

Uttam Galva Steels Limited

Registered office: Uttam House, 69, P. D' Mello Road, Mumbai - 400 009
Phone: +91-22-66563500 • Fax: +91-22-23485025
CIN No.: L27104MH1985PLC035806
Website: www.uttamgalva.com



3rd September, 2020

To,

BSE Limited
Mumbai- 400001

National Stock Exchange of India Limited
Mumbai- 400051

Sub: Annual Report of the Company and Notice convening 35th Annual General Meeting.

Dear Sir/ Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the financial year 2019-20 along with Notice of 35th Annual General Meeting (AGM). The said annual report along with the notice of AGM is also uploaded on the website of the Company at www.uttamgalva.com.

We would also like to inform that Registrar and Share Transfer Agent (RTA) of the Company i.e Universal Capital Securities Private Limited, has shifted its Office to following address with effect from 1st September 2020:

Universal Capital Securities Private Limited.

C 101, 247 Park, LBS Road, Vikhroli West,

Mumbai - 400083.

Tel Nos. : (022) 28207203-05 ; Fax No. : (022) 28207207

Email id : info@unisec.in ; Website: www.unisec.in.

You are requested to update the abovementioned details on your website and records and kindly make all future communications addressing to our RTA at its above new address only.

Kindly take the same on your records.

Thanking you,
For **UTTAM GALVA STEELS LIMITED**

Sd/-

Raggvendra Agrawal
Executive Director & Company Secretary

Encl: As above

Note: As permitted, this notice is being submitted under "Sd/-" mode pursuant to guidelines issued by both the stock exchanges for submissions of compliances in the wake of outbreak of the COVID pandemic.



UTTAM

35th

Annual Report

2019-2020

UTTAM GALVA STEELS LIMITED

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

EXECUTIVE DIRECTOR & COMPANY SECRETARY RAGGVENDRA AGRAWAL

CORPORATE IDENTIFICATION NO.(CIN) L27104MH1985LPC035806

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

LEAD BANK STATE BANK OF INDIA

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

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

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NOTICE

NOTICE is hereby given that the **35th ANNUAL GENERAL MEETING (AGM)** of the Members of the Company will be held on Friday, the 25th September, 2020, at 11:00 a.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) The Audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors thereon, and
 - b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the Report of the Auditors thereon.
2. To reappoint Shri Rajiv Munjal (DIN: 05195651), who retires by rotation and being eligible, offers himself for reappointment as a Director.
3. To reappoint the Statutory Auditors of the Company for term of 5 (five) consecutive years, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all 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) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Todarwal & Todarwal LLP, Chartered Accountants, (Firm Registration No. 111009W), be and are hereby re-appointed as Statutory Auditors of the Company for term of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2025, 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 Surendra Sharma (DIN: 03539486), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 15th October, 2019 and who holds office upto the date of the ensuing Annual General Meeting under Section 161 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in terms of applicable articles of association of the Company, and who is eligible for appointment and has consented to act as a

Director of the Company be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or any amendment or any substitution or re-enactment(s) thereof for the time being in force and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Surendra Sharma (DIN:03539486), 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 14th October, 2024”.

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

“RESOLVED THAT subject to the provisions of the Sections 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded for the reappointment of Shri Gursharan Singh Sawhney (DIN: 02339467) as Whole Time Director designated as Director (Finance) & Group CFO for a period of Three years effective from 30th May, 2020 to 29th May, 2023 on the following terms & conditions:

Remuneration

Rs. 7,20,000/- per month by way of salary and other allowances.

Perquisites

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

PART A

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

PART B

- a. Provident Fund and Superannuation Fund: As per the rules of the Company.



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

RESOLVED FURTHER THAT Shri Gursharan Singh Sawhney be permitted use of the Company's car (maximum two) with driver for official purposes as per the policy of the Company, as may be amended from time to time.

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

RESOLVED FURTHER THAT the Company shall pay to or reimburse the Director (Finance) & Group CFO all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

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

RESOLVED FURTHER THAT the above appointment may be terminated at any time by giving 60 days' notice by either party.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby severally authorized to sign, execute and submits deeds, documents, papers, forms, advertisement, notice as may be require under section 197 (10) and other applicable provisions of the Companies Act, 2013."

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 Rs. 1,50,000/- (Rupees One Lakh and Fifty Thousand only) plus applicable taxes and out of pocket expenses payable to M/s. Manisha & Associates, Cost Accountant (Firm Registration No. 000321), appointed by the 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 2020-21, be and is hereby ratified."

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

"RESOLVED THAT pursuant regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members be and is hereby accorded to Shri Rajinder Miglani (DIN: 00286788), Non-Executive Director designated as Chairman of the Company, who will attain the age of 75 years on 8th April, 2021, to continue as Non-Executive Director designated as Chairman of the Company, liable to retire by rotation."

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

"RESOLVED THAT pursuant to regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members be and is hereby accorded to Smt. Jagath Chandra (DIN: 07147686), Non-Executive and Independent Woman Director of the Company, who will attain the age of 75 years on 31st August, 2020 to continue as Non-Executive Independent Woman Director of the Company till the expiry of her existing term i.e. upto 6th April, 2023, not liable to retire by rotation."

NOTES

1. As one of the measures to contain the spread of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 18th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting (AGM) through Video Conference (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business under Item Nos. 4 to 8 set out above and the details under Regulation 36(3) of the SEBI Listing Regulations, 2015 and clause 1.2.5 of Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the persons seeking appointment/ reappointment as Director at the AGM, is provided in the Corporate Governance report annexed as part of Directors report.



3. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
4. Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 35th AGM and the Annual Report for the year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, address, email id to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company at shares@uttamgalva.com.
 - For the Members holding shares in demat form, please update your email id through your respective Depository Participants (DP's).
5. Members may note that the Notice and Annual Report for the financial year 2019-20 will also be available on the Company's website www.uttamgalva.com, websites of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
6. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 35th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/ OAVM. Corporate Members intending to authorize their representatives to participate and vote at the Meeting are requested to email a certified copy of the Board resolution/ authorization letter to the Company at shares@uttamgalva.com or upload on the VC portal /e-voting portal.
8. To support the 'Green Initiative', Members who have not yet registered their email id are requested to register the same with their DP's in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
9. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email id, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP's in case the shares are held by them in electronic form and RTA of the Company namely Universal Capital Securities Private Limited- 21, Shakil Niwas, Mahakali Caves Road, Andheri (e), Mumbai 400093, in case the shares are held by them in physical form.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at an early date through email on shares@uttamgalva.com, the same will be replied by the Company suitably.
12. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September, 2020 to 25th September, 2020 (both days inclusive) for the purpose of AGM.
13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode during the Meeting by access to the website of the Company at www.uttamgalva.com.
14. The Meeting shall be deemed to be held at the registered office of the Company at Uttam House, 69, P D'Mello Road, Mumbai-400009.
15. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations Members have been provided with the facility to cast their vote electronically through the e-voting services provided by CDSL on all resolutions set forth in this Notice. The businesses set out in the Notice can be transacted through such voting.



16. INSTRUCTIONS FOR REMOTE E-VOTING:

- i) The voting period begins on Monday, 21st September, 2020 at 9.30 a.m. (IST) and ends on Thursday, 24th September, 2020 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, 18th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com
- iii) Click on Shareholders/ Members.
- iv) 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.OR
 - Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
 - Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) 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.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN of "UTTAM GALVA STEELS LIMITED" on which you choose to vote.
- xi) 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.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) 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.



- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi) 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.
- xvii) 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.
- 17. PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- ii) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 18.** If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Shri Nitin Kunder (022- 23058738) or Shri Mehboob Lakhani (022-23058543) or Shri Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- 19.** The voting rights of the Members shall be in proportion to their shares of the Paid up share capital of the Company as on 18th September , 2020.
- 20.** The Company has appointed Shri Jigarkumar Gandhi, Proprietor of M/s. JNG & Co., Company Secretaries, Mumbai, as the scrutinizer for conducting remote e-voting and the voting process at the AGM.
- 21. INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCE:**
- The Company has appointed CDSL to provide Video Conferencing facility for the AGM and the attendant enablers for the conduct of the AGM.
 - Members will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM by logging on the website of CDSL at <https://www.evotingindia.com> using their secure login credentials.
 - The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
 - Up to 1000 members will be able to join on a first come first served basis to the AGM.
 - No restrictions on account of First come first served basis entry into AGM will be applicable to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
 - The attendance of the Members (Members logins) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 - Members will be required to allow Camera, if any, and hence are encouraged to use Internet with a good speed to avoid any disturbance during the meeting.
 - Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID



and Client ID/folio number, PAN, mobile number to shares@uttamgalva.com from 18th September, 2020 (9:30 a.m. IST) to 20th September, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that, Members questions will be answered only if the shareholder continues to hold shares of the Company as of the cut-off date.

- Only those Members/ shareholders, who will be present in the AGM through Video Conference OAVM / facility and have not cast their vote through remote e-Voting are eligible to vote in the AGM. However, members who have voted through Remote e-Voting will be eligible to attend the AGM.
22. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 23. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
 24. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
 25. 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.
 26. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company 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.

ANNEXURE TO NOTICE

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

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

Item No. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Shri Surendra Sharma (DIN: 03539486) as an Additional Director in the category of Non-Executive and Independent Director with effect from 15th October, 2019. Pursuant to Section 161 of the Companies Act, 2013, Shri Surendra Sharma holds the office till the date of the ensuing Annual General Meeting of the Company.

Shri Surendra Sharma, aged 67 years, is a commerce graduate with more than 40 years of diverse experience mainly in the field of public relations and financial consultancy. He has worked with reputed Indian and International companies at a senior management position.

The Company has received declarations from Shri Surendra Sharma 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) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time.

Shri Surendra Sharma 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 14th October, 2024.

The Company has received notice in writing from a member under section 160 of the Act, proposing the candidature of Shri Surendra Sharma for the office of Director of the Company. In the opinion of the Board, Shri Surendra Sharma 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 an Independent Director setting out the terms and conditions will be available for inspection at the registered office with prior intimation upto the date of AGM.

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

Accordingly, the Board recommends the resolution as set out at Item No. 4 of the Notice in relation to appointment of Shri Surendra Sharma as an Independent Director, for approval of Members of the Company.



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

Item No. 5

The tenure of Shri Gursharan Singh Sawhney (DIN: 02339467), Whole Time Director of the Company designated as Director (Finance) & Group CFO, is due to expire on 29th May, 2020.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its Meeting held on 10th January, 2020 has, subject to the approval of Members, re-appointed Shri Gursharan Singh Sawhney as Whole Time Director designated as Director (Finance) & Group CFO, for a period of 3 (Three) years from the expiry of his present term, i.e. 30th May, 2020 on such terms and conditions as stated in the statement of information pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, which is mentioned hereinafter.

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

I. General Information

i) Nature of Industry:

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

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

The Company carries on the steel business since its incorporation.

iii) Financial performance based on given indicators:

Rs. in Crore

Particulars	Standalone		Consolidated	
	2019-2020	2018-2019	2019-2020	2018-2019
Total Comprehensive Income/ (Loss)	(1399.70)	(2123.76)	(1403.61)	(2126.79)
Net Worth (including balance in Profit & loss Account)	(3674.46)	(2274.74)	(3601.33)	(2197.72)
Earnings per Share	(98.48)	(149.46)	(99.41)	(150.82)
Turnover	523.17	571.55	553.64	772.54

iv) Foreign investments or collaborations, if any:

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

Details of Foreign Investments in the Company, Shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies as on 31st March, 2020, are as under:

Particulars	No. of Shares	%
Foreign Institutional Investors	123900	0.09
Foreign Nationals: Non Resident Indians (Repat)	1729488	1.22
Non Resident Indians (Non Repat)	243225	0.17
Non Resident Indians (Physical)	135340	0.10
Foreign Companies	--	--
Total	2231953	1.57

The Company has not entered into any material foreign collaboration.



II. Information about Shri Gursharan Singh Sawhney

Shri Gursharan Singh Sawhney, aged 67 years, is a Science Graduate, qualified Chartered Accountant from the Institute of Chartered Accountants of India and a qualified Company Secretary from the Institute of Company Secretaries of India. He also holds degree of Post Graduate Diploma in Business Management from XLRI. He has almost 45 years of experience in finance and accounts with Companies like Batliboi & Company and Ispat Industries. He specializes in project financing.

i) Past remuneration:

The remuneration paid to Shri Gursharan Singh Sawhney for the financial years 2019-20 & 2018-19 are as follows:

Year	Amount
2019-20	Rs. 87,83,920/-
2018-19	Rs. 86,20,920/-

ii) Job profile and his suitability:

Shri Gursharan Singh Sawhney has almost 45 years of experience in finance and accounts having worked with reputed companies like Tata Motors Limited, Brooke Bond India Limited, Shalimar Paints, Bush Boake Allen, Batliboi & Company and Ispat Industries. He specializes in project financing and is a key strategist. He has been associated with the Company since the year 2001 and his continuity and vast experience will be immensely useful in this challenging time.

iii) Remuneration: Rs. 7,20,000/- per month by way of salary and other allowances.

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

PART A

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

PART B

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

iv) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person in case of expatriates the relevant details would be with respect to the country of his origin:

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

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

Shri Gursharan Singh Sawhney is in pecuniary relationship with the Company to the extent he draws remuneration and other benefits as Whole Time Director of the Company.

III. Other Information

i) Reason of Loss:

Company's performance has been adversely affected due to lack of working capital, absence of support from the vendors and initiation of insolvency proceedings against the Company by financial and operational creditors.

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

Despite adverse circumstances the management has been able to carry on the manufacturing activity on job work basis and making all efforts to optimize the capacity utilization to recover its fixed costs and overheads.



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

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

IV. Disclosures

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

While considering the payment of remuneration of Shri Gursharan Singh Sawhney as Director (Finance) & Group CFO of the Company, the Board of Directors considered his contribution in the Company as a Key strategist. The Board also considered that during the current slowdown in the Company, there has been a considerable increase in the duties and responsibilities performed by the Director (Finance) & Group CFO and after considering the prevailing managerial remuneration in industry, the Board of Directors at their Meeting and on the recommendations made by the Nomination and Remuneration Committee, has approved the Remuneration of Rs. 7,20,000/- per month to be paid to Shri Gursharan Singh Sawhney in line with the remuneration approved by Lenders vide letter no. AMT-4/2017-18/249 dated 6th December, 2017 received from the State Bank of India for the period from 30th May, 2017 to 29th May, 2020. The Company will seek approval from the lenders and/ or Committee of Creditors, if constituted for the remuneration payable for his current tenure.

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

Shri Gursharan Singh Sawhