ASSETS</b>			
	<b>Non-Current Assets</b>			
(a)	Property, Plant and Equipment	1	5186.86	5442.51
(b)	Intangible Assets	2	5.02	9.79
(c)	Capital Work in Progress	3	155.56	154.06
(d)	Financial Assets	4		
	(i) Investments	4(i)	74.83	74.83
	(ii) Trade Receivables	4(ii)	380.03	-
	(iii) Loans	4(iii)	0.45	55.60
	(iv) Other Financial Assets	4(iv)	1037.87	1168.80
(e)	Income Tax Asset(net)	5	9.01	10.86
(f)	Deferred Tax Assets	6	853.55	853.55
(g)	Other non-current Assets	7	22.54	71.47
	<b>Total Non - Current Assets</b>		<b>7725.72</b>	<b>7841.47</b>
	<b>Current Assets</b>			
(a)	Inventories	8	393.57	858.05
(b)	Financial Assets	9		
	(i) Trade Receivables	9(i)	30.42	1186.74
	(ii) Cash and Cash Equivalent	9(ii)	3.24	5.19
	(iii) Bank Balances Other than (ii) above	9(iii)	0.50	10.25
	(iv) Other Financial Assets	9(iv)	0.65	0.73
(c)	Other Current Assets	10	172.51	205.42
	<b>Total Current Assets</b>		<b>600.89</b>	<b>2266.38</b>
	<b>TOTAL ASSETS</b>		<b>8326.61</b>	<b>10107.86</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>Equity</b>			
(a)	Equity Share Capital	11	142.26	142.26
(b)	Other Equity	12	(293.24)	590.07
	<b>Total Equity</b>		<b>(150.98)</b>	<b>732.33</b>
	<b>Liabilities</b>			
	<b>Non Current Liabilities</b>			
(a)	Financial Liabilities	13		
	(i) Long-term Borrowings	13(i)	237.96	1766.02
	(ii) Trade and other Payables	13(ii)	796.92	-
	(iii) Other Financial Liabilities	13(iii)	-	-
(b)	Provisions	14	12.43	9.71
(c)	Deferred Tax Liabilities	15	412.34	412.34
(d)	Other non-current Liabilities	16	539.03	9.58
	<b>Total Non Current Liabilities</b>		<b>1998.68</b>	<b>2197.65</b>
	<b>Current Liabilities</b>			
(a)	Financial Liabilities	17		
	(i) Short-term Borrowings	17(i)	3103.02	2908.09
	(ii) Trade and other Payables	17(ii)	46.50	2060.38
	(iii) Other Financial Liabilities	17(iii)	3263.31	1309.00
(b)	Provisions	18	59.20	59.64
(c)	Other Current Liabilities	19	6.88	840.77
	<b>Total Current Liabilities</b>		<b>6478.91</b>	<b>7177.88</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>8326.61</b>	<b>10107.86</b>
<b>NOTES FORMING PART OF THE FINANCIAL STATEMENTS</b>		30 to 40		

As per our Report of even date

For and on behalf of the Board of Directors

For **Todarwal & Todarwal LLP**  
Chartered Accountants  
Firm Registration No 111009W/W100231

**Rajinder Miglani**  
Chairman  
(DIN: 00286788)

**Anuj R Miglani**  
Managing Director  
(DIN: 00287097)

**Sunil Todarwal**  
Partner  
(Membership No. 32512)  
Date : 7<sup>th</sup> April, 2018  
Place : Mumbai

**Gursharan Singh Sawhney**  
Director (Finance) & Group CFO  
(DIN: 02339467)

**R Agrawal**  
President & Company Secretary  
(FCS: 2174)



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**STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

₹ in Crore

Particulars	Note No.	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Revenue from Operations (Net of ED & GST)	20	2548.09	4348.10
Other Income	21	69.18	64.25
<b>TOTAL INCOME</b>		<b>2617.27</b>	<b>4412.35</b>
<b>Expenses</b>			
(a) Cost of Materials and Components Consumed	22	1884.45	2811.37
(b) Purchase of Traded Goods	23	41.13	669.62
(c) (Increase)/Decrease in Inventories of Finished Goods, WIP and Traded Goods	24	213.00	15.84
(d) Employee benefit expenses	25	91.79	94.14
(e) Other operating expenses	26	362.76	555.78
(f) Finance costs	27	647.17	608.99
(g) Depreciation and amortisation expense	28	258.12	285.31
<b>TOTAL EXPENSES</b>		<b>3498.42</b>	<b>5041.05</b>
<b>PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS</b>		<b>(881.15)</b>	<b>(628.70)</b>
Exceptional Items	29	-	-
<b>PROFIT / (LOSS) BEFORE TAX</b>		<b>(881.15)</b>	<b>(628.70)</b>
<b>Tax Expenses:</b>			
Current tax		-	-
Deferred tax		-	(183.36)
Prior Period Tax - MAT Credit Entitlement written off		-	-
<b>TOTAL TAX EXPENSE / (INCOME)</b>		<b>-</b>	<b>(183.36)</b>
<b>PROFIT / (LOSS) FOR THE YEAR</b>		<b>(881.15)</b>	<b>(445.34)</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
(i) Items that will be reclassified subsequently to the statement of profit and loss		(2.17)	19.63
(ii) Income tax on items that will be reclassified subsequently to the statement of profit and loss		-	-
(iii) Items that will not be reclassified subsequently to the statement of profit and loss		-	-
(iv) Income tax on items that will not be reclassified subsequently to the statement of profit and loss		-	-
<b>TOTAL OTHER COMPREHENSIVE INCOME / (LOSS)</b>		<b>(2.17)</b>	<b>19.63</b>
<b>TOTAL COMPREHENSIVE INCOME OF THE YEAR</b>		<b>(883.32)</b>	<b>(425.71)</b>
Earning per equity share:-Basic and Diluted		<b>(61.94)</b>	<b>(31.30)</b>
Weighted average number of equity shares (Face value ₹10 each)		<b>142260103</b>	<b>142260103</b>
<b>NOTES FORMING PART OF THE FINANCIAL STATEMENTS</b>	30 to 40		

As per our Report of even date

For and on behalf of the Board of Directors

For **Todarwal & Todarwal LLP**  
Chartered Accountants  
Firm Registration No 111009W/W100231

**Rajinder Miglani**  
Chairman  
(DIN: 00286788)

**Anuj R Miglani**  
Managing Director  
(DIN: 00287097)

**Sunil Todarwal**  
Partner  
(Membership No. 32512)  
Date : 7<sup>th</sup> April, 2018  
Place : Mumbai

**Gursharan Singh Sawhney**  
Director (Finance) & Group CFO  
(DIN: 02339467)

**R Agrawal**  
President & Company Secretary  
(FCS: 2174)



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

₹ in Crore

Particulars		For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit/(Loss) Before Tax	(881.15)	(628.70)
	Adjustments for Depreciation	258.12	285.31
	(Profit) / Loss on Sale of Assets	0.59	0.01
	Share Issue Expenses W/off	0.25	0.52
	Interest & Fianacial Charges	646.92	608.47
	Operating Profit Before Working Capital Changes	<b>24.73</b>	265.61
	Adjustments for :		
	(Increase)/Decrease in Trade and other Receivables	1044.28	210.98
	(Increase)/Decrease in Inventories	464.48	46.30
	Increase/(Decrease) in Trade Payables and Other Liabilities	(1321.35)	(156.77)
	Increase /(Decrease) in other Fianacial Liabilities	-	(19.36)
	<b>Cash Generated from Operations</b>	<b>212.13</b>	346.76
	Direct Taxes Paid (Net of Refunds)	1.85	(0.69)
	<b>Cash Flow from Operating Activities</b>	<b>213.98</b>	346.07
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>		
	Purchase of Property, Plant & Equipment	(1.51)	(37.44)
	Sale of Property, Plant & Equipment	1.72	0.03
	Purchase of Investments / Investments in Subsidiaries	-	-
	Sale of Investments	-	3.05
	<b>Net Cash Used in Investing Activities</b>	<b>0.21</b>	(34.35)
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>		
	Proceeds from Long Term Borrowings	-	-
	Repayment of Long Term Borrowings	(19.55)	(20.18)
	Interest & Fianacial Charges Paid	(197.08)	(332.01)
	Gain / (Loss) on Forward Contracts/ Foreign Exchange	(9.05)	17.73
	Proceeds ( Repayments ) of deferred Sales Tax Loan /ICD/Unsecured Loan	(0.22)	(0.20)
	<b>Net Cash Generated from Financing Activities</b>	<b>(225.90)</b>	(334.65)
	<b>Net Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(11.71)</b>	(22.93)
	Cash & Cash Equivalents (Opening)	15.44	38.37
	Cash & Cash Equivalents (Closing)	3.74	15.44

**Notes :**

- Cash Flow Statement has been prepared following the indirect method except in case of interest paid / received, dividend paid / received, purchase and sale of Investments which have been considered on the basis of actual movements of cash with necessary adjustments in the corresponding assets and liabilities.
- Purchase of Fixed Assets includes movement of Capital Work in Progress between the begining and end of the year and net of Creditors for Capital Expenditure.
- Cash and Cash Equivalents represent Cash& Bank balances and bank deposits only.

As per our Report of even date

For and on behalf of the Board of Directors

**For Tadarwal & Tadarwal LLP**  
Chartered Accountants  
Firm Registration No 111009W/W100231

**Rajinder Miglani**  
Chairman  
(DIN: 00286788)

**Anuj R Miglani**  
Managing Director  
(DIN: 00287097)

**Sunil Tadarwal**  
Partner  
(Membership No. 32512)  
Date : 7<sup>th</sup> April, 2018  
Place : Mumbai

**Gursharan Singh Sawhney**  
Director (Finance) & Group CFO  
(DIN: 02339467)

**R Agrawal**  
President & Company Secretary  
(FCS: 2174)



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**STATEMENT OF CHANGES IN OTHER EQUITY FOR THE PERIOD ENDED 31<sup>ST</sup> MARCH, 2018**

	Capital Reserve	Capital Redemption Reserve	Securities Premium	Capital Incentive from Govt of Maharashtra	Revaluation Reserves	Retained Earning	Other Comprehensive Income	Total
Balance as at 1 <sup>st</sup> April 2017	0.12	5.37	309.16	83.25	614.53	(442.00)	19.63	590.07
Profit for the Year	-	-	-	-	-	(881.15)	-	(881.15)
Defered Tax	-	-	-	-	-	-	-	-
Acturial Valuations	-	-	-	-	-	-	(2.17)	(2.17)
<b>Total Comprehensive Income</b>	-	-	-	-	-	<b>(881.15)</b>	<b>(2.17)</b>	<b>(883.31)</b>
<b>Balance as at 31<sup>st</sup> March 2018</b>	<b>0.12</b>	<b>5.37</b>	<b>309.16</b>	<b>83.25</b>	<b>614.53</b>	<b>(1,323.15)</b>	<b>17.46</b>	<b>(293.24)</b>

As per our Report of even date

For **Todarwal & Todarwal LLP**  
Chartered Accountants  
Firm Registration No 111009W/W100231

**Sunil Todarwal**  
Partner  
(Membership No. 32512)

Date : 7<sup>th</sup> April, 2018  
Place : Mumbai

For and on behalf of the Board of Directors

**Rajinder Miglani**  
Chairman  
(DIN: 00286788)

**Gursharan Singh Sawhney**  
Director (Finance) & Group CFO  
(DIN: 02339467)

**Anuj R Miglani**  
Managing Director  
(DIN: 00287097)

**R Agrawal**  
President & Company Secretary  
(FCS: 2174)

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS:****CORPORATE INFORMATION**

The company is promoted by Miglani Family since the year 1985, and ArcelorMittal has joined as Co-Promoter in the year 2009-10. They have sold their entire shareholding (inter-se transfer between the Promoters) to other Promoter Group Company w.e.f. 7<sup>th</sup> February, 2018. This has resulted in termination of Co-Promotion Agreement. In respect of the same, the Company has received requisite approvals from NSE and BSE on 21.03.2018 and 23.03.2018 respectively.

The Company is in the business of manufacturing of intermediate steel products i.e Cold Rolled Steel (CR) and Galvanised Products comprising of Galvanised Plain (GP), Galvanised Corrugated (GC) and Colour Coated Products (CCP) Coils and Sheets; situated at Khopoli, Mumbai, Western part of India. The Company is in the business of procuring Hot Rolled Steel (HR) and processing it in to CR and further in to GP and PPGI. Its current facilities are mainly in thicker and thinner guage material. The CR not used for galvanizing is converted to value added grades in Cold Rolled Closed Annealed (CRCA) coils, Cut to Length (CTL) Sheets and also sold as Full Hard CR in Domestic and Overseas markets. The market segments for value added grades include Appliance, General Engineering, Automotive, Construction, Packaging, Sandwich Panels and Others.

The Registered office of the company is situated at Uttam House, 69 P D'Mello Road, Carnac Bunder, Mumbai.

**A. SIGNIFICANT ACCOUNTING POLICIES****1.01 (a) Statement of Compliance**

These financial statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013.

**(b) Basis of Preparation:**

The financial statements are prepared under the historical cost convention, except for certain financial instruments, and Land, which are measured at fair values at the end of reporting period, as explained in accounting policies below. Historical cost is generally based on fair value of the consideration given in exchange for goods and services. Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

**(c) Use of estimates and judgements:**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities.

**Impairment of investments.**

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

**Useful lives of property, plant and equipment.**

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.





**(d) Revenue Recognition:**

The Company recognises revenue in accordance with Ind-AS 18. Revenue is recognised when a customer obtains control of goods or services and thus has the ability to direct the use and obtained the benefits of the goods or services. Any advance received against supply of goods and services is recognised under the head current liabilities, sub head trade and other payables.

**(e) Cost recognition**

Costs and expenses are recognised when incurred and have been classified according to their nature.

The costs of the Company are broadly categorised in to material consumption, cost of trading goods, employee benefit expenses, depreciation and amortisation, other operating expenses and finance cost. Employee benefit expenses include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Other operating expenses broadly comprise manufacturing expenses, administrative expenses and selling and distribution expenses.

**1.02 Foreign Currency Loans / Transactions:**

**(a) Import Transactions:**

(i) Material imports are accounted in the entities functional currency at the custom exchange rates prevailing at the time of receipts. In case foreign exchange is hedged, the exchange rate contracted is recognised as a part of purchase cost. Exchange Fluctuations, if any, at the time of retirement of the contract, are appropriately accounted as a part of material (consumption) cost. Similarly all related monetary liabilities at the year-end are re-instated at exchange rate prevailing at year end.

(ii) Import contracts covered by 'foreign exchange cover' with banks are booked at contracted rates. Income/ Expenditure incurred in cancellation of forward cover contracts, mainly due to variation in the bank involved/ date of execution are treated as part of purchase cost.

**(b) Export Transactions:**

(i) Export transactions are accounted in the entities functional currency at the custom exchange rates prevailing at the time of shipments. Exchange fluctuations, if any, at the time of realisation are appropriately accounted in the statement of profit and loss.

(ii) Exports, contracts covered by foreign exchange cover with banks, are booked at contracted rates. Income/ expenditure incurred in case of cancellation of forward cover contracts, mainly due to variation in bank involved/ date of execution are treated as export realization, and forms part of revenue from operations.

(iii) In case receipt of Export Advances, exchange rates prevailing on date of receipts of advances is treated as relevant exchange rate for exports.

**(c)** (i) Foreign Currency Term Loan Contracts, covered by Foreign Exchange Swaps are booked at contracted rates.

(ii) Other Foreign Currency Term Loans balances are accounted at Exchange Rate prevailing at the year end.

(iii) The company does not enter into derivative contracts for trading or speculative purposes.

**(d)** Such gain / loss in transactions referred in para (c) above, and other foreign currency contracts and/ or derivative contracts and relevant exchange gain/ loss thereto, are considered as finance cost.

**1.03 Borrowing costs:**

Borrowing costs attributable to the acquisition or construction of qualifying assets as defined in Ind-AS 23, "Borrowing Costs" are capitalized as part of the cost of such asset up to the date when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete. Any related foreign currency fluctuations on account of qualifying asset under construction is capitalized and added to the cost of asset concerned. Other borrowing costs are expensed as incurred.

**1.04 The Treatment of Expenditure during Construction Period:**

(a) Expenditure directly related to particular fixed assets is capitalized to those fixed assets. All indirect expenses are apportioned to various fixed assets on a reasonable basis. This is done once the construction and erection work is completed, pending which the accumulated amount is disclosed as Capital Work-in-progress Pending capitalization under fixed asset.

**1.05 Property, plant and equipment:**

(a) Property, plant and equipment, other than land, are carried at cost less accumulated depreciation and impairment loss, if any in accordance with Ind-AS 16. Land is valued at fair market price, based on the valuation carried out by an independent valuer, at end of the reporting period. Valuations are performed with sufficient frequency to ensure that the carrying amount does not differ materially from its fair value.

(b) Cost excludes Cenvat credit, sales tax and service tax credit and such other levies/ taxes. Depreciation on assets is claimed on such 'reduced' cost.

(c) All items of repairs and maintenance are recognised in the statement of profit and loss, except those meet the recognition principle as defined in Ind-AS 16.

(d) Depreciation on fixed assets has been provided on straight line method based on the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

(e) Depreciation on assets acquired during the year has been provided on pro-rata basis; from the date on which it is 'Available for Intended Use'.

(f) Any revaluation of an asset is recognised in other comprehensive income and shown as revaluation reserves in other equity

**1.06 Fair value measurement:**

The Company measures land at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses valuation techniques that are appropriate in circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant absorbable inputs and minimizing the use of un-absorbable inputs. External valuers are adopted for valuing land. The selection criteria for these valuers include market knowledge, reputation, independence and whether professional standards are maintained.

**1.07 Intangible Assets:**

(a) Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment loss, if any.

(b) Intangible assets with finite life are amortised over the useful economic life, and assessed for impairment whenever there is an indication that assets are impaired. Intangible assets with indefinite useful life are not amortised, but are tested for impairment annually.

**1.08 Impairment of Assets:**

Property plant and equipment are reviewed for impairment whenever events or changes in circumstances warrant that the carrying amount of an asset may not be recoverable. Recoverable amount of assets to be held and used is the higher of fair value less cost of disposal or value in use as envisaged in Ind-AS 36. If such assets are considered to be impaired, the impairment to be recognised is measured by the amount by which the carrying amount of the asset exceeds the recoverable value of the asset. Impairment loss is recognised in the statement of profit and loss except for properties previously revalued with revaluation taken to other comprehensive income. For such properties impairment loss is recognised in other comprehensive income up to the amount of any previous revaluation.

**1.09 Interest in Subsidiaries, Joint ventures and Associates:**

Interest in subsidiaries, joint ventures and associates are recognised at cost. The company provides for any permanent diminution, if any, in value of such interests. Exchange Gain/ (Loss) on interest in subsidiaries, joint ventures and associates in Foreign Currency is not provided at the year end.



#### 1.10 Inventories:

(a) Inventories are valued as under after providing for obsolescence:

- (i) Raw Materials - At Cost (Moving Weighted Average Method)
- (ii) Work-in-Process - At Material Cost *plus* labour and other appropriate portion of production and administrative overheads and depreciation.
- (iii) Finished Goods - At lower of cost *or* net realisable value. Cost is inclusive of any taxes and duties incurred.
- (iv) Stores Spares etc. - At Cost
- (v) Arisings - At realisable value
- (vi) Stock In Trade Land- At Fair market value

(b) (i) Raw-materials include stock-in-transit and goods lying in Bonded Warehouses.

(ii) Finished goods include stock-in-transit at Docks awaiting Shipment and stocks with consignees.

(iii) Inventory includes goods lying with third party/ job workers/ consignees.

#### 1.11 Taxation:

##### (a) Current Tax:

Current income tax Assets or Liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to determine the amount are in accordance with the provisions of Income Tax Act 1961.

##### (b) Deferred Tax:

Deferred tax liabilities are recognised for all taxable temporary differences in accordance with Ind-AS 12. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits any unused tax losses. Deferred tax assets are recognised to the extent it is probable that taxable profit will be available, against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax asset is reviewed at each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rate that are expected to apply in the year when the assets are realized or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in statement of total comprehensive income or directly in equity.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

#### 1.12 Earning per Share:

The Company reports basic and diluted earning per share in accordance with Ind-AS 33, 'Earning per Share' issued by the Institute of Chartered Accountants of India (ICAI). Basic earning per share is computed by dividing the net profit after tax but before other comprehensive income by the weighted average number of shares outstanding during the year.

#### 1.13 Accounting for Provisions, Contingent liabilities and Contingent Assets

(a) In conformity with Ind-AS 37, 'Provisions, Contingent Liabilities and Contingent Assets', issued by the ICAI. The Company recognizes provisions only when it has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the



obligation, and when a reliable estimate of the amount of the obligation can be made. When the Group expect some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

**(b)** No provision is recognised for:

(i) Any possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; *or*

(ii) Any present obligation that arises from past events but is not recognised because:

(1) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; *or*

(2) A reliable estimate of the amount of obligation cannot be made.

**(c)** All those obligations for which provisions are not required to be recognised in accordance with Ind-AS 37 are recorded as contingent liabilities. These are assessed at regular intervals and only that part of the obligation for which an outflow of resources embodying economic benefits is probable, is provided for, except in the extremely rare circumstances where no reliable estimate can be made.

In the normal course the company faces claims and assertion by various Parties. The company assesses such claims and assertions and monitors the legal environment on ongoing basis with assistance of legal counsel, wherever necessary.

**(d)** Contingent Assets are not recognised in the financial statements unless it has become virtually certain that an inflow of economic benefit will arise.

#### **1.14 Export entitlements/ obligations:**

**(a)** Duty free import of raw materials under Advance Authorisation (DEEC) for imports as per import and export policy are matched with exports made/ produced. Benefit/ Obligation are accounted by making suitable adjustments in raw material consumption.

**(b)** Export incentives receivable on export performance are recognised on accrual basis, with reference to certainty of collectability of such export incentives.

**1.15** Deferred sales tax incentive available to the Company under Maharashtra Value Added Tax (MVAT) is recognised as long term liability.

#### **1.16 Employee Benefits:**

##### **(a) Short Term Employee Benefits**

All employee benefits payable / available within 12 months of rendering the services are classified as short term employee benefits. Benefits such as salaries, wages, bonus etc, are recognised in the P&L account in the period in which the employee renders the related services.

##### **(b) Long Term Employee Benefits**

Post-employment and other long term employee benefits are recognised as an expense in the Profit and Loss Account for the year in which the employee has rendered services. The present value of these defined benefit obligations are ascertained by an independent actuarial valuation as per the requirement of Ind-AS 19- Employee Benefits. Actuarial gains and losses in respect of post-employment and other long term benefits are charged to Statement of Profit and Loss.

**1.17** Inter Unit transactions are eliminated to the extent possible.



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**B. NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2018**

**Note : 1 Property, Plant and Equipment**

₹ in Crore

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	COST 14.2017	ADDITIONS	DEDUCTION	COST 31.03.2018	UP TO 14.2017	YEAR ENDED 31.03.2018	DEDUCTION ADJUSTMENT	TOTAL DEPRECIATION	AS AT 31.03.2018	AS AT 31.03.2017
Land	1067.12	-	-	1067.12	0.00	0.00	-	-	1067.12	1067.12
Building & Site Development	854.68	-	-	854.68	231.54	31.24	-	262.78	591.90	623.14
Flats & Office Premises	4.93	-	-	4.93	0.61	0.08	-	0.68	4.25	4.33
Plant and Machinery	5316.30	-	-	5316.30	1626.62	216.21	-	1842.82	3473.47	3689.68
Furniture & Fixture	38.16	-	-	38.16	22.13	3.30	-	25.43	12.73	16.03
Office Equipments	4.25	-	-	4.25	3.80	0.13	-	3.93	0.32	0.45
Computers	13.93	0.01	-	13.95	12.19	0.54	-	12.73	1.22	1.74
Vehicles	10.21	-	8.32	1.89	6.20	1.19	6.01	1.38	0.51	4.02
Housing Complex	40.70	-	-	40.70	4.70	0.65	-	5.36	35.35	36.00
<b>Total - Property, Plant and Equipment</b>	<b>7350.29</b>	<b>0.01</b>	<b>8.32</b>	<b>7341.98</b>	<b>1907.77</b>	<b>253.35</b>	<b>6.01</b>	<b>2155.11</b>	<b>5186.86</b>	<b>5442.51</b>

**Note: 2 Intangible Assets**

₹ in Crore

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	COST 14.2017	ADDITIONS	DEDUCTION	COST 31.03.2018	UP TO 14.2017	YEAR ENDED 31.03.2018	DEDUCTION ADJUSTMENT	TOTAL DEPRECIATION	AS AT 31.03.2018	AS AT 31.03.2017
Computer Software	23.90	-	-	23.90	14.11	4.77	-	18.88	5.02	9.79
<b>Total - Intangible Assets</b>	<b>23.90</b>	<b>-</b>	<b>-</b>	<b>23.90</b>	<b>14.11</b>	<b>4.77</b>	<b>-</b>	<b>18.88</b>	<b>5.02</b>	<b>9.79</b>

**Note 3 Capital Work-in-Progress**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Land & Building & Site Development	79.00	77.99
Plant & Machinery	60.46	60.41
Consultancy fees	4.23	4.06
Other Fixed Assets	-	-
Pre-operative Expences	11.87	11.59
<b>Total Capital Work-in-Progress</b>	<b>155.56</b>	<b>154.06</b>

**Note 4 (i) Non Current Investments**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Investments (At cost):</b>		
<b>A) Investments in Equity Shares</b>		
<b>(I) In Equity Shares of Subsidiary Companies Unquoted, Fully Paid Up</b>		
a) 5,000 Equity Shares of \$ 10 each of Atlantis International Services Company Limited	0.30	0.30
b) 120,000 Equity Shares of UAE Dirham 100 each of Uttam Galva Holdings Ltd	21.95	21.95



c)	18,000 Equity Shares of Euro one each of Uttam Galva Steels Netherlands B.V	0.15	0.15
d)	50,000 Equity Shares of USD 40 each of Uttam Galva Steels (BVI) Ltd	12.02	12.02
e)	1 Equity Shares of USD 50,000 of Neelraj International Trade Ltd	0.30	0.30
f)	50,000 Equity Shares of USD 60 each of Uttam Exports BVI Limited	18.29	18.29
g)	200,000 Equity Shares of USD 40 each of Uttam Galva North America INC.	50.87	50.87
		<b>103.88</b>	103.88
<b>(II)</b>	<b>In Equity Shares of Associate Companies Unquoted, Fully Paid Up</b>		
a)	9,994 Equity Shares of ₹ 10 each of Uttam Utkal Steels Limited	0.01	0.01
		<b>0.01</b>	0.01
<b>(III)</b>	<b>In Equity Shares of Joint Venture Companies Unquoted, Fully Paid Up</b>		
a)	30,20,000 Equity Shares of ₹ 10 each of Texturing Technology Private Limited	3.02	3.02
b)	1,99,465 Equity Shares of ₹ 10/Each of Moira Madhujore Coal Limited (Out of this, 1,35,284 equity shares are purchased at a premium of ₹90/Share & 35,527 Equity Share @ ₹10 Each at a Premium of ₹75/Share)	1.68	1.68
		<b>4.70</b>	4.70
<b>(IV)</b>	<b>Equity Shares of Other Companies Unquoted, Fully Paid Up</b>		
	40,000 Equity Shares of ₹ 25 each of Punjab & Maharashtra Co-op Bank Limited	0.10	0.10
	515,000, Equity Shares of ₹10 each in Ansal Hi-Tech Township Ltd.	0.52	0.52
		<b>0.62</b>	0.62
	<b>Total Investment in Equity Shares</b>	<b>109.21</b>	109.21
	<b>Less: Provision for Diminution of value of Investments</b>	<b>(34.38)</b>	(34.38)
	<b>Total Net Non Current Investments</b>	<b>74.83</b>	74.83

**Note 4(ii) Non Current Trade Receivables**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Unsecured Trade Receivables	417.50	-
Less: Provision for Bad and Doubtful Debts	(37.47)	-
<b>Total - Net Non Current Trade Receivables</b>	<b>380.03</b>	-

**Note 4(iii) Loans**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Loans and advances to employees	0.45	0.56
Loans & Advances to Other Parties	-	55.04
<b>Total Loans</b>	<b>0.45</b>	55.60

**Note 4(iv) Other Financial Assets**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Advances to Other Related parties	1071.03	1201.75
Advances to Other Parties	28.82	29.04
<b>Total</b>	<b>1099.85</b>	1230.79
Less: Provison for Diminution in Value of Advances	(61.98)	(61.98)
<b>Total Other Financial Assets</b>	<b>1037.87</b>	1168.80



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**Note 5 Income Tax Asset (net)**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Advance Income Tax of Prior Years (net)	9.01	10.86
<b>Total Income Tax Asset (net)</b>	<b>9.01</b>	<b>10.86</b>

**Note 6 Deferred Tax Assets**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Deferred Tax Assets	853.55	853.55
<b>Total Deferred Tax Assets</b>	<b>853.55</b>	<b>853.55</b>

**Note 7 Other Non Current Assets**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Deposits Flats & Others	1.37	19.66
Advances to Capital Goods Suppliers	21.17	51.81
<b>Total Other Non Current Assets</b>	<b>22.54</b>	<b>71.47</b>

**Note 8 Inventories**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Raw Materials	2.55	133.66
Goods-in-Transit (Raw Materials)	-	120.48
Work-in-Progress	1.42	79.90
Finished Goods	0.02	130.48
Stock-in-trade - Traded Goods	-	0.36
Stores and Spares	42.17	42.06
Arising	0.05	3.74
Land	347.36	347.36
<b>Total Inventories</b>	<b>393.57</b>	<b>858.05</b>

**Note 9 Trade Receivables**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Unsecured Trade Receivables	31.88	1315.79
Less: Provision for Bad and Doubtful Debts	(1.46)	(129.06)
<b>Total Trade Receivables</b>	<b>30.42</b>	<b>1186.74</b>

**Note 9(ii) Cash and Cash Equivalents**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Cash and Cash Equivalents :		
Cash in hand	0.05	0.02
Balances with banks In Current Accounts	3.19	5.17
<b>Total Cash and Cash Equivalents</b>	<b>3.24</b>	<b>5.19</b>



**Note 9(iii) Other Balances with Banks**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Other Bank Balances		
Balances held as Margin money or security against Borrowings, Guarantees and other Commitments	0.50	10.25
<b>Total Other Balances with Banks</b>	<b>0.50</b>	<b>10.25</b>

**Note 9(iv) Other Financial Assets**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Interest Receivable	0.65	0.73
<b>Total Other Financial Assets</b>	<b>0.65</b>	<b>0.73</b>

**Note 10 Other Current Assets**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Security Deposits	-	-
Advance to Related Parties	-	-
Advance to Others		
(i) Advance to Suppliers	4.69	11.22
(ii) Prepaid Expenses	1.03	7.84
(iii) Indirect Tax Recoverable		
a) CENVAT Credit Receivable	7.39	55.95
b) VAT Refund Receivable	21.00	28.12
c) Mega Incentive Receivable	94.63	56.51
d) Service Tax Credit Receivable	0.29	9.78
e) GST Input Tax Credit Receivable	17.27	-
(iv) Export Incentives / Import Entitlements Receivable / (Obligation)	21.51	33.58
(v) Other Short term Deposits / Advances	1.23	2.42
(vi) Un-billed Jobwork Conversion Costs	3.47	-
<b>Total Other Current Assets</b>	<b>172.51</b>	<b>205.42</b>

**Note 11 Equity Share Capital**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
(a) Authorised Share Capital 50,00,00,000 (50,00,00,000) Equity Shares of ₹10 Each	500	500
(b) (b) Issued, Subscribed and Paid up Share Capital 14,22,60,103 (14,22,60,103) Equity Shares of ₹ 10 each (Out of this 58,74,760 Equity Share have been Issued for consideration other than Cash and 2,18,57,924 Equity Share have been issued on Conversion of Global Depository Receipts )	142.26	142.26
<b>Total Issued, Subscribed and Paid up Equity Share Capital</b>	<b>142.26</b>	<b>142.26</b>

Reconciliation of No of Shares outstanding is set out below.	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Equity Shares at the beginning of the year	142260103	142260103
Add: Shares Issued during the year	-	-
<b>Equity Shares at the end of the year</b>	<b>142260103</b>	<b>142260103</b>





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**Details of Shareholder holding more than 5% Equity Shares:**

Name of Shareholder	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
	Number of shares held	% holding	Number of shares held	% holding
Equity Shares with Voting Rights	-	-	-	-
Kredence Multi Trading Limited	14921063	10.49	14921063	10.49
Uttam Exports Private Limited	7324379	5.15	7324379	5.15
Eriska Investment Pvt Ltd	-	-	13988000	9.83
Arcelomittal Netherlands BV	-	-	41327931	29.05
Sainath Trading Company Pvt Limited	44651531	31.39	3323600	2.34
Albula Investment Fund Limited	-	-	12856750	9.04
Asia Investment Corporation ( Mauritius) Limited	8567125	6.02	8442125	5.93
Evergreen Tradeplace Private Limited	7885600	5.54	7885600	5.54

**Note 12 Other Equity**

₹ in Crore

Particulars		As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
(a)	Capital Reserve		
	As per Last Balance Sheet	0.12	0.12
(b)	Capital Redemption Reserve		
	As per Last Balance Sheet	5.37	5.37
(c)	Securities Premium Account		
	As per Last Balance Sheet	309.16	309.16
	Add : During the Year	-	-
	Closing Balance	<b>309.16</b>	309.16
(d)	Debenture Redemption Reserve		
	As per Last Balance Sheet	-	-
	Less :Transferred to Profit & Loss Reserve Account	-	-
	Add: Transferred from Profit & Loss Account	-	-
	Closing Balance	-	-
	Closing Balance	-	-
(e)	Capital Incentive From Government of Maharashtra		
	As per Last Balance Sheet	83.25	83.25
	Add : During the Year	-	-
	Closing Balance	<b>83.25</b>	83.25
(f)	Revaluation Reserve		
	As per Last Balance Sheet	614.53	614.53
	Addition during the year	-	-
	Closing Balance	<b>614.53</b>	614.53
(g)	Profit and Loss Account		
	As per Last Balance Sheet	(441.98)	3.35
	Add: Profit for the year	(881.14)	(445.34)
	Closing Balance	<b>(1,323.13)</b>	(441.98)
(h)	Other Comprehensive Income		
	As per Last Balance Sheet	19.63	-
	Add: Additions during the year	(2.17)	19.63
	Closing Balance	<b>17.46</b>	19.63
<b>Total Other Equity</b>		<b>(293.24)</b>	590.07



**Note 13(i) Long Term Borrowings**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Secured</b>		
Term Loan from Banks and Financial Institutions	174.30	1702.14
	<b>174.30</b>	1702.14
<b>Unsecured</b>		
Other loans ( SICOM & Deferral Sales Tax Loans)	63.66	63.88
<b>Total Long Term Borrowings</b>	<b>237.96</b>	1766.02

Details of terms of repayment for the Secured Long-Term Borrowings and security provided in respect thereof: ₹ in Crore

Term Loan from Banks	Terms of repayment	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Punjab National Bank, State Bank of India, Bank of Baroda & Exim Bank *	Repayable in 36 quarterly installments ending on Mar-2020	-	116.24
Vijaya Bank *	Repayable in 28 quarterly installments ending on Sept-2019	-	43.75
Syndicate Bank *	Repayable in 20 quarterly installments ending on March 2020	-	70.00
Oriental Bank of Commerce *	Repayable in 24 quarterly installments ending on March 2022	-	99.31
State Bank of India *	Repayable in 34 quarterly installments ending on March 2023	-	80.00
Vijaya Bank *	Repayable in 20 quarterly installments ending on December 2021	-	75.00
Indian Overseas Bank *	Repayable in 34 quarterly installments ending on June 2023	-	40.63
Phoenix ARC Pvt Ltd (Previously held by South Indian Bank)	Repayable in 20 quarterly installments ending on June 2022	63.94	85.00
FCTL: Exim Bank USD 0.00 Million, (Previous Year USD 9.00 Million) - Exim Bank has converted this Loan to RTL wef 15.12.2017, and Recalled the Loan. *	Repayable in 12 half yearly installments ending on July-2020	-	58.35
ECB Loan : State Bank of India, Indian Overseas Bank, Bank of Baroda, Punjab National Bank, Union Bank of India, Indian Bank, Canara Bank & ICICI Bank (USD 0 Million, Previous Year USD 131.43 Million)*	Repayable in 12 half yearly installments ending on July-2020	-	852.16
ECB Loan : Bank of India, State Bank of Mauritius Limited and AfrAsia Bank Limited. (USD 16.97 Million, Previous Year USD 28.02 Million)	Repayable in 12 half yearly installments ending on July-2020	110.36	181.71
<b>Total - Secured Long Term Loan From Banks</b>		<b>174.30</b>	1702.14

Term Loans, ECBs & FCTL from Banks and Financial Institutions are secured by mortgage and the lenders have first pari passu charge on all the present and future movable and immovable assets of the company but not limited to plant and machinery, machinery spares, tools and accessories in possession or not, stored, or to be brought in company's premises or lying at any other place of the company's representative affiliates and all the intangible assets of the company, except for Packing machine supplied by PESMEL, Finland.

\* Term Loans Recalled by the Banks

**Note 13(ii) Non Current Trade Payables**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Trade Payables	796.92	-
<b>Total Non Current Trade Payables</b>	<b>796.92</b>	-



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**Note 13(iii) Other Financial Liabilities**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Other Financial Liabilities	-	-
<b>Total Other Financial Liabilities</b>	<b>-</b>	<b>-</b>

**Note 14 Long Term Provisions**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Unfunded Gratuity Liability	6.49	3.95
Unfunded Leave Encashment Liability	5.94	5.77
<b>Total Long Term Provisions</b>	<b>12.43</b>	<b>9.71</b>

**Note 15 Deferred Tax Liability**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Deferred Income Tax Liabilities Related to Revaluation Fixed Assets	412.34	412.34
<b>Total Deferred Tax Liability</b>	<b>412.34</b>	<b>412.34</b>

**Note 16 Other Non Current Liabilities**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Advances from Customers Ageing > 365 Days - from Subsidiaries	123.30	-
- from Others	409.02	-
Creditors for Capital Goods	6.71	9.58
Other Long Term Liabilities	-	-
<b>Total Other Non Current Liabilities</b>	<b>539.03</b>	<b>9.58</b>

**Note 17(i) Short Term Borrowings**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Secured Working Capital Loans from Banks</b>		
Overdue Fund based Working Capital Loans	350.87	308.20
Overdue Non Fund based Working Capital Loans	2752.15	2599.89
<b>Total - Short Term Borrowings</b>	<b>3103.02</b>	<b>2908.09</b>

Details of Bank wise Overdue Working Capital Limits

₹ in Crore

Name Of Lender	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
	Fund Based	Non Fund based	Fund Based	Non Fund based
State Bank of India	141.51	925.90	114.01	946.18
Canara Bank	65.40	739.30	73.02	639.30
ICICI Bank Ltd	10.56	26.88	4.79	26.88
Indian Overseas Bank	13.00	126.30	13.52	110.69
Union Bank of India	11.48	208.91	6.57	225.80
Punjab National Bank	46.28	363.68	44.00	320.09
Bank of Baroda	46.94	95.73	36.54	95.73
IDBI Bank Ltd	15.69	265.45	15.73	235.22
<b>Total</b>	<b>350.88</b>	<b>2752.15</b>	<b>308.20</b>	<b>2599.89</b>

Note: The above listed Working Capital Loans has been Recalled by the Banks.



**Note 17(ii) Trade and Other Payables**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Trade Payables:		
Micro, Small and Medium Enterprises	1.05	1.30
Acceptances	-	51.14
Other than Acceptances	45.45	2007.95
Subsidiary Companies	-	-
<b>Total Trade Payables</b>	<b>46.50</b>	<b>2060.38</b>

**Note 17(iii) Other Financial Liabilities**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Current Maturities of Long Term Borrowings		
Rupee Term Loans - Recalled by the Banks	966.65	-
Rupee Term Loans - Overdue Principal Instalments	15.00	188.65
Rupee Term Loans - Instalments falling due in next 12 Months	20.00	191.18
ECBs & FCTLs - Recalled by the Banks	1286.91	-
ECBs & FCTLs - Overdue Principal Instalments	100.03	201.17
ECBs & FCTLs - Instalments falling due in next 12 Months	68.78	363.10
Interest Accrued & due on Term Loans	440.67	211.43
Interest Accrued but not due on Term Loans	25.09	22.70
Interest due but not paid on Other Borrowings	340.18	130.77
<b>Total Other Financial Liabilities</b>	<b>3263.31</b>	<b>1309.00</b>

**Details of Current Maturities, Overdue Principal & Interest**

Lender Name & Loan Reference	As at 31 <sup>st</sup> March, 2018				As at 31 <sup>st</sup> March, 2017			
	Current Maturities	Over Due Principal	Loans Recalled by Banks	Int. Accrd & Due	Current Maturities	Over Due Principal	Loans Recalled by Banks	Int. Accrd & Due
<b>(A) Rupee Term loan</b>								
Phoenix ARC / (South Indian Bank)	20.00	15.00	-	28.32	15.00	-	-	14.23
Punjab National Bank 400 Crs	-	-	99.65	24.76	18.68	23.36	-	12.45
Bank of Baroda 50 Crs	-	-	32.50	7.35	7.50	7.50	-	3.49
Vijaya Bank 150 Crs	-	-	93.75	28.79	25.00	25.00	-	13.79
Syndicate Bank 175 Crs	-	-	148.75	44.81	35.00	43.75	-	21.55
Vijaya Bank 100 Crs	-	-	100.00	27.97	20.00	5.00	-	13.57
Oriental Bank of Commerce 150 Crs	-	-	149.34	39.05	25.00	25.00	-	18.83
Indian Overseas Bank-Corporate Loan	-	-	45.63	12.70	2.50	2.50	-	5.80
State Bank of India 200 Crs	-	-	83.65	17.16	30.00	30.00	-	8.78
State Bank of India -Corporate Loan 100 Crs	-	-	90.00	18.86	5.00	5.00	-	9.65
Exim Bank 50 Crs	-	-	34.38	8.96	7.50	9.38	-	4.31
Exim Bank -89 Crs(FCTL-15 Mio)	-	-	89.01	13.02	19.45	12.16	-	4.88
<b>Total Rupee Term loan (A)</b>	<b>20.00</b>	<b>15.00</b>	<b>966.65</b>	<b>271.75</b>	<b>210.63</b>	<b>188.65</b>	<b>-</b>	<b>131.32</b>



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Lender Name & Loan Reference	As at 31 <sup>st</sup> March, 2018				As at 31 <sup>st</sup> March, 2017			
	Current Maturities	Over Due Principal	Loans Recalled by Banks	Int. Accrd & Due	Current Maturities	Over Due Principal	Loans Recalled by Banks	Int. Accrd & Due
<b>(B) Foreign Currency Loans</b>								
State Bank of Mauritius ECB US\$ 10 Mios	14.63	21.04	-	6.69	12.97	8.01	-	3.31
Afr Asia Bank Limited ECB US\$ 7 Mios	10.24	15.87	-	4.68	9.08	6.74	-	2.32
Bank Of India ECB US\$ 30 Mios	43.90	63.12	-	20.98	38.90	24.02	-	10.40
Bank of Baroda ECB US\$ 15 Mios	-	-	89.10	10.04	19.45	12.01	-	4.97
Punjab National Bank ECB US\$ 25 Mios	-	-	148.50	17.48	32.42	20.02	-	8.67
Union Bank of India ECB US\$ 25 Mios	-	-	148.50	16.73	32.42	20.02	-	8.28
Indian Bank ECB US\$ 20 Mios	-	-	118.80	13.99	25.94	16.01	-	6.93
Canara Bank ECB US\$ 30 Mios	-	-	178.20	20.08	38.90	24.02	-	9.94
Indian Overseas Bank ECB US\$ 25 Mios	-	-	148.50	16.73	32.42	20.02	-	8.28
State Bank of India FCL US\$ 50 Mios	-	-	288.98	22.77	64.84	32.42	-	7.72
ICICI Bank Limited ECB US\$ 28 Mios	-	-	166.32	18.74	36.31	17.88	-	9.28
<b>Total Foreign Currency Loans (B)</b>	<b>68.78</b>	<b>100.03</b>	<b>1,286.91</b>	<b>168.92</b>	<b>343.65</b>	<b>201.17</b>	<b>-</b>	<b>80.12</b>
<b>TOTAL (A+B)</b>	<b>88.78</b>	<b>115.03</b>	<b>2,253.56</b>	<b>440.67</b>	<b>554.28</b>	<b>389.82</b>	<b>-</b>	<b>211.44</b>

**Note 18 Provisions**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Unpaid Salaries and Wages	0.57	0.13
Provision for Bonus	1.18	1.18
Provision for Expenses	57.45	58.08
Provision for Freight	-	0.24
<b>Total Provisions</b>	<b>59.20</b>	<b>59.64</b>

**Note 19 Other Current Liabilities**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Statutory Remittances (Contributions to PF and ESIC, Withholding Taxes, TDS, Excise Duty, VAT, Service Tax, etc.)	3.75	9.35
Advances from Customers - from Subsidiaries	-	120.36
- from Others	1.99	706.37
Other payables	1.14	4.68
<b>Total Other Current Liabilities</b>	<b>6.88</b>	<b>840.77</b>

**Note 20 Revenue from Operations**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Sale of Products	2434.52	3646.67
Traded Goods	41.27	717.73
Other Operating Revenues	146.37	248.68
<b>Gross Revenue from Operations</b>	<b>2622.16</b>	<b>4613.08</b>
Less: Excise Duty *	(74.07)	(264.98)
<b>Total Revenue from Operations (Net)</b>	<b>2548.09</b>	<b>4348.10</b>



Sale of Products Comprises	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Manufactured Goods **</b>		
Galvanised Plain (GP)/ Galvanised Corrugated (GC)	1212.82	1913.22
Prepainted Galvanised Iron (PPGI)	462.50	678.82
Cold Rolled Closed Annealed (CRCA) & Others ***	759.20	1054.63
<b>Total - Sale of Manufactured Goods</b>	<b>2434.52</b>	<b>3646.67</b>
<b>Traded Goods</b>		
Sales Domestic Trading / Service Centre	41.27	532.67
Sales Domestic Trading - High Seas Sales	-	74.68
Sales-Deemed Exports	-	-
Sales Merchandise Exports	-	110.39
<b>Total - Sale of Traded Goods</b>	<b>41.27</b>	<b>717.73</b>
<b>Total - Sale of Products</b>	<b>2475.79</b>	<b>4364.40</b>
<b>Other Operating Revenues</b>		
Sale of Scrap/ Arising	82.27	128.21
Duty Drawback and Other Export Incentives( FMS and MEIS)	4.30	28.67
Conversion Charges on Contract Manufacturing	59.80	91.80
<b>Total Other Operating Revenues</b>	<b>146.37</b>	<b>248.68</b>

\* Does not include ₹ 3.25 Crores (Previous Year 50.24), Excise Duty paid against Job work despatches under Rule 10A..

\*\* Manufactured Sales includes Export Sales worth ₹ 187.30 Crores ( Previous Year ₹ 1310.92 Crores)

\*\*\* Includes Hot Rolled Picked & Oiled Products (HRPO), Tube Products and Re-Processed Arisings.

**Note 21 Other Income**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Interest Income - Operational	1.42	9.52
- Non-Operational	-	-
Other Non-Operating Income	67.76	54.73
<b>Total Other Income</b>	<b>69.18</b>	<b>64.25</b>

**Note 22 Cost of Materials Consumed**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Opening Stock	238.08	263.13
Add: Purchases	1648.33	2786.32
	<b>1886.41</b>	3049.45
Less: Closing Stock	(1.96)	(238.08)
<b>Total Cost of Material Consumed</b>	<b>1884.45</b>	<b>2811.37</b>



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<b>Cost of Materials Consumed</b>		
Hot Rolled Coil	1502.64	2065.33
Cold Rolled Full Hard	150.66	317.21
Zinc & Metal	194.77	366.26
Paint	36.38	62.57
<b>Total Cost of Material Consumed</b>	<b>1884.45</b>	<b>2811.37</b>

**Note 23 Purchase of Traded Goods**

₹ in Crore

<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2018</b>	<b>As at 31<sup>st</sup> March, 2017</b>
<b>Purchase of Trade goods</b>		
Trading Purchases Hot Rolled Coil - Domestic	15.37	75.81
Trading Purchases Others - Domestic	25.76	408.94
Trading Purchases - Imports	-	184.87
<b>Total Purchase of Traded Goods</b>	<b>41.13</b>	<b>669.62</b>

**Note 24 Changes in Inventories of Finished Goods, Work-in-Progress , Traded Goods**

₹ in Crore

<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2018</b>	<b>As at 31<sup>st</sup> March, 2017</b>
Inventories at the end of the year:		
Finished Goods at Plant	0.02	91.07
Finished Goods at Port	-	39.41
Arisings	0.05	3.74
Work-in-Process	1.41	79.90
Traded Goods	-	0.36
	<b>1.48</b>	<b>214.48</b>
Inventories at the beginning of the year:		
Finished Goods at Plant	91.07	108.24
Finished Goods at Port	39.41	0.86
Arisings	3.74	7.57
Work-in-Process	79.90	65.11
Traded Goods	0.36	48.55
	<b>214.48</b>	<b>230.32</b>
<b>Net (Increase) / Decrease in Inventories</b>	<b>213.00</b>	<b>15.84</b>

**Note 25 Employee benefits expense**

₹ in Crore

<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2018</b>	<b>As at 31<sup>st</sup> March, 2017</b>
Salaries and Wages	83.06	86.11
Contributions to Provident and other Funds	4.37	2.90
Staff Welfare Expenses	4.36	5.13
<b>Total Employee Benefit Expenses</b>	<b>91.79</b>	<b>94.14</b>



Liability for employee benefits has been determined by an actuary, appointed for the purpose in conformity with the principles set out in the Ind-AS 19, the details of which are as follows:

Amount to be recognised in Balance Sheet	₹ in Crore	₹ in Crore
<b>Gratuity</b>		
Defined Benefit Obligations	21.25	18.77
Present Value of Unfunded Obligations	6.11	3.95
Fair Value of Plan Assets (managed by insurer)	15.14	14.82
<b>Net Liability</b>	<b>6.11</b>	<b>3.95</b>
Amounts in Balance Sheet		
Liability	21.25	18.77
Assets	15.14	14.82
<b>Net Liability</b>	<b>6.11</b>	<b>3.95</b>
<b>Expenses to be recognised in the Statement of P&amp;L</b>		
Current Service Cost	1.56	1.40
Interest on Defined Benefit Obligation	1.34	1.47
Expenses Levied by Insurance Company	0.20	0.16
Expected Return on Plan Assets	(1.10)	(1.07)
Re-measurement - Return on Assets	(0.40)	(0.10)
Net Actuarial Losses/(Gains) Recognised in Year	1.41	(1.30)
<b>Total, included in "Employee Benefit Expense"</b>	<b>3.01</b>	<b>0.56</b>
Actual Return on Plan Assets	1.10	1.07
<b>Reconciliation of Benefit Obligations &amp; Plan Assets For the Period</b>		
<b>Change in Defined Benefit Obligation</b>		
<b>Opening Defined Benefit Obligation</b>	<b>18.77</b>	<b>19.68</b>
Current Service Cost	1.56	1.40
Interest Cost	1.34	1.47
Actuarial Losses/ (Gains)	1.41	(1.30)
Benefits Paid/ Accrued but not paid	(1.83)	(2.47)
<b>Closing Defined Benefit Obligation</b>	<b>21.25</b>	<b>18.77</b>
<b>Change in Fair Value of Assets</b>		
<b>Opening in Fair Value of Plan Assets</b>	<b>14.82</b>	<b>13.53</b>
Expected Return on Plan Assets	1.10	1.07
Changes due to effect of any business combination	-	0.14
Contributions by Employer	1.45	2.80
Benefits Paid/ Accrued but not paid	(1.83)	(2.47)
Re-measurement - Return on Assets	(0.40)	(0.10)
Payments due to the Company	-	(0.14)
Expenses Levied by Insurance Company	-	(0.16)
Balance with the Bank	-	0.15
<b>Closing Fair Value of Plan Assets</b>	<b>15.14</b>	<b>14.82</b>
<b>Principal Actuarial Assumptions (Expressed as Weighted Averages)</b>		
Discount Rate (p.a.)	0.08	0.08
Expected Rate of Return on Assets (p.a.)	0.09	0.09
Salary Escalation Rate (p.a.)	0.07	0.07





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Amount to be recognised in Balance Sheet	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Leave Encashment</b>		
Present Value of Funded Obligations	-	-
Present Value of Unfunded Obligations	5.94	5.77
Fair Value of Plan Assets (managed by insurer)	-	-
<b>Net Liability</b>	<b>5.94</b>	<b>5.77</b>
Amounts in Balance Sheet		
Liability	5.94	5.77
Assets	-	-
<b>Net Liability</b>	<b>5.94</b>	<b>5.77</b>
<b>Expenses to be recognised in the Statement of Profit &amp; Loss</b>		
Current Service Cost	0.89	1.23
Interest on Defined Benefit Obligation	0.42	0.43
Expected Return on Plan Assets	Nil	Nil
Net Actuarial Losses/(Gains) Recognised in Year	(0.78)	(1.00)
<b>Total, included in "Employee Benefit Expense"</b>	<b>0.53</b>	<b>0.66</b>
Actual Return on Plan Assets		
<b>Principal Actuarial Assumptions (Expressed as Weighted Averages)</b>		
Discount Rate (p.a.)	0.08	0.08
Salary Escalation Rate (p.a.)	0.07	0.07

**Note 26 Other Expenses**

₹ in Crore

Particulars	For the Year Ended 31 <sup>st</sup> March, 2018	For the Year Ended 31 <sup>st</sup> March, 2017
<b>Manufacturing Expenses</b>		
Power Consumption	104.03	143.03
Coal Consumed	67.40	68.48
Power Captively Consumed	(89.52)	(128.53)
Power Captively Consumed - Steam	(6.99)	(8.68)
Consumption of Steam	6.99	8.68
Fuel Consumption	40.44	55.68
Water Charges	2.90	2.45
Stores & Spares Consumed	37.40	59.77
Repairs & Maintenance to Plant	21.16	24.00
Other Manufacturing Expenses	18.47	21.95
Conversion Cost on Unbilled Jobwork Stock	(3.47)	-
<b>Total Manufacturing Expenses</b>	<b>198.81</b>	<b>246.83</b>
<b>Selling and Distribution Expenses</b>		
International Freight	10.46	58.19
F.O.B. Expenses	7.56	19.33
Local Freight	32.91	26.23
Brokerage & Commission	1.22	2.75
Other Expenses	8.01	6.59
Packing Material Consumed	30.19	48.26
Provision for Bad & Doubtful Debts	-	77.09
<b>Total Selling and Distribution Expenses</b>	<b>90.35</b>	<b>238.44</b>



<b>Administrative Expenses</b>		
Insurance	6.07	7.82
Travelling & Conveyance	3.86	4.08
Rent, Rates & Taxes	7.70	5.28
Legal , Professional & Consultancy Charges	31.98	31.27
Repairs & Maintenance to Building	8.50	6.30
Repairs & Maintenance to others	3.08	3.14
Security charges	2.34	2.67
Other Expenses	5.95	7.37
Remuneration to CMD/DMD	2.01	1.96
Sundry Balance Written Off/(Written back)	1.34	0.39
Payment to Auditors - Audit Fees	0.18	0.18
-Tax Audit & Certifications	-	0.05
-Expenses Reimbursed	-	-
Loss on Sale of Fixed Assets	0.59	0.01
<b>Total Administrative Expenses</b>	<b>73.60</b>	<b>70.52</b>
<b>Total Other Expenses</b>	<b>362.76</b>	<b>555.78</b>

**Note 27 Finance Costs**

₹ in Crore

Particulars	For the Year Ended 31 <sup>st</sup> March, 2018	For the Year Ended 31 <sup>st</sup> March, 2017
<b>Interest Expense on:</b>		
(i) Borrowings - Long Term	235.17	220.11
(ii) Borrowings - Short Term	402.81	402.17
Other Borrowing Costs (Upfront Fees)	0.14	4.43
Loss on Sale of Investment	-	-
Net Loss on Foreign Currency Transactions and Translation	9.05	(17.73)
<b>Gross Interest and Financial Charges</b>	<b>647.17</b>	<b>608.99</b>
Interest & Financial Charges Charged to Capital Work In Progress	-	-
<b>Total Finance Costs</b>	<b>647.17</b>	<b>608.99</b>



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**Note 28 Depreciation & Amortisation as on 31<sup>st</sup> March 2018**

**A) Depreciation**

₹ in Crore

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	COST 14.2017	ADDITIONS	DEDUCTION	COST 31.03.2018	UP TO 14.2017	YEAR ENDED 31.03.2018	DEDUCTION ADJUSTMENT	TOTAL DEP- CIATION	AS AT 31.03.2018	AS AT 31.03.2017
<b>(I) TANGIBLE ASSETS</b>										
Land	1067.12	-	-	1067.12	-	-	-	-	1067.12	1067.12
Building & Site Development	854.68	-	-	854.68	231.54	31.24	-	262.78	591.90	623.14
Flats & Office Premises	4.93	-	-	4.93	0.61	0.08	-	0.68	4.25	4.33
Plant and Machinery	5316.30	-	-	5316.30	1626.62	216.21	-	1842.82	3473.47	3689.68
Furniture & Fixture	38.16	-	-	38.16	22.13	3.30	-	25.43	12.73	16.03
Office Equipments	4.25	-	-	4.25	3.80	0.13	-	3.93	0.32	0.45
Computers	13.93	0.01	-	13.94	12.19	0.54	-	12.73	1.21	1.74
Vehicles	10.21	-	8.32	1.89	6.20	1.19	6.01	1.38	0.51	4.02
Housing Complex	40.70	-	-	40.70	4.70	0.65	-	5.36	35.35	36.00
<b>TOTAL (A)</b>	<b>7350.29</b>	<b>0.01</b>	<b>8.33</b>	<b>7341.97</b>	<b>1907.77</b>	<b>253.35</b>	<b>6.01</b>	<b>2155.11</b>	<b>5186.86</b>	<b>5442.51</b>
<b>(II) INTANGIBLES ASSETS</b>										
Computer Software	23.90	-	-	23.90	14.11	4.77	-	18.88	5.02	9.79
<b>TOTAL (II)</b>	<b>23.90</b>	<b>-</b>	<b>-</b>	<b>23.90</b>	<b>14.11</b>	<b>4.77</b>	<b>-</b>	<b>18.88</b>	<b>5.02</b>	<b>9.79</b>
<b>TOTAL (I-II)</b>	<b>7374.19</b>	<b>0.01</b>	<b>8.33</b>	<b>7365.87</b>	<b>1921.88</b>	<b>258.12</b>	<b>6.01</b>	<b>2173.99</b>	<b>5191.88</b>	<b>5452.31</b>
PREVIOUS YEAR	7338.64	35.61	0.07	7374.19	1664.85	257.06	0.02	1921.88	5452.31	-

**B) Amortisation Expense**

₹ in Crore

Particulars	For the Year Ended 31 <sup>st</sup> March, 2018	For the Year Ended 31 <sup>st</sup> March, 2017
Amortisation of ECB issue expenses and Exchange Loss	-	28.26
<b>Total Amortisation Expenses</b>	<b>-</b>	<b>28.26</b>

**Note 29 Exceptional Item**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Exceptional Item	-	-
<b>Total Exceptional Item</b>	<b>-</b>	<b>-</b>

**30. Contingent Liabilities not provided for in respect of:**

₹ in Crore

Particulars	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017
(a) Letters of Credit outstanding	Nil	51.14
(b) Bank Guarantees	6.19	25.10
(c) Estimated amount of contracts remaining to be executed on capital account and not provided for	6.56	Nil
(d) Disputed Statutory Liabilities	16.64	16.99



The Company had given a corporate guarantee of ₹ 87.54 Crores (Previous Year ₹ 87.54 Crores) to Commissioner of Customs against export obligation of Uttam Galva Metallica Limited.

The Company had given a corporate guarantee of US\$ 22 Million (US\$ 22 Million) to Macquarie Bank Limited, against Working Capital Facility availed by Uttam Galva North America Inc, a wholly owned subsidiary.

The Company had given a corporate guarantee of US\$ 12.50 Million (US\$ 12.50 Million) to Brown Brothers Harriman & Co. (BBH) against Working Capital Facility availed by Uttam Galva North America Inc, a wholly owned subsidiary.

31. (a) The Income Tax Assessments are completed up to AY 2014-15.  
(b) The Sales Tax Assessments are completed up to 31<sup>st</sup> March, 2014.  
(c) The Company does not expect any liability on remaining assessments / appeals.
32. The company has recognised Industrial Promotion Subsidy (IPS) receivable from Government of Maharashtra in respect of Mega Project under Package Scheme of Incentive (PSI) 2007.  
During the Financial Year, the Company has treated incentive receivable under the said scheme to the tune of ₹ 63.30 Crores (Previous Year ₹ 51.29 Crores) as Other Income.
33. As per circular dated 13.06.2017 issued by RBI, our Company has been placed under the second list of defaulting Company as identified by RBI for reference to National Company Law Tribunal (NCLT) for working out the resolutions plan. The Company is operational, utilizing its Plant capacity to the optimum, and has been regular in payment of statutory dues and payments to employees. A long term resolution plan is already in process and the management is quite confident to reach at some workable resolution plan to resolve financial indebtedness with the lenders within the stipulated time limit and to continue its business as a going concern. Accordingly, these financial statements have been prepared on going concern basis.
34. **Taxation.**  
(a) The Company does not have any taxable income as per the provisions of the Income Tax Act, 1961, nor liable to MAT (Minimum Alternate Tax), hence no provision has been made.

35. **Earnings per Share (EPS)**

Earnings Per Share (EPS) Basic and Diluted	2017-18	2016-17
<b>a) Including Extraordinary Income &amp; Prior Period Income</b>		
Profit for the Year (before other comprehensive Income)	<b>(881.15)</b>	<b>(445.34)</b>
Weighted average No. of Ordinary shares of ₹ 10 each for Basic EPS	14,22,60,103	14,22,60,103
Earnings per Share (EPS) Basic & Diluted (Rupees)	<b>(61.94)</b>	<b>(31.30)</b>
<b>b) Excluding Extraordinary Income &amp; Prior Period Income</b>		
Profit for the Year (before other comprehensive Income)	<b>(881.15)</b>	<b>(445.34)</b>
Weighted average No. of Ordinary shares of ₹ 10 each for Basic EPS	14,22,60,103	14,22,60,103
Earnings per Share (EPS) Basic & Diluted (Rupees)	<b>(61.94)</b>	<b>(31.30)</b>

36. **Segment Reporting**

The Company is Manufacturing of Steel Products and also has a Captive Power Plant, hence it is reporting its results in single segment as required by Ind-AS 108.

37. Sundry Debit Balances and Credit balances are subject to confirmations.

38. (a) **List of Related Parties As per Ind-AS.28 with whom the Company has entered into transactions during the year in the ordinary course of business:**

(i) **Key Managerial Personnel:**

Mr. Anuj R Miglani                      Mr. Gursharan Sawhney                      Mr. R Agrawal

(ii) **Other Related Parties**

(Associates of the Company/Enterprises over which key management personnel and/or their relatives exercise significant influence)

**Wholly Owned Subsidiary:**

Uttam Galva Holdings Limited	Uttam Galva Steels (BVI) Limited
Atlantis International Service Company Limited	Uttam Galva North America, INC
Uttam Galva Steels Netherland BV	Uttam Export BVI Limited
Neelraj International Trade Limited	Uttam Galva International, FZE (Step down Subsidiary)



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**Associates:**

Growell Mercantile Private Limited	Sainath Trading Company Private Limited
Evergreen Tradeplace Private Limited	Uttam Value Steels Limited
Shree Uttam Steel and Power Limited	Kredence Multi Trading Limited
Uttam Galva Metallica Limited	Archisha Steels Private Limited
Uttam Utkal Steels Limited	Uttam Galva International PTE Ltd

**Joint Ventures:**

Texturing Technology Private Limited	Moirra Madhujore Coal Limited
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**(b) Details of transactions with related parties referred to in (a)(i) above: ₹ in Crores**

Key Managerial Personnel		
	2017-18	2016-17
Remuneration	2.59	2.49

**(c) Details of transactions with related parties referred to in (a)(ii) above: ₹ in Crores**

	31 <sup>st</sup> March, 2018		31 <sup>st</sup> March, 2017	
	Subsidiaries	Associates / Joint Venture	Subsidiaries	Associates / Joint Venture
Sale of Goods / Services	4.21	152.10	921.10	367.99
Purchase of Goods / Services	-	161.04	101.66	1066.74
Expenses Reimbursed	-	0.25	-	33.09
Rent Income	-	2.99	-	3.09
Rent Payment	-	2.05	-	1.91
Manpower Cost Recovered	-	1.21	-	-

**39. Information pursuant to Regulation 34 of the Listing Regulations, 2015.**

Loans and advances in the nature of loans to wholly owned subsidiary companies are as under: ₹ in Crores

	Balance as at 31 <sup>st</sup> March, 2018	Balance as at 31 <sup>st</sup> March, 2017	Maximum Balance during the year	
			2017-2018	2016-2017
<b>Interest free loans without specified repayment schedule</b>				
Uttam Galva Holding Limited	0.23	0.23	0.23	0.23
Atlantis International Services Company Limited	19.31	19.31	19.31	19.31
Uttam Galva Steels Netherlands BV	24.52	24.52	24.52	24.52
Neelraj International Trade Limited	9.53	9.53	9.53	9.53
Uttam Galva Steels (BVI) Limited	2.06	2.06	2.06	2.06
Uttam Exports BVI	0.02	0.02	0.02	0.02
Uttam Galva International FZE	6.32	6.32	6.32	6.32

**40. Previous Year's figures are regrouped and rearranged wherever necessary.**

As per our Report of even date

For and on behalf of the Board of Directors

For **Todarwal & Todarwal LLP**  
Firm Registration No: 111009W/W100231

**Rajinder Miglani**  
Chairman  
(DIN: 00286788)

**Anuj R Miglani**  
Managing Director & CEO  
(DIN: 0028709)

**Sunil Todarwal**  
Partner  
(Membership No. 32512)

**Gursharan Singh Sawhney**  
Director (Finance) & Group CFO  
(DIN: 02339467)

**R Agrawal**  
President & Company Secretary  
(FCS: 2174)

Date : 7<sup>th</sup> April, 2018  
Place : Mumbai



## INDEPENDENT AUDITORS REPORT ON CONSOLIDATED Ind-AS FINANCIAL STATEMENTS

TO THE MEMBERS OF M/S UTTAM GALVA STEELS LIMITED

### Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS Financial Statements of Uttam Galva Steels Limited ('the Holding Company') and its subsidiaries and its joint ventures (collectively referred to as 'the Group'), comprising the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2018, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, the Consolidated Statement of Changes in Equity and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

### Management's Responsibility for the Consolidated Financial Statement

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and consolidated statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Companies (Indian Accounting Standards) Rules, 2015.

The Boards of Directors of the Company is responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind AS Financial Statements by the Directors of the Holding Company, as aforesaid.

### Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Ind AS Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence, on a test basis, about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the

Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS Financial Statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at March 31, 2018, their consolidated loss, their consolidated cash flows, and their consolidated statement of changes in equity for the year ended on that date.

### Emphasis of Matters

The Company has defaulted in repayment of loans and interest thereon as mentioned in 'Annexure II' in the Standalone Audit Report. As per directions of RBI dated 13.06.2017, the lenders have referred the matter of restructuring of borrowings to National Company Law Tribunal (NCLT) for final resolution.

### Other Matters

We did not audit the financial statements/ financial information of 8 subsidiaries, and 2 jointly controlled entities, whose financial statements/ financial information reflect total assets of ₹167.59crore as at 31<sup>st</sup> March, 2018, total revenues of ₹ 870.51crore and net cash and cash equivalent of ₹ 42.72crore for the year ended on that date, as considered in the consolidated financial statements. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/ financial information certified by the Management.

For Todarwal & Todarwal

Chartered Accountants

ICAI Reg No : 111009W/W100213

Sd/-

Sunil Todarwal

Partner

(M. No. : 032512)

Date : 7<sup>th</sup> April, 2018

Place: Mumbai



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## Independent Auditor's Report on the Consolidated Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31<sup>st</sup> March, 2018, we have audited the internal financial controls over financial reporting of Uttam Galva Steels Ltd ("the Holding Company") and its subsidiaries and its joint ventures (collectively referred to as 'the Group'), comprising the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2018.

### Management's Responsibility for Internal Financial Controls on Consolidated Financial Statements

The Respective Board of Directors of the Holding Company and its subsidiaries and its joint ventures, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit

opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, after considering audit reports of the auditors of respective entities the Holding Company, its subsidiaries and its joint ventures, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Todarwal & Todarwal**  
Chartered Accountants  
ICAI Reg No : 111009W/W100213  
Sd/-

**Sunil Todarwal**  
Partner  
(M. No. : 032512)

Date : 7<sup>th</sup> April, 2018  
Place: Mumbai



CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2018

₹ in Crore

Particulars		Note No.	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
(a)	Property, Plant and Equipment	1	5191.81	5447.82
(b)	Intangible Assets	2	5.02	9.79
(c)	Capital Work in Progress	3	155.56	154.06
(d)	Financial Assets	4		
	(i) Investments	4(i)	5.73	5.53
	(ii) Trade Receivables	4(ii)	380.03	-
	(iii) Loans	4(iii)	0.45	55.60
	(iv) Other Financial Assets	4(iv)	1040.96	1168.78
(e)	Income Tax Asset(net)	5	9.01	10.86
(f)	Deferred Tax Assets	6	855.47	853.55
(g)	Other non-current Assets	7	22.58	71.50
<b>Total Non Current Assets</b>			<b>7666.62</b>	<b>7777.49</b>
<b>Current Assets</b>				
(a)	Inventories	8	411.91	1076.16
(b)	Financial Assets	9		
	(i) Trade Receivables	9(i)	192.39	1567.83
	(ii) Cash and Cash Equivalent	9(ii)	45.96	53.65
	(iii) Bank Balances Otherthan (ii) above	9(iii)	0.50	10.25
	(iv) Other Financial Assets	9(iv)	0.65	0.73
(c)	Other Current Assets	10	176.17	211.57
<b>Total Current Assets</b>			<b>827.58</b>	<b>2920.19</b>
<b>TOTAL ASSETS</b>			<b>8494.20</b>	<b>10697.68</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a)	Equity Share Capital	11	142.26	142.26
(b)	Other Equity	12	(213.20)	671.27
<b>Total Equity</b>			<b>(70.94)</b>	<b>813.53</b>
<b>Liabilities</b>				
<b>Non Current Liabilities</b>				
(a)	Financial Liabilities	13		
	(i) Long-term Borrowings	13(i)	368.05	1895.69
	(ii) Trade and other Payables	13(ii)	796.92	-
	(iii) Other Financial Liabilities	13(iii)	-	-
(b)	Provisions	14	12.43	9.79
(c)	Deferred Tax Liabilities	15	412.34	412.34
(d)	Other non-current Liabilities	16	415.73	9.58
<b>Total Non Current Liabilities</b>			<b>2005.47</b>	<b>2327.40</b>
<b>Current Liabilities</b>				
(a)	Financial Liabilities	17		
	(i) Short-term Borrowings	17(i)	3181.31	3140.74
	(ii) Trade and other Payables	17(ii)	48.43	2326.58
	(iii) Other Financial Liabilities	17(iii)	3263.31	1309.00
(b)	Provisions	18	59.20	59.64
(c)	Other Current Liabilities	19	7.42	720.79
<b>Total Current Liabilities</b>			<b>6559.67</b>	<b>7556.75</b>
<b>TOTAL EQUITY AND LIABILITIES</b>			<b>8494.20</b>	<b>10697.68</b>
<b>NOTES FORMING PART OF THE FINANCIAL STATEMENTS</b>		30 to 36		

As per our Report of even date

For and on behalf of the Board of Directors

For **Todarwal & Todarwal LLP**  
Chartered Accountants  
Firm Registration No 111009W/W100231

**Rajinder Miglani**  
Chairman  
(DIN: 00286788)

**Anuj R Miglani**  
Managing Director  
(DIN: 00287097)

**Sunil Todarwal**  
Partner  
(Membership No. 32512)  
Date : 7<sup>th</sup> April, 2018  
Place : Mumbai

**Gursharan Singh Sawhney**  
Director (Finance) & Group CFO  
(DIN: 02339467)

**R Agrawal**  
President & Company Secretary  
(FCS: 2174)





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CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2018

₹ in Crore

Particulars	Note No.	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b>CONTINUING OPERATIONS</b>			
Revenue from Operations (Net of ED & GST)	20	3418.33	5270.26
Other Income	21	69.45	63.92
<b>TOTAL INCOME</b>		<b>3487.78</b>	<b>5334.18</b>
<b>EXPENSES</b>			
(a) Cost of Materials and Components Consumed	22	1884.45	2811.37
(b) Purchase of Traded Goods	23	679.94	1702.56
(c) (Increase)/Decrease in Inventories of Finished Goods, WIP and Traded Goods	24	412.76	(146.44)
(d) Employee benefit expenses	25	102.10	105.67
(e) Other operating expenses	26	376.97	572.39
(f) Finance costs	27	654.33	621.31
(g) Depreciation and amortisation expense	28	258.49	286.40
<b>TOTAL EXPENSES</b>		<b>4369.04</b>	<b>5953.25</b>
<b>PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS</b>		<b>(881.26)</b>	<b>(619.07)</b>
Exceptional Items	29	-	-
<b>PROFIT / (LOSS) BEFORE TAX</b>		<b>(881.26)</b>	<b>(619.07)</b>
<b>Tax Expenses:</b>			
Current tax		-	1.82
Deferred tax		-	(183.42)
Prior Period Tax - MAT Credit Entitlement written off		-	0.00
<b>TOTAL TAX EXPENSE / (INCOME)</b>		<b>-</b>	<b>(181.60)</b>
<b>PROFIT / (LOSS) FOR THE YEAR</b>		<b>(881.26)</b>	<b>(437.47)</b>
<b>SHARE OF PROFIT IN JOINT VENTURE</b>		<b>0.19</b>	<b>0.20</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
(i) Items that will be reclassified subsequently to the statement of profit and loss			
(a) Changes in Foreign Currency Monetary Items Translation Difference Account		<b>(1.24)</b>	2.44
(b) Adjustments for Exchange Fluctuations in Foreign Currency Loans			19.63
(ii) Income tax on items that will be reclassified subsequently to the statement of profit and loss		-	
(a) Remeasurement losses of Defined Benefit Plans		<b>(2.17)</b>	
(iii) Items that will not be reclassified subsequently to the statement of profit and loss		-	-
(iv) Income tax on items that will not be reclassified subsequently to the statement of profit and loss		-	-
<b>TOTAL OTHER COMPREHENSIVE INCOME / (LOSSES)</b>		<b>(3.41)</b>	<b>22.07</b>
<b>TOTAL COMPREHENSIVE INCOME OF THE YEAR</b>		<b>(884.46)</b>	<b>(415.20)</b>
Earning per equity share:-Basic and Diluted		<b>(61.93)</b>	<b>(30.74)</b>
Weighted average number of equity shares (Face value ₹10 each)		<b>142,260,103</b>	<b>142,260,103</b>
<b>NOTES FORMING PART OF THE FINANCIAL STATEMENTS</b>	30 to 36		

As per our Report of even date

For and on behalf of the Board of Directors

For **Todarwal & Todarwal LLP**  
Chartered Accountants  
Firm Registration No 111009W/W100231

**Rajinder Miglani**  
Chairman  
(DIN: 00286788)

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Managing Director  
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**Sunil Todarwal**  
Partner  
(Membership No. 32512)

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Director (Finance) & Group CFO  
(DIN: 02339467)

**R Agrawal**  
President & Company Secretary  
(FCS: 2174)

Date : 7<sup>th</sup> April, 2018  
Place : Mumbai



**CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 31<sup>ST</sup> MARCH, 2018.**

₹ in Crore

Particulars		For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit/(Loss) Before Tax	(881.26)	(619.08)
	Adjustments for Depreciation	258.49	286.40
	(Profit) / Loss on Sale of Assets	0.59	0.01
	Share Issue Expenses W/off	0.25	0.52
	Unrealised currency translation (gains)/losses	(1.24)	2.44
	Interest & Financial Charges	654.07	620.79
	Operating Profit Before Working Capital Changes	<b>30.90</b>	291.08
	Adjustments for :		
	(Increase)/Decrease in Trade and other Receivables	1262.79	199.69
	(Increase)/Decrease in Inventories	664.24	(114.87)
	Increase/(Decrease) in Trade Payables and Other Liabilities	(1744.57)	(7.34)
	Increase / (Decrease) in other Financial Liabilities	-	(19.56)
	<b>Cash Generated from Operations</b>	<b>213.36</b>	349.00
	Direct Taxes Paid (Net of Refunds)	1.85	(1.00)
	<b>Cash Flow from Operating Activities</b>	<b>215.21</b>	348.00
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>		
	Purchase of Property, Plant & Equipment	(1.51)	(38.06)
	Sale of Property, Plant & Equipment	1.72	0.03
	Purchase of Investments / Investments in Subsidiaries	-	-
	Sale of Investments	(0.19)	3.05
	<b>Net Cash Used in Investing Activities</b>	<b>0.01</b>	(34.98)
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>		
	Proceeds from Long Term Borrowings	-	-
	Repayment of Long Term Borrowings	(19.55)	(20.18)
	Interest & Financial Charges Paid	(204.39)	(345.34)
	Gain / (Loss) on Forward Contracts/ Foreign Exchange	(8.91)	17.73
	Proceeds (Repayments) of deferred Sales Tax Loan /ICD/Unsecured Loan	0.19	(3.19)
	<b>Net Cash Generated from Financing Activities</b>	<b>(232.66)</b>	(350.97)
	<b>Net Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(17.44)</b>	(37.95)
	Cash & Cash Equivalents (Opening)	63.89	101.84
	Cash & Cash Equivalents (Closing)	46.46	63.89

**Notes :**

- Cash Flow Statement has been prepared following the indirect method except in case of interest paid / received, dividend paid / received, purchase and sale of Investments which have been considered on the basis of actual movements of cash with necessary adjustments in the corresponding assets and liabilities.
- Purchase of Fixed Assets includes movement of Capital Work in Progress between the beginning and end of the year and net of Creditors for Capital Expenditure.
- Cash and Cash Equivalents represent Cash & Bank balances and bank deposits only.

As per our Report of even date

For and on behalf of the Board of Directors

For **Todarwal & Todarwal LLP**  
Chartered Accountants  
Firm Registration No 111009W/W100231

**Rajinder Miglani**  
Chairman  
(DIN: 00286788)

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Partner  
(Membership No. 32512)  
Date : 7<sup>th</sup> April, 2018  
Place : Mumbai

**Gursharan Singh Sawhney**  
Director (Finance) & Group CFO  
(DIN: 02339467)

**R Agrawal**  
President & Company Secretary  
(FCS: 2174)



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**STATEMENT OF CHANGES IN OTHER EQUITY FOR THE PERIOD ENDED 31<sup>ST</sup> MARCH, 2018**

	Capital Reserve	Capital Redemption Reserve	Securities Premium	Capital Incentive from Govt of Maharashtra	Revaluation Reserves	Foreign Currency Translation Reserve	Retained Earning	Other Comprehensive Income	Total
Balance as at 1 <sup>st</sup> April 2017	0.12	5.37	309.16	83.25	614.53	(4.76)	(356.03)	19.63	671.27
Profit for the Year	-	-	-	-	-	-	-	-	-
Profit in Joint Venture	-	-	-	-	-	-	(881.26)	-	(881.26)
Defered Tax	-	-	-	-	-	-	0.19	-	0.19
Acturial Valuation	-	-	-	-	-	-	-	(2.17)	(2.17)
Changes in Foreign Currency Translation Account	-	-	-	-	-	(1.24)	-	-	(1.24)
<b>Total Comprehensive Income</b>	-	-	-	-	-	(1.24)	(881.06)	(2.17)	(884.47)
<b>Balance as at 31<sup>st</sup> March, 2018</b>	<b>0.12</b>	<b>5.37</b>	<b>309.16</b>	<b>83.25</b>	<b>614.53</b>	<b>(6.00)</b>	<b>(1,237.09)</b>	<b>17.46</b>	<b>(213.20)</b>

As per our Report of even date

For **Todarwal & Todarwal LLP**  
Chartered Accountants  
Firm Registration No 111009W/W100231

**Sunil Todarwal**  
Partner  
(Membership No. 32512)

Date : 7<sup>th</sup> April, 2018  
Place : Mumbai

For and on behalf of the Board of Directors

**Rajinder Miglani**  
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Managing Director  
(DIN: 00287097)

**R Agrawal**  
President & Company Secretary  
(FCS: 2174)

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY AND ITS SUBSIDIARIES FOR THE FINANCIAL YEAR 2017-18****1.0 Accounting Policies:**

**1.01 (a)** These financial statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013.

**(b) Basis of Preparation:**

The financial statements are prepared under the historical cost convention, except for certain financial instruments, and Land, which are measured at fair values at the end of reporting period, as explained in accounting policies below. Historical cost is generally based on fair value of the consideration given in exchange for goods and services. Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

**(c) Use of estimates and judgements:**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities.

**Impairment of investments**

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

**Useful lives of property, plant and equipment.**

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

**(d) Revenue Recognition:**

The Company recognises revenue in accordance with Ind-AS 18. Revenue is recognised when a customer obtains control of goods or services and thus has the ability to direct the use and obtained the benefits of the goods or services. Any advance received against supply of goods and services is recognised under the head current liabilities, sub head trade and other payables.

**(e) Cost recognition**

Costs and expenses are recognised when incurred and have been classified according to their nature.

The costs of the Company are broadly categorised in to material consumption, cost of trading goods, employee benefit expenses, depreciation and amortisation, other operating expenses and finance cost. Employee benefit expenses include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Other operating expenses broadly comprise manufacturing expenses, administrative expenses and selling and distribution expenses.

**1.02 Foreign Currency Loans/ Transactions:****(a) Import Transactions:**

(i) Material imports are accounted in the entities functional currency at the custom exchange rates prevailing at the time of receipts. In case foreign exchange is hedged, the exchange rate contracted is recognised as a part of purchase cost. Exchange Fluctuations, if any, at the time of retirement of the contract, are appropriately accounted as a part of material (consumption) cost. Similarly all related monetary liabilities at the year-end are re-instated at exchange rate prevailing at year end.

(ii) Import contracts covered by 'foreign exchange cover' with banks are booked at contracted rates. Income/ Expenditure incurred in cancellation of forward cover contracts, mainly due to variation in the bank involved/ date of execution are treated as part of purchase cost.

**(b) Export Transactions:**

(i) Export transactions are accounted in the entities functional currency at the custom exchange rates prevailing at the time of shipments. Exchange fluctuations, if any, at the time of realisation are appropriately accounted in the statement of profit and loss.



- (ii) Exports, contracts covered by foreign exchange cover with banks, are booked at contracted rates. Income/ expenditure incurred in case of cancellation of forward cover contracts, mainly due to variation in bank involved / date of execution are treated as export realization, and forms part of revenue from operations.
- (iii) In case receipt of Export Advances, exchange rates prevailing on date of receipts of advances is treated as relevant exchange rate for exports.
- (c) (i) Foreign Currency Term Loan Contracts, covered by Foreign Exchange Swaps are booked at contracted rates.  
(ii) Other Foreign Currency Term Loans balances are accounted at Exchange Rate prevailing at the year end.  
(iii) The company does not enter into derivative contracts for trading or speculative purposes.
- (d) Such gain / loss in transactions referred in para (c) above, and other foreign currency contracts and/ or derivative contracts and relevant exchange gain/ loss thereto, are considered as finance cost.

**1.03 Borrowing costs:**

Borrowing costs attributable to the acquisition or construction of qualifying assets as defined in Ind-AS 23, "Borrowing Costs" are capitalized as part of the cost of such asset up to the date when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete. Any related foreign currency fluctuations on account of qualifying asset under construction is capitalized and added to the cost of asset concerned. Other borrowing costs are expensed as incurred.

**1.04 The Treatment of Expenditure during Construction Period:**

Expenditure directly related to particular fixed assets is capitalized to those fixed assets. All indirect expenses are apportioned to various fixed assets on a reasonable basis. This is done once the construction and erection work is completed, pending which the accumulated amount is disclosed as Capital Work-in-progress Pending capitalization under fixed asset.

**1.05 Property, plant and equipment:**

- (a) Property, plant and equipment, other than land, are carried at cost less accumulated depreciation and impairment loss, if any in accordance with Ind-AS 16. Land is valued at fair market price, based on the valuation carried out by an independent valuer, at end of the reporting period. Valuations are performed with sufficient frequency to ensure that the carrying amount does not differ materially from its fair value.
- (b) Cost excludes Cenvat credit, sales tax and service tax credit and such other levies / taxes. Depreciation on assets is claimed on such 'reduced' cost.
- (c) All items of repairs and maintenance are recognised in the statement of profit and loss, except those meet the recognition principle as defined in Ind-AS 16.
- (d) Depreciation on fixed assets has been provided on straight line method based on the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.
- (e) Depreciation on assets acquired during the year has been provided on pro-rata basis; from the date on which it is 'Available for Intended Use'.
- (f) Any revaluation of an asset is recognised in other comprehensive income and shown as revaluation reserves in other equity

**1.06 Fair value measurement:**

The Company measures land at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses valuation techniques that are appropriate in circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant absorbable inputs and minimizing the use of un-absorbable inputs. External valuers are adopted for valuing land. The selection criteria for these valuers include market knowledge, reputation, independence and whether professional standards are maintained.

**1.07 Intangible Assets:**

- (a) Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment loss, if any.
- (b) Intangible assets with finite life are amortised over the useful economic life, and assessed for impairment whenever there is an indication that assets are impaired. Intangible assets with indefinite useful life are not amortised, but are tested for impairment annually.



### 1.08 Impairment of Assets:

Property plant and equipment are reviewed for impairment whenever events or changes in circumstances warrant that the carrying amount of an asset may not be recoverable. Recoverable amount of assets to be held and used is the higher of fair value less cost of disposal or value in use as envisaged in Ind-AS 36. If such assets are considered to be impaired, the impairment to be recognised is measured by the amount by which the carrying amount of the asset exceeds the recoverable value of the asset. Impairment loss is recognised in the statement of profit and loss except for properties previously revalued with revaluation taken to other comprehensive income. For such properties impairment loss is recognised in other comprehensive income up to the amount of any previous revaluation.

### 1.09 Interest in Subsidiaries, Joint ventures and Associates:

Interest in subsidiaries, joint ventures and associates are recognised at cost. The company provides for any permanent diminution, if any, in value of such interests. Exchange Gain/ (Loss) on interest in subsidiaries, joint ventures and associates in Foreign Currency is not provided at the year end.

### 1.10 Inventories:

(a) Inventories are valued as under after providing for obsolescence:

- |                          |   |  |
|--------------------------|---|--|
| (i) Raw Materials        | - | At Cost (Moving Weighted Average Method)   |
| (ii) Work-in-Process     | - | At Material Cost <i>plus</i> labour and other appropriate portion of production and administrative overheads and depreciation. |
| (iii) Finished Goods     | - | At lower of cost <i>or</i> net realisable value.<br>Cost is inclusive of any taxes and duties incurred.                        |
| (iv) Stores Spares etc.  | - | At Cost  |
| (v) Arisings             | - | At realisable value  |
| (vi) Stock In Trade Land | - | At Fair market value   |

(b) (i) Raw-materials include stock-in-transit and goods lying in Bonded Warehouses.

(ii) Finished goods include stock-in-transit at Docks awaiting Shipment and stocks with consignees.

(iii) Inventory includes goods lying with third party/ job workers / consignees.

### 1.11 Taxation:

#### (a) Current Tax

Current income tax Assets or Liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to determine the amount are in accordance with the provisions of Income Tax Act 1961.

#### (b) Deferred Tax

Deferred tax liabilities are recognised for all taxable temporary differences in accordance with Ind-AS 12. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits any unused tax losses. Deferred tax assets are recognised to the extent it is probable that taxable profit will be available, against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax asset is reviewed at each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rate that are expected to apply in the year when the assets are realized or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in statement of total comprehensive income or directly in equity.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

### 1.12 Earning per Share:

The Company reports basic and diluted earning per share in accordance with Ind-AS 33, 'Earning per Share' issued by the Institute of Chartered Accountants of India (ICAI). Basic earning per share is computed by dividing the net profit after tax but before other comprehensive income by the weighted average number of shares outstanding during the year.



### 1.13 Accounting for Provisions, Contingent liabilities and Contingent Assets

- (a) In conformity with Ind-AS 37, 'Provisions, Contingent Liabilities and Contingent Assets', issued by the ICAI. The Company recognizes provisions only when it has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount of the obligation can be made. When the Group expect some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.
- (b) No provision is recognised for:
- (i) Any possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; *or*
  - (ii) Any present obligation that arises from past events but is not recognised because:
    - (1) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; *or*
    - (2) A reliable estimate of the amount of obligation cannot be made.
- (c) All those obligations for which provisions are not required to be recognised in accordance with Ind-AS 37 are recorded as contingent liabilities. These are assessed at regular intervals and only that part of the obligation for which an outflow of resources embodying economic benefits is probable, is provided for, except in the extremely rare circumstances where no reliable estimate can be made.  
In the normal course the company faces claims and assertion by various Parties. The company assesses such claims and assertions and monitors the legal environment on ongoing basis with assistance of legal counsel, wherever necessary.
- (d) Contingent Assets are not recognised in the financial statements unless it has become virtually certain that an inflow of economic benefit will arise.

### 1.14 Export entitlements/ obligations:

- (a) Duty free import of raw materials under Advance Authorisation (DEEC) for imports as per import and export policy are matched with exports made / produced. Benefit / Obligation are accounted by making suitable adjustments in raw material consumption.
- (b) Export incentives receivable on export performance are recognised on accrual basis, with reference to certainty of collectability of such export incentives.

1.15 Deferred sales tax incentive available to the Company under Maharashtra Value Added Tax (MVAT) is recognised as long term liability.

### 1.16 Employee Benefits:

#### (a) Short Term Employee Benefits

All employee benefits payable/ available within 12 months of rendering the services are classified as short term employee benefits. Benefits such as salaries, wages, bonus etc, are recognised in the P&L account in the period in which the employee renders the related services.

#### (b) Long Term Employee Benefits

Post-employment and other long term employee benefits are recognised as an expense in the Profit and Loss Account for the year in which the employee has rendered services. The present value of these defined benefit obligations are ascertained by an independent actuarial valuation as per the requirement of Ind-AS 19- Employee Benefits. Actuarial gains and losses in respect of post-employment and other long term benefits are charged to Statement of Profit and Loss.

1.17 Inter Unit transactions are eliminated to the extent possible.

### 2.0 Principal for Consolidation:

The consolidated financial statements relate to UTTAM GALVA STEELS LTD ("The Company"), its subsidiary companies and joint ventures. Subsidiaries are entities controlled by the Company. Control exists when the Company (a) Has power over the investee; (b) It is exposed, or has rights, to variable returns from its involvement with the investee and (c) Has the ability to affect those returns through its power over the investee. The Company re-assess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements listed above. In assessing control, potential voting rights that currently are exercisable are taken into account.



The consolidated financial statements have been prepared on following basis:

- a) The financial statement of the company and its subsidiary companies have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transaction resulting in unrealized profit and losses as per Ind-AS 27, "Consolidated and Separate Financial Statements".
- b) In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the foreign currency translation reserve.
- c) The difference between the cost of investments in the subsidiaries and joint ventures, and the company's share of net assets at the time of acquisition of shares in subsidiaries and joint ventures is recognised in financial statements as Goodwill or Capital Reserve as the case may be.
- d) Interest in joint venture have been accounted by using the equity method of consolidation as per Ind-AS 28, from the date in which the investee becomes an associate or a joint venture and are recognized initially at cost. The Company's investment includes goodwill identified on acquisition, net of any accumulated impairment losses. The consolidated financial statement includes the Company's share of profits or losses and equity movements accounted by investees, from the date that significant influence or joint control commences until the date that significant influence or joint control ceases.

When the company transacts with an associate or joint venture of the Company, unrealized profits and losses are eliminated to the extent of the Company's interest in its associate or joint venture.

- e) The financial statements of the subsidiaries and joint ventures are drawn up to the same reporting date as that of the Company i.e. 31<sup>st</sup> March, 2018 for the purpose of consolidation.

3.1 The list of Subsidiaries & Joint Ventures, which form part of consolidation and The Company's holdings therein are as under:

Sr. No.	Name of the Company	Country of Incorporation	% of Holding
<b>A.</b>	<b>Subsidiaries</b>		
1.	Uttam Galva Holdings Ltd.	Dubai	100.00%
2.	Atlantis International Services Ltd.	BVI	100.00%
3	Uttam Galva Steels , Netherlands BV	Netherland	100.00%
4	Neelraj International Trade Ltd	BVI	100.00%
5	Uttam Galva Steels (BVI) Ltd	BVI	100.00%
6	Uttam Galva North America INC	USA	100.00%
7	Uttam Export BVI Ltd	BVI	100.00%
8	Uttam Galva International FZE (Step Down Subsidiary)	Dubai	100.00%
<b>B.</b>	<b>Joint Venture.</b>		
1.	Texturing Technology Pvt. Ltd. (TTPL)	India	50.00%
2	Moirra Madhujore Coal Ltd	India	30.70%

3.2 In all the companies under consolidation, depreciation is charged on Straight Line Method (SLM), where as in case of TTPL depreciation of ₹0.62 Crore is charged on Written Down Value Method (WDV), which is 0.24 % of total depreciation.

4.0 The audited financial statements of foreign subsidiaries have been prepared in accordance with the Generally Accepted Accounting Principle of its Country of Incorporation or International Financial Reporting Standards.

5.0 Previous Year's figures are regrouped and rearranged wherever necessary.





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**B. NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

**Note : 1 Property, Plant and Equipment**

₹ in Crore

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	COST 1.4.2017	ADDITIONS	DEDUCTION	COST 31.03.2018	UP TO 1.4.2017	12 MONTHS END- ED 31.03.2018	DEDUCTION ADJUSTMENT	TOTAL DEPRE- CIATION	AS AT 31.03.2018	AS AT 31.03.2017
<b>(A) TANGIBLE ASSETS</b>										
Land	1067.12	-	-	1067.12	-	-	-	-	1067.12	1067.12
Building & Site Development	854.68	-	-	854.68	231.54	31.24	-	262.78	591.90	623.14
Flats & Office Premises	4.93	-	-	4.93	0.61	0.34	-	0.95	3.98	4.33
Plant and Machinery	5316.30	-	-	5316.30	1626.62	216.21	-	1842.82	3473.47	3689.68
Furniture & Fixture	38.16	-	-	38.16	22.13	3.40	-	25.53	12.63	16.03
Office Equipments	10.32	-	-	10.32	4.57	0.13	-	4.70	5.62	5.76
Computers	13.93	0.01	-	13.95	12.19	0.54	-	12.73	1.22	1.74
Vehicles	10.21	-	8.32	1.89	6.20	1.19	6.01	1.38	0.51	4.02
Housing Complex	40.70	-	-	40.70	4.70	0.65	-	5.36	35.35	36.00
<b>Total - Property, Plant and Equipment</b>	<b>7356.36</b>	<b>0.01</b>	<b>8.32</b>	<b>7348.05</b>	<b>1908.54</b>	<b>253.71</b>	<b>6.01</b>	<b>2156.24</b>	<b>5191.81</b>	<b>5447.82</b>

**Note: 2 Intangible Assets**

₹ in Crore

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	COST 1.4.2017	ADDITIONS	DEDUCTION	COST 31.03.2018	UP TO 1.4.2017	12 MONTHS ENDED 31.03.2018	DEDUCTION ADJUSTMENT	TOTAL DEPRECIATION	AS AT 31.03.2018	AS AT 31.03.2017
Computer Software	23.90	-	-	23.90	14.11	4.77	-	18.88	5.02	9.79
<b>Total - Intangible Assets</b>	<b>23.90</b>	<b>-</b>	<b>-</b>	<b>23.90</b>	<b>14.11</b>	<b>4.77</b>	<b>-</b>	<b>18.88</b>	<b>5.02</b>	<b>9.79</b>

**Note 3 Capital Work-in-Progress**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Land & Building & Site Development	79.00	77.99
Plant & Machinery	60.46	60.41
Consultancy fees	4.23	4.06
Other Fixed Assets	-	-
Pre-operative Expenses	11.87	11.59
<b>Total Capital Work-in-Progress</b>	<b>155.56</b>	<b>154.06</b>

**Note 4 (i) Non Current Investments**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Investments (At cost):</b>		
<b>Investment in Equity Share</b>		
<b>I) In Equity Shares of Associate Companies Unquoted, Fully Paid Up</b>		
a) 9,994 Equity Shares of ₹ 10 each of Uttam Utkal Steels Limited	0.01	0.01
	<b>0.01</b>	<b>0.01</b>



<b>II) Equity Shares of Joint Venture Companies Unquoted, Fully Paid Up</b>		
a) 30,20,000 Equity Shares of ₹ 10 each of Texturing Technology Private Limited		
Investments (At cost)	3.17	3.02
Profit for year	0.17	0.15
<b>Total</b>	<b>3.34</b>	<b>3.17</b>
b) 1,99,465 Equity Shares of ₹ 10 each of Moira Madhujore Coal Limited		
Investments (At cost)	1.74	1.68
Profit for year	0.02	0.05
Total	1.76	1.74
(Out of this, 1,35,284 equity shares are purchased at a premium of ₹ 90 / Share & 35,527 Equity Share @ ₹ 10 each at a Premium of ₹ 75/ Share)		
	5.10	4.91
<b>III) Equity Shares of Other Companies Unquoted, Fully Paid Up</b>		
a) 40,000 Equity Shares of ₹ 25 each of Punjab & Maharashtra Co-op Bank Limited	0.10	0.10
b) 5,15,000, Equity Shares of ₹ 10 each in Ansal Hi-Tech Township Ltd.	0.52	0.52
	0.62	0.62
<b>Total Investment in Equity Shares</b>	<b>5.73</b>	<b>5.53</b>

**Note 4(ii) Non Current Trade Receivables**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Loans and advances to employees	417.50	-
Loans & Advances to Other Parties	(37.47)	-
<b>Total - Net Non Current Trade Receivables</b>	<b>380.03</b>	<b>-</b>

**Note 4(iii) Loans**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Loans and advances to employees	0.45	0.56
Loans & Advances to Other Parties	-	55.04
<b>Total Loans</b>	<b>0.45</b>	<b>55.60</b>

**Note 4(iii) Other Financial Assetss**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
1) Advances to Other Related parties	1012.14	1139.74
2) Advances to Other Parties	28.82	29.04
<b>Total</b>	<b>1040.96</b>	<b>1168.78</b>
Less: Provison for Diminution in Value of Advances	-	-
<b>Total Other Financial Assets</b>	<b>1040.96</b>	<b>1168.78</b>



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**Note 5 Income Tax Asset (net)**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Advance Income Tax of Prior Years (net)	9.01	10.86
<b>Total Income Tax Asset (net)</b>	<b>9.01</b>	<b>10.86</b>

**Note 6 Deferred Tax Assets**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Deferred Tax Assets	855.47	853.55
<b>Total Income Tax Asset (net)</b>	<b>855.47</b>	<b>853.55</b>

**Note 7 Other Non Current Assets**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Deposits Flats & Others	1.41	19.70
Advances to Capital Goods Suppliers	21.17	51.81
<b>Total Other Non Current Assets</b>	<b>22.58</b>	<b>71.50</b>

**Note 8 Inventories**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Raw Materials	2.55	133.66
Goods-in-Transit (Raw Materials)	-	120.48
Work-in-Progress	1.42	79.90
Finished Goods	0.02	130.48
Stock-in-trade - Traded Goods	18.34	218.48
Stores and Spares	42.17	42.06
Arising	0.05	3.74
Land	347.36	347.36
<b>Total Inventories</b>	<b>411.91</b>	<b>1076.16</b>

**Note 9(i) Trade Receivables**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Unsecured Trade Receivables	193.85	1696.89
Less: Provision for Bad and Doubtful Debts	(1.46)	(129.06)
<b>Total Trade Receivables</b>	<b>192.39</b>	<b>1567.83</b>

**Note 9(ii) Cash and Cash Equivalents**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Cash and Cash Equivalents :		
Cash in hand	0.05	0.02
Balances with banks In Current Accounts	45.91	53.62
<b>Total Cash and Cash Equivalents</b>	<b>45.96</b>	<b>53.65</b>

**Note 9(iii) Other Balances with Banks**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Other Bank Balances		
Balances held as Margin money or security against Borrowings, Guarantees and other Commitments	0.50	10.25
<b>Total Other Balances with Banks</b>	<b>0.50</b>	<b>10.25</b>

**Note 9(iv) Other Financial Assets**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Interest Receivable	0.65	0.73
<b>Total Other Financial Assets</b>	<b>0.65</b>	<b>0.73</b>

**Note 10 Other Current Assets**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Security Deposits	-	-
Advance to Related Parties	-	-
Advance to Others		
(i) Advance to Suppliers	4.69	16.05
(ii) Prepaid Expenses	3.93	8.41
(iii) Indirect Tax Recoverable		
a) CENVAT Credit Receivable	7.39	55.95
b) VAT Refund Receivable	21.00	28.12
c) Mega Incentive Receivable	94.63	56.51
d) Service Tax Credit Receivable	0.29	9.78
e) GST Input Tax Credit Receivable	17.27	-
(iv) Export Incentives / Import Entitlements Receivable / (Obligation)	21.51	33.58
(v) Other Short term Deposits / Advances	1.99	3.16
(vi) Un-billed Jobwork Conversion Costs	3.47	-
<b>Total Other Current Assets</b>	<b>176.17</b>	<b>211.57</b>



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**Note 11 Equity Share Capital**

₹ in Crore

Particulars		As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
(a)	Authorised Share Capital 50,00,00,000 (50,00,00,000) Equity Shares of ₹10 Each	500.00	500.00
(b)	Issued, Subscribed and Paid up Share Capital 14,22,60,103 (14,22,60,103) Equity Shares of ₹ 10 each (Out of this 58,74,760 Equity Share have been Issued for consideration other than Cash and 2,18,57,924 Equity Share have been issued on Conversion of Global Depository Receipts )	142.26	142.26
<b>Total Issued, Subscribed and Paid up Equity Share Capital</b>		<b>142.26</b>	<b>142.26</b>

Reconciliation of No of Shares outstanding is set out below.		As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Equity Shares at the beginning of the year		142260103	142260103
Add: Shares Issued during the year		-	-
<b>Equity Shares at the end of the year</b>		<b>142260103</b>	<b>142260103</b>

**Details of Shareholder holding more than 5% Equity Shares:**

Name of Shareholder	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
	Number of shares held	% holding	Number of shares held	% holding
Equity Shares with Voting Rights	-	-	-	-
Kredence Multi Trading Limited	14921063	10.49	14921063	10.49
Uttam Exports Private Limited	7324379	5.15	7324379	5.15
Eriska Investment Pvt Ltd	-	-	13988000	9.83
Arcelomittal Netherlands BV	-	-	41327931	29.05
Sainath Trading Company Pvt Limited	44651531	31.39	3323600	2.34
Albula Investment Fund Limited	-	-	12856750	9.04
Asia Investment Corporation ( Mauritius) Limited	8567125	6.02	8442125	5.93
Evergreen Tradeplace Private Limited	7885600	5.54	7885600	5.54

**Note 12 Other Equity**

₹ in Crore

Particulars		As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
(a)	Capital Reserve As per Last Balance Sheet	0.12	0.12
(b)	Capital Redemption Reserve As per Last Balance Sheet	5.37	5.37
(c)	Securities Premium Account As per Last Balance Sheet	-	-
	Add : During the Year	309.16	309.16
	Closing Balance	-	-
		<b>309.16</b>	<b>309.16</b>



(d)	Debenture Redemption Reserve		
	As per Last Balance Sheet	-	-
	Less : Transferred to Profit & Loss Reserve Account	-	-
	Add: Transferred from Profit & Loss Account	-	-
	Closing Balance	-	-
(e)	Capital Incentive From Government of Maharashtra		
	As per Last Balance Sheet	83.25	83.25
	Add : During the Year	-	-
	Closing Balance	<b>83.25</b>	83.25
(f)	Revaluation Reserve		
	As per Last Balance Sheet	614.53	614.53
	Addition during the year	-	-
	Closing Balance	<b>614.53</b>	614.53
(g)	Profit and Loss Account		
	As per Last Balance Sheet	(356.02)	81.25
	Add: Profit for the year	(881.26)	(437.47)
	Add: Profit of Joint Venture	0.19	0.20
	Closing Balance	<b>(1,237.09)</b>	(356.02)
(h)	Other Comprehensive Income		
	As per Last Balance Sheet	19.63	-
	Add: Additions during the year	(2.17)	19.63
	Closing Balance	<b>17.46</b>	19.63
(i)	Foreign Currency Translation Reserve		
	As per Last Balance Sheet	(4.76)	(7.20)
	Addition during the year	(1.24)	2.44
	Closing Balance	<b>(6.00)</b>	(4.76)
	<b>Total - Other Equity</b>	<b>(213.20)</b>	671.27

**Note 13(i) Long Term Borrowings**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Secured</b>		
Term Loan from Banks and Financial Institutions	174.30	1702.14
	<b>174.30</b>	1702.14
<b>Unsecured</b>		
Other loans ( SICOM & Deferral Sales Tax Loans)	193.75	193.55
<b>Total Long Term Borrowings</b>	<b>368.05</b>	1895.69

Details of terms of repayment for the Secured Long-Term Borrowings and security provided in respect thereof:



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Term Loan from Banks	Terms of repayment	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Punjab National Bank, State Bank of India, Bank of Baroda & Exim Bank *	Repayable in 36 quarterly installments ending on Mar-2020	-	116.24
Vijaya Bank *	Repayable in 28 quarterly installments ending on Sept-2019	-	43.75
Syndicate Bank *	Repayable in 20 quarterly installments ending on March 2020	-	70.00
Oriental Bank of Commerce *	Repayable in 24 quarterly installments ending on March 2022	-	99.31
State Bank of India *	Repayable in 34 quarterly installments ending on March 2023	-	80.00
Vijaya Bank *	Repayable in 20 quarterly installments ending on December 2021	-	75.00
Indian Overseas Bank *	Repayable in 34 quarterly installments ending on June 2023	-	40.63
Phoenix ARC Pvt Ltd (Previously held by South Indian Bank)	Repayable in 20 quarterly installments ending on June 2022	63.94	85.00
FCTL: Exim Bank USD 0.00 Million, (Previous Year USD 9.00 Million) - Exim Bank has converted this Loan to RTL wef 15.12.2017, and Recalled the Loan. *	Repayable in 12 half yearly installments ending on July-2020	-	58.35
ECB Loan : State Bank of India, Indian Overseas Bank, Bank of Baroda, Punjab National Bank, Union Bank of India, Indian Bank, Canara Bank & ICICI Bank (USD 0 Million, Previous Year USD 131.43 Million)*	Repayable in 12 half yearly installments ending on July-2020	-	852.16
ECB Loan : Bank of India, State Bank of Mauritius Limited and AfrAsia Bank Limited. (USD 16.97 Million, Previous Year USD 28.02 Million)	Repayable in 12 half yearly installments ending on July-2020	110.36	181.71
<b>Total - Secured Long Term Loan From Banks</b>		<b>174.30</b>	<b>1702.14</b>

Term Loans, ECBs & FCTL from Banks and Financial Institutions are secured by mortgage and the lenders have first pari passu charge on all the present and future movable and immovable assets of the company but not limited to plant and machinery, machinery spares, tools and accessories in possession or not, stored, or to be brought in company's premises or lying at any other place of the company's representative affiliates and all the intangible assets of the company, except for Packing machine supplied by PESMEL, Finland.

\* Term Loans Recalled by the Banks

**Note 13(ii) Non Current Trade Payables**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Creditors for Capital Goods	796.92	-
<b>Total Other Financial Liabilities</b>	<b>796.92</b>	<b>-</b>

**Note 13(iii) Other Financial Liabilities**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Creditors for Capital Goods	-	-
<b>Total Other Financial Liabilities</b>	<b>-</b>	<b>-</b>



**Note 14 Long Term Provisions**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Unfunded Gratuity Liability	6.49	4.02
Unfunded Leave Encashment Liability	5.94	5.77
<b>Total - Long Term Provisions</b>	<b>12.43</b>	<b>9.79</b>

**Note 15 Deferred Tax Liability**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Deferred Income Tax Liabilities Related to Revaluation Fixed Assets	412.34	412.34
<b>Total Deferred Tax Liability</b>	<b>412.34</b>	<b>412.34</b>

**Note 16 Other Non Current Liabilities**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Advances from Customers Ageing > 365 Days - from Subsidiaries	-	-
- from Others	408.93	-
Creditors for Capital Goods	6.71	9.58
Other Long Term Liabilities	0.09	-
<b>Total - Other Non Current Liabilities</b>	<b>415.73</b>	<b>9.58</b>

**Note 17(i) Short Term Borrowings**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Secured Working Capital Loans from Banks</b>		
Overdue Fund based Working Capital Loans	350.88	308.20
Overdue Non Fund based Working Capital Loans	2752.15	2599.89
	<b>3103.03</b>	2908.09
<b>Unsecured</b>		
Loan from Banks	-	-
Loan from Others	78.28	232.66
<b>Total Short Term Borrowings</b>	<b>3181.31</b>	<b>3140.74</b>

**Detail of Bank wise Overdue Working Capital Limits**

₹ in Crore

Name Of Lender	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
	Fund Based	Non Fund Based	Fund Based	Non Fund Based
State Bank of India	141.51	925.90	114.01	946.18
Canara Bank	65.40	739.30	73.02	639.30
ICICI Bank Ltd	10.56	26.88	4.79	26.88
Indian Overseas Bank	13.00	126.30	13.52	110.69
Union Bank of India	11.48	208.91	6.57	225.80
Punjab National Bank	46.28	363.68	44.00	320.09
Bank of Baroda	46.94	95.73	36.54	95.73
IDBI Bank Ltd	15.69	265.45	15.73	235.22
<b>Total</b>	<b>350.88</b>	<b>2752.15</b>	<b>308.20</b>	<b>2599.89</b>





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**Note 17(ii) Trade and Other Payables**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Trade Payables:		
Micro, Small and Medium Enterprises	1.05	1.30
Acceptances	-	51.14
Other than Acceptances	47.38	2274.15
Subsidiary Companies	-	-
<b>Total Trade and Other Payables</b>	<b>48.43</b>	<b>2326.58</b>

**Note 17(iii) Other Financial Liabilities**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Current Maturities of Long Term Borrowings		
Rupee Term Loans - Recalled by Banks	966.65	-
Rupee Term Loans - Overdue Principal Instalments	15.00	188.65
Rupee Term Loans - Instalments falling due in next 12 Months	20.00	191.18
ECBs & FCTLs - Recalled by Banks	1286.91	-
ECBs & FCTLs - Overdue Principal Instalments	100.03	201.17
ECBs & FCTLs - Instalments falling due in next 12 Months	68.78	363.10
Interest Accrued & due on Term Loans	440.67	211.43
Interest Accrued but not due on Term Loans	25.09	22.70
Intrest Due but not paid on other Borrowing	340.18	130.77
<b>Total - Other Financial Liabilities</b>	<b>3263.31</b>	<b>1309.00</b>

**Details of Current Maturities, Overdue Principal & Interest**

Lender Name & Loan Reference	As at 31 <sup>st</sup> March, 2018				As at 31 <sup>st</sup> March, 2017			
	Current Maturities	Over Due Principal	Loans Recalled by Banks	Int. Accrd & Due	Current Maturities	Over Due Principal	Loans Recalled by Banks	Int. Accrd & Due
<b>(A) Rupee Term Loan</b>								
Phoenix ARC /(South Indian Bank)	20.00	15.00	-	28.32	15.00	-	-	14.23
Punjab National Bank 400 Crs	-	-	99.65	24.76	18.68	23.36	-	12.45
Bank of Baroda 50 Crs	-	-	32.50	7.35	7.50	7.50	-	3.49
Vijaya Bank 150 Crs	-	-	93.75	28.79	25.00	25.00	-	13.79
Syndicate Bank 175 Crs	-	-	148.75	44.81	35.00	43.75	-	21.55
Vijaya Bank 100 Crs	-	-	100.00	27.97	20.00	5.00	-	13.57
Oriental Bank of Commerce 150 Crs	-	-	149.34	39.05	25.00	25.00	-	18.83
Indian Overseas Bank-Corporate Loan	-	-	45.63	12.70	2.50	2.50	-	5.80
State Bank oof India 200 Crs	-	-	83.65	17.16	30.00	30.00	-	8.78
State Bank oof India -Corporate Loan 100 Crs	-	-	90.00	18.86	5.00	5.00	-	9.65
Exim Bank 50 Crs	-	-	34.38	8.96	7.50	9.38	-	4.31
Exim Bank -89 Crs(FCTL-15 Mio)	-	-	89.01	13.02	19.45	12.16	-	4.88
<b>Total Rupee Term Loan (A)</b>	<b>20.00</b>	<b>15.00</b>	<b>966.65</b>	<b>271.75</b>	<b>210.63</b>	<b>188.65</b>	<b>-</b>	<b>131.32</b>



Lender Name & Loan Reference	As at 31 <sup>st</sup> March, 2018				As at 31 <sup>st</sup> March, 2017			
	Current Maturities	Over Due Principal	Loans Recalled by Banks	Int. Accrd & Due	Current Maturities	Over Due Principal	Loans Recalled by Banks	Int. Accrd & Due
<b>(B) Foreign Currency Loans</b>								
State Bank of Mauritius ECB US\$ 10 Mios	14.63	21.04	-	6.69	12.97	8.01	-	3.31
Afr Asia Bank Limited ECB US\$ 7 Mios	10.24	15.87	-	4.68	9.08	6.74	-	2.32
Bank Of India ECB US\$ 30 Mios	43.90	63.12	-	20.98	38.90	24.02	-	10.40
Bank of Baroda ECB US\$ 15 Mios	-	-	89.10	10.04	19.45	12.01	-	4.97
Punjab National Bank ECB US\$ 25 Mios	-	-	148.50	17.48	32.42	20.02	-	8.67
Union Bank of India ECB US\$ 25 Mios	-	-	148.50	16.73	32.42	20.02	-	8.28
Indian Bank ECB US\$ 20 Mios	-	-	118.80	13.99	25.94	16.01	-	6.93
Canara Bank ECB US\$ 30 Mios	-	-	178.20	20.08	38.90	24.02	-	9.94
Indian Overseas Bank ECB US\$ 25 Mios	-	-	148.50	16.73	32.42	20.02	-	8.28
State Bank of India FCL US\$ 50 Mios	-	-	288.98	22.77	64.84	32.42	-	7.72
ICICI Bank Limited ECB US\$ 28 Mios	-	-	166.32	18.74	36.31	17.88	-	9.28
<b>Total Foreign Currency Loans (B)</b>	<b>68.78</b>	<b>100.03</b>	<b>1,286.91</b>	<b>168.92</b>	<b>343.65</b>	<b>201.17</b>	<b>-</b>	<b>80.12</b>
<b>TOTAL (A+B)</b>	<b>88.78</b>	<b>115.03</b>	<b>2,253.56</b>	<b>440.67</b>	<b>554.28</b>	<b>389.82</b>	<b>-</b>	<b>211.44</b>

**Note 18 Provisions**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Unpaid Salaries and Wages	0.57	0.13
Provision for Bonus	1.18	1.18
Provision for Expenses	57.45	58.08
Provision for Freight	-	0.24
<b>Total Provisions</b>	<b>59.20</b>	<b>59.64</b>

**Note 19 Other Current Liabilities**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Statutory Remittances (Contributions to PF and ESIC, Withholding Taxes, TDS, Excise Duty, VAT, Service Tax, etc.)	3.75	9.35
Advances from Customers - from Subsidiaries	-	-
- from Others	1.99	706.37
Other payables	1.68	5.07
<b>Total Other Current Liabilities</b>	<b>7.42</b>	<b>720.79</b>

**Note 20 Revenue from Operations**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Sale of Products	2434.52	3646.67
Traded Goods	911.50	1639.89
Other Operating Revenues	146.38	248.68
<b>Gross Revenue from Operations</b>	<b>3492.40</b>	<b>5535.24</b>
Less: Excise Duty *	(74.07)	(264.98)
<b>Total Revenue from Operations (Net)</b>	<b>3418.33</b>	<b>5270.26</b>



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Sale of Products Comprises	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Manufactured Goods **</b>		
Galvanised Plain (GP)/ Galvanised Corrugated (GC)	1212.82	1913.22
Prepainted Galvanised Iron (PPGI)	462.50	678.82
Cold Rolled Closed Annealed (CRCA) & Others ***	759.20	1054.63
<b>Total - Sale of Manufactured Goods</b>	<b>2434.52</b>	<b>3646.67</b>
<b>Traded Goods</b>		
Sales Domestic Trading / Service Centre	41.27	532.67
Sales Domestic Trading - High Seas Sales	-	74.68
Sales-Deemed Exports	-	-
Sales Merchandise Exports	870.24	1032.55
<b>Total - Sale of Traded Goods</b>	<b>911.51</b>	<b>1639.89</b>
<b>Total - Sale of Products</b>	<b>3346.03</b>	<b>5286.56</b>
<b>Other Operating Revenues</b>		
Sale of Scrap/ Arising	82.27	128.21
Duty Drawback and Other Export Incentives( FMS and MEIS)	4.30	28.67
Conversion Charges on Contract Manufacturing	59.80	91.80
Sale of Surplus Generated Power	-	-
<b>Total Other Operating Revenues</b>	<b>146.37</b>	<b>248.68</b>

\* Does not include ₹ 3.25 Crores (Previous Year 50.24), Excise Duty paid against Job work despatches under Rule 10A.

\*\* Manufactured Sales includes Export Sales worth ₹ 187.30 Crores ( Previous Year ₹ 1310.92 Crores)

\*\*\* Includes Hot Rolled Picked & Oiled Products (HRPO), Tube Products and Re-Processed Arisings.

**Note 21 Other Income**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Interest Income - Operational	1.43	9.52
- Non-Operational	0.03	-
Other Non-Operating Income	67.99	54.40
<b>Total Other Income</b>	<b>69.45</b>	<b>63.92</b>

**Note 22 Cost of Materials Consumed**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Opening Stock	238.08	263.13
Add: Purchases	1648.33	2786.32
	<b>1886.41</b>	<b>3049.45</b>
Less: Closing Stock	(1.96)	(238.08)
<b>Cost of Material Consumed</b>	<b>1884.45</b>	<b>2811.37</b>



<b>Cost of Materials Consumed</b>		
Hot Rolled Coil	1502.64	2065.33
Cold Rolled Coils	150.66	317.21
Zinc & Metal	194.77	366.26
Paint	36.38	62.57
<b>Total Cost of Material Consumed</b>	<b>1884.45</b>	<b>2811.37</b>

**Note 23 Purchase of Traded Goods**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Purchase of Trade goods</b>		
Trading Purchases Hot Rolled Coil - Domestic	15.37	75.81
Trading Purchases Others - Domestic	25.76	408.94
Trading Purchases - Imports	638.81	1217.80
<b>Total Purchase of Traded Goods</b>	<b>679.94</b>	<b>1702.56</b>

**Note 24 Changes in Inventories of Finished Goods, Work-in-Progress , Traded Goods**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Inventories at the end of the year:</b>		
Finished Goods at Plant	0.02	91.07
Finished Goods at Port	-	39.41
Arisings	0.05	3.74
Work-in-Process	1.42	79.90
Traded Goods	18.34	218.47
	<b>19.83</b>	<b>432.59</b>
<b>Inventories at the beginning of the year:</b>		
Finished Goods at Plant	91.07	108.24
Finished Goods at Port	39.41	0.86
Arisings	3.74	7.57
Work-in-Process	79.90	65.11
Traded Goods	218.47	104.37
	<b>432.59</b>	<b>286.15</b>
<b>Net (Increase) / Decrease in Inventories</b>	<b>412.76</b>	<b>(146.44)</b>

**Note 25 Employee benefits expense**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Salaries and Wages	91.56	95.99
Contributions to Provident and other Funds	6.19	4.55
Staff Welfare Expenses	4.35	5.13
<b>Total Employee Benefit Expenses</b>	<b>102.10</b>	<b>105.67</b>



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Liability for employee benefits has been determined by an actuary, appointed for the purpose in conformity with the principles set out in the Ind-AS 19, the details of which are as follows:

Amount to be recognised in Balance Sheet	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Gratuity</b>		
Defined Benefit Obligations	21.25	18.77
Present Value of Unfunded Obligations	6.11	3.95
Fair Value of Plan Assets (managed by insurer)	15.14	14.82
<b>Net Liability</b>	<b>6.11</b>	3.95
Amounts in Balance Sheet		
Liability	21.25	18.77
Assets	15.14	14.82
<b>Net Liability</b>	<b>6.11</b>	3.95
<b>Expenses to be recognised in the Statement of P&amp;L</b>		
Current Service Cost	1.56	1.40
Interest on Defined Benefit Obligation	1.34	1.47
Expenses Levied by Insurance Company	0.20	0.16
Expected Return on Plan Assets	(1.10)	(1.07)
Re-measurement - Return on Assets	(0.40)	(0.10)
Net Actuarial Losses/(Gains) Recognised in Year	1.41	(1.30)
<b>Total, included in "Employee Benefit Expense"</b>	<b>3.01</b>	0.56
Actual Return on Plan Assets	1.10	1.07
<b>Reconciliation of Benefit Obligations &amp; Plan Assets For the Period</b>		
<b>Change in Defined Benefit Obligation</b>		
<b>Opening Defined Benefit Obligation</b>	<b>18.77</b>	19.68
Current Service Cost	1.56	1.40
Interest Cost	1.34	1.47
Actuarial Losses/ (Gains)	1.41	(1.30)
Benefits Paid/ Accrued but not paid	(1.83)	(2.47)
<b>Closing Defined Benefit Obligation</b>	<b>21.25</b>	18.77
<b>Change in Fair Value of Assets</b>		
<b>Opening in Fair Value of Plan Assets</b>	<b>14.82</b>	13.53
Expected Return on Plan Assets	1.10	1.07
Changes due to effect of any business combination	-	0.14
Contributions by Employer	1.45	2.80
Benefits Paid/ Accrued but not paid	(1.83)	(2.47)
Re-measurement - Return on Assets	(0.40)	(0.10)
Payments due to the Company	-	(0.14)
Expenses Levied by Insurance Company	-	(0.16)
Balance with the Bank	-	0.15
<b>Closing Fair Value of Plan Assets</b>	<b>15.14</b>	14.82
<b>Principal Actuarial Assumptions (Expressed as Weighted Averages)</b>		
Discount Rate (p.a.)	0.08	0.08
Expected Rate of Return on Assets (p.a.)	0.09	0.09
Salary Escalation Rate (p.a.)	0.07	0.07



Amount to be recognised in Balance Sheet	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Leave Encashment</b>		
Present Value of Funded Obligations	-	-
Present Value of Unfunded Obligations	5.94	5.77
Fair Value of Plan Assets (managed by insurer)	-	-
<b>Net Liability</b>	<b>5.94</b>	<b>5.77</b>
Amounts in Balance Sheet		
Liability	5.94	5.77
Assets	-	-
<b>Net Liability</b>	<b>5.94</b>	<b>5.77</b>
<b>Expenses to be recognised in the Statement of Profit &amp; Loss</b>		
Current Service Cost	0.89	1.23
Interest on Defined Benefit Obligation	0.42	0.43
Expected Return on Plan Assets	Nil	Nil
Net Actuarial Losses/(Gains) Recognised in Year	(0.78)	(1.00)
<b>Total, included in "Employee Benefit Expense"</b>	<b>0.53</b>	<b>0.66</b>
Actual Return on Plan Assets	-	-
<b>Principal Actuarial Assumptions (Expressed as Weighted Averages)</b>		
Discount Rate (p.a.)	0.08	0.08
Salary Escalation Rate (p.a.)	0.07	0.07

**Note 26 Other Expenses**

₹ in Crore

Particulars	For the Year Ended 31 <sup>st</sup> March, 2018	For the Year Ended 31 <sup>st</sup> March, 2017
<b>Manufacturing Expenses</b>		
Power Consumption	104.03	143.03
Coal Consumed	67.40	68.48
Power Captively Consumed	(89.52)	(128.53)
Power Captively Consumed - Steam	(6.99)	(8.68)
Consumption of Steam	6.99	8.68
Fuel Consumption	40.44	55.68
Water Charges	2.90	2.45
Stores & Spares Consumed	37.40	59.77
Repairs & Maintenance to Plant	21.16	24.00
Other Manufacturing Expenses	18.47	18.94
Conversion Cost on Unbilled Jobwork Stock	(3.47)	-
<b>Total Manufacturing Expenses</b>	<b>198.81</b>	<b>243.82</b>
<b>Selling and Distribution Expenses</b>		
International Freight	10.46	58.19
F.O.B. Expenses	7.56	19.33
Local Freight	32.91	26.23
Brokerage & Commission	1.77	2.75
Other Expenses	9.43	9.57
Packing Material Consumed	30.19	48.26
Provision for Bad & Doubtful Debts	0.01	77.09
<b>Total Selling and Distribution Expenses</b>	<b>92.33</b>	<b>241.41</b>



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<b>Administrative Expenses</b>		
Insurance	8.52	9.88
Travelling & Conveyance	5.39	5.70
Rent, Rates & Taxes	8.97	6.53
Legal , Professional & Consultancy Charges	36.63	36.14
Repairs & Maintenance to Building	8.50	6.30
Repairs & Maintenance to others	3.08	3.14
Security charges	2.34	2.67
Other Expenses	8.25	14.21
Remuneration to CMD/DMD	2.01	1.96
Sundry Balance Written Off/(Written back)	1.34	0.39
Payment to Auditors - Audit Fees	0.21	0.18
-Tax Audit & Certifications	-	0.05
-Expenses Reimbursed	-	-
Loss on Sale of Fixed Assets	0.59	0.01
<b>Total Administrative Expenses</b>	<b>85.83</b>	87.16
<b>Total Other Expenses</b>	<b>376.97</b>	572.39

**Note 27 Finance Costs**

₹ in Crore

Particulars	For the Year Ended 31 <sup>st</sup> March, 2018	For the Year Ended 31 <sup>st</sup> March, 2017
<b>Interest Expense on:</b>		
(i) Borrowings - Long Term	235.17	220.11
(ii) Borrowings - Short Term	410.11	414.50
Other Borrowing Costs (Upfront Fees)	0.14	4.43
Loss on Sale of Investment	-	-
Net Loss on Foreign Currency Transactions and Translation	8.91	(17.73)
<b>Gross Interest and Financial Charges</b>	<b>654.33</b>	621.31
Interest & Financial Charges Charged to Capital Work In Progress	-	-
<b>Total Finance Costs</b>	<b>654.33</b>	621.31

**Note: 28 DEPRECIATION & AMORTISATION AS ON 31<sup>ST</sup> MARCH 2018**

**A) DEPRECIATION**

₹ in Crore

Particulars	GROSS BLOCK			DEPRECIATION					NET BLOCK	
	COST 1.4.2017	ADDITIONS	DEDUCTION	COST 31.03.2018	UP TO 1.4.2017	YEAR ENDED 31.03.2018	DEDUCTION ADJUSTMENT	TOTAL DEPRE- CIATION	AS AT 31.03.2018	AS AT 31.03.2017
<b>(A) TANGIBLE ASSETS</b>										
Land	1067.12	-	-	1067.12	-	-	-	-	1067.12	1067.12
Building & Site Development	854.68	-	-	854.68	231.54	31.24	-	262.78	591.90	623.14
Flats & Office Premises	4.93	-	-	4.93	0.61	0.08	-	0.68	4.25	4.33



Plant and Machinery	5316.30	-	-	5316.30	1626.62	216.21	-	1842.82	3473.47	3689.68
Furniture & Fixture	38.16	-	-	38.16	22.13	3.40	-	25.53	12.63	16.03
Office Equipments	10.32	-	-	10.32	4.57	0.39	-	4.96	5.36	5.76
Computers	13.93	0.01	-	13.94	12.19	0.54	-	12.73	1.21	1.74
Vehicles	10.21	-	8.32	1.89	6.20	1.19	6.01	1.38	0.51	4.02
Housing Complex	40.70	-	-	40.70	4.70	0.65	-	5.36	35.35	36.00
<b>TOTAL (A)</b>	<b>7356.36</b>	<b>0.01</b>	<b>8.33</b>	<b>7348.04</b>	<b>1908.55</b>	<b>253.71</b>	<b>6.01</b>	<b>2156.24</b>	<b>5191.80</b>	<b>5447.82</b>
<b>(B) INTANGIBLS ASSETS</b>										
Computer Software	23.90	-	-	23.90	14.11	4.77	-	18.88	5.02	9.79
<b>TOTAL (II)</b>	<b>23.90</b>	<b>-</b>	<b>-</b>	<b>23.90</b>	<b>14.11</b>	<b>4.77</b>	<b>-</b>	<b>18.88</b>	<b>5.02</b>	<b>9.79</b>
<b>TOTAL (I+II)</b>	<b>7380.26</b>	<b>0.01</b>	<b>8.33</b>	<b>7371.94</b>	<b>1922.65</b>	<b>258.49</b>	<b>6.01</b>	<b>2175.12</b>	<b>5196.82</b>	<b>5457.62</b>
PREVIOUS YEAR	7344.41	36.24	0.07	7380.58	1664.85	258.15	0.02	1922.97	5457.61	-

**B) Amortisation Expense**

₹ in Crore

Particulars	For the Year Ended 31 <sup>st</sup> March, 2018	For the Year Ended 31 <sup>st</sup> March, 2017
Amortisation of ECB issue expenses and Exchange Loss	-	28.26
<b>Total Amortisation Expenses</b>	<b>-</b>	<b>28.26</b>

**Note 29 Exceptional Item**

₹ in Crore

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Exceptional Item	-	-
<b>Total Exceptional Item</b>	<b>-</b>	<b>-</b>

**30 Contingent Liabilities not provided for in respect of:**

₹ in Crore

Sr. No.	Particulars	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2017
(a)	Letters of Credit outstanding	NIL	51.14
(b)	Bank Guarantees	6.19	25.10
(c)	Estimated amount of contracts remaining to be executed on capital account and not provided for	6.56	Nil
(d)	Disputed Statutory Liabilities	16.64	16.99

The Company had given a corporate guarantee of ₹ 87.54 Crores (Previous Year ₹ 87.54 Crores) to Commissioner of Customs against export obligation of Uttam Galva Metallics Limited.

The Company had given a corporate guarantee of US\$ 22 Million (US\$ 22 Million) to Macquarie Bank Limited, against Working Capital Facility availed by Uttam Galva North America Inc, a wholly owned subsidiary.

The Company had given a corporate guarantee of US\$ 12.50 Million (US\$ 12.50 Million) to Brown Brothers Harriman & Co. (BBH) against Working Capital Facility availed by Uttam Galva North America Inc, a wholly owned subsidiary.

**31 Taxation.**

- (a) The Company does not have any taxable income as per the provisions of the Income Tax Act, 1961, nor liable to MAT (Minimum Alternate Tax), hence no provision has been made.





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32 In respect of Jointly Controlled Entities, The Company's share of assets, liabilities, incomes and expenditures of Joint Venture Company is as follows:

₹ in Crore

Particulars	Moira Madhujore Coal Ltd.		Texturing Technology Pvt. Ltd.	
	As on 31-03-2018	As on 31-03-2017	As on 31-03-2018	As on 31-03-2017
<b>1. Assets</b>				
a) Fixed Assets (Incl. CWIP)	-	-	2.53	3.15
b) Non - Current Assets	-	-	0.46	0.01
c) Current Assets	0.94	0.92	5.10	5.57
<b>2. Liabilities</b>				
a) Secured / Unsecured Loans	-	-		
b) Non - Current Liabilities	-	-	-	0.26
c) Current Liabilities	0.04	0.05	0.25	0.80
<b>3. Income</b>	0.04	0.06	4.62	3.64
<b>4. Expenditure</b>	0.02	0.02	4.44	3.49

33 (a) List of Related Parties As per Ind-AS 28, with whom the Company have entered into transactions during the year in the ordinary course of business:

(i) Key Managerial Personnel:

Mr. Anuj R Miglani                      Mr. Gursharan Sahwney                      Mr. R Agrawal

(ii) Other Related Parties

(Associates of the Company/Enterprises over which key management personnel and/or their relatives exercise significant influence)

Associates where the company does not have significant influence

Grow Well Mercantile Private Limited	Sainath Trading Company Private Ltd
Evergreen Tradeplace Private Limited	Kredence Multi Trading Ltd
Shree Uttam Steel and Power Limited	Archisha Steels Private Ltd.
Uttam Galva Metallica Limited	Uttam Value Steels Ltd.
Uttam Utkal Steels Limited.	Uttam Galva International PTE Ltd

(b) Details of transactions with related parties referred to in (a)(ii) above:

₹ in Crore

Particulars	Ability to Contol/ Exercise significant influence		Associates	
	2017-18	2016-17	2017-18	2016-17
Sale of goods / services	-	152.10	-	367.99
Purchase of goods / services	-	150.11	-	1058.64
Rent Payment	-	2.05	-	1.91
Re-imbusement of expense	-	0.25	-	33.09
Manpower Cost Recovered	-	1.21	-	



**34 Earning Per Share (EPS)**

<b>Earnings Per Share (EPS) Basic and Diluted</b>	<b>2017-18</b>	<b>2016-17</b>
<b>a) Including Extraordinary Income</b>		
Profit for the Year (Before Other Comprehensive Income)	<b>(881.07)</b>	<b>(437.27)</b>
Weighted average No. of Ordinary shares of Rs.10 each for Basic EPS	142,260,103	142,260,103
Earnings per Share (EPS) Basic & Diluted (Rupees)	<b>(61.93)</b>	<b>(30.75)</b>
<b>b) Excluding Extraordinary Income</b>		
Profit for the Year (Before Other Comprehensive Income)	<b>(881.07)</b>	<b>(437.27)</b>
Weighted average No. of Ordinary shares of Rs.10 each for Basic EPS	142,260,103	142,260,103
Earnings per Share (EPS) Basic & Diluted (Rupees)	<b>(61.93)</b>	<b>(30.74)</b>

**35. Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements:**

Sr. No	Name of the Entity in the Group	Net Assets, i.e. Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of consolidated Net Assets	Amount	As % of consolidated Profit/(Loss)	Amount	As % of consolidated Other comprehensive Income	Amount	As % of consolidated Total Comprehensive Income	Amount
<b>Subsidiaries (Foreign)</b>									
1	Uttam Galva Holdings Ltd	-	20.07	-	(0.02)	-	-	-	(0.02)
2	Atlantis International Services Ltd	-	(1.62)	-	(0.01)	-	-	-	(0.01)
3	Uttam Galva Steels ,Netherlands BV	-	(24.16)	-	(0.01)	-	-	-	(0.01)
4	Neelraj International Trade Ltd	-	(8.91)	-	(0.01)	-	-	-	(0.01)
5	Uttam Galva Steels (BVI) Ltd	-	(9.96)	-	(0.62)	-	-	-	(0.62)
6	Uttam Galva North America INC	-	59.07	-	0.16	-	-	-	0.16
7	Uttam Exports BVI	-	7.37	-	(1.82)	-	-	-	(1.82)
8	Uttam Galva International FZE-Step Down Subsidiary	-	61.43	-	2.21	-	-	-	2.21
<b>Joint Ventures (Indian)</b>									
1	Texturing Technology Pvt Ltd (TTPL)	-	7.84	-	0.17	-	-	-	0.17
2	Moirā Madhujore Coal Ltd	-	0.89	-	0.02	-	-	-	0.02

**36. Previous Year's figures are regrouped and rearranged wherever necessary.**

As per our Report of even date

For and on behalf of the Board of Directors

For **Todarwal & Todarwal LLP**  
Firm Registration No: 111009W/W100231

**Rajinder Miglani**  
Chairman  
(DIN: 00286788)

**Anuj R Miglani**  
Managing Director & CEO  
(DIN: 0028709)

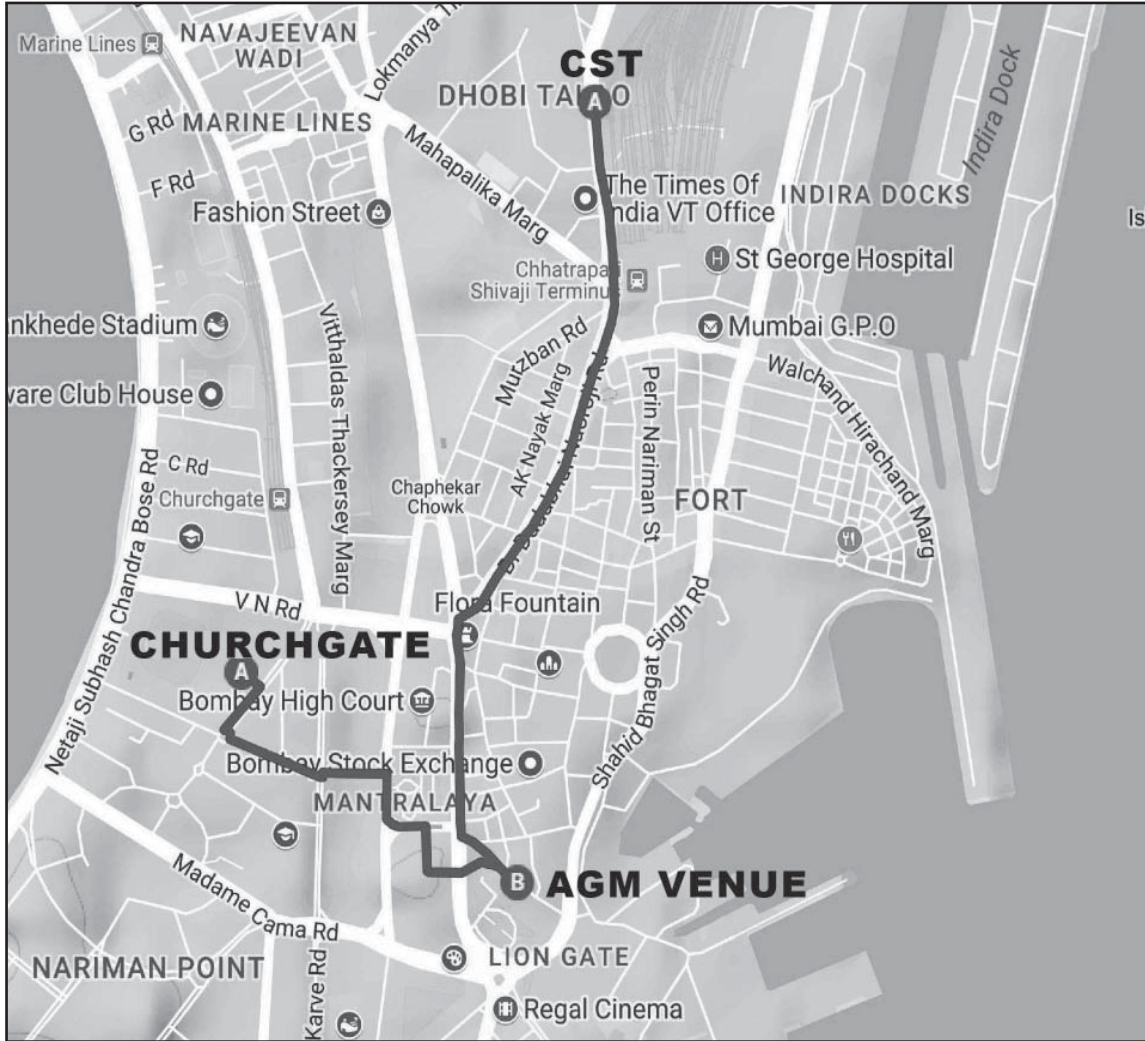
**Sunil Todarwal**  
Partner  
(Membership No. 32512)

**Gursharan Singh Sawhney**  
Director (Finance) & Group CFO  
(DIN: 02339467)

**R Agrawal**  
President & Company Secretary  
(FCS: 2174)

Date : 7<sup>th</sup> April, 2018  
Place : Mumbai

## ROUTE MAP FOR AGM VENUE



### AGM Venue:

M. C. Ghia Hall, 4<sup>th</sup> Floor,  
18/20, K. Dubash Marg,  
Kala Ghoda, Mumbai – 400 001.



Registered office: Uttam House, 69, P. D'Mello Road, Mumbai: 400 009.  
Tel. No. 022 66563500, Fax No.: 022 23485025, CIN: L27104MH1985PLC035806  
Website: [www.uttamgalva.com](http://www.uttamgalva.com), E-Mail: [shares@uttamgalva.com](mailto:shares@uttamgalva.com).

### ATTENDANCE SLIP

(To be presented at the entrance)

33<sup>rd</sup> Annual General Meeting of Uttam Galva Steels Limited to be held on the 27<sup>th</sup> day of July, 2018, at 11:00 a.m. on Friday at M.C. Ghia Hall, 18/20, K. Dubash Marg, Mumbai- 400001.

<b>Name and Address of Shareholder or Proxy</b>	
<b>Folio No.</b>	
<b>DP ID - Client ID</b>	
<b>No. of Shares</b>	

I / We, hereby record my/ our attendance at the 33<sup>rd</sup> Annual General Meeting of Uttam Galva Steels Limited to be held on the 27<sup>th</sup> day of July, 2018, at 11:00 a.m. on Friday at M.C. Ghia Hall, 18/20, K. Dubash Marg, Mumbai- 400001.

Signature of Shareholder or Proxy \_\_\_\_\_

E-mail address \_\_\_\_\_

**Note:**

1. Please fill up this attendance slip and hand it over at the entrance of the Meeting hall.
2. Members are requested to bring their copies of the Annual Report at the Meeting.
3. Please strike off whichever is not applicable.



# UTTAM GALVA STEELS LIMITED

Registered office: Uttam House, 69, P. D'Mello Road, Mumbai: 400 009.  
Tel. No. 022 66563500, Fax No.: 022 23485025, CIN: L27104MH1985PLC035806  
Website: [www.uttamgalva.com](http://www.uttamgalva.com), E-Mail: [shares@uttamgalva.com](mailto:shares@uttamgalva.com).

## FORM NO. MGT-11 : PROXY FORM

Pursuant to the Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Name of the Member(s)			
Registered Address			
Email-id			
Folio No. /Client ID No.		DP ID No	

I/We, being the Member(s) of \_\_\_\_\_ Equity Shares of the above named Company, hereby appoint

- Name : \_\_\_\_\_ E-mail id: \_\_\_\_\_  
Address : \_\_\_\_\_  
\_\_\_\_\_  
Signature \_\_\_\_\_ or failing him
- Name : \_\_\_\_\_ E-mail id: \_\_\_\_\_  
Address : \_\_\_\_\_  
\_\_\_\_\_  
Signature \_\_\_\_\_ or failing him
- Name : \_\_\_\_\_ E-mail id: \_\_\_\_\_  
Address : \_\_\_\_\_  
\_\_\_\_\_  
Signature \_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of Uttam Galva Steels Limited to be held on the 27<sup>th</sup> day of July, 2018, at 11:00 a.m. on Friday at M.C. Ghia Hall, 18/20, K. Dubash Marg, Mumbai- 400001.

and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
<b>Ordinary Business</b>	
1(a)	Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2018.
1(b)	Adoption of Audited Consolidated Financial Statements for the year ended 31 <sup>st</sup> March, 2018.
2	Reappointment of Shri Rajiv Munjal (DIN 05195651) who retires by rotation and being eligible, offers himself for reappointment.
3	Ratification of Appointment of M/s. Tadarwal & Tadarwal, Chartered Accountants as Statutory Auditor of the Company & to fix their remuneration.
<b>Special Business</b>	
4	Appointment of Shri Arvind Kumar Gupta (DIN: 03203379) as a Independent Director of the Company.
5	Appointment of Smt. Jagath Chandra (DIN: 07147686) as a Independent Director of the Company.
6	Ratification of the Remuneration of the Cost Auditor for the financial year 2018 - 2019.

Signed this..... day of..... 2018

Affix  
Revenue  
Stamp

Signature of Shareholder.....

Signature of Proxy holder(s).....

### Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Please complete all details including details of member(s) before submission.





If undelivered please return to:

M/S UNIVERSAL CAPITAL SECURITIES PVT. LTD.

(UNIT: UGSL)

21, Shakil Niwas,

Mahakali Caves Road,

Andheri (East),

Mumbai - 400 093.

Tel. No. : 022 28207203 / 05

E-mail : [info@unisec.in](mailto:info@unisec.in)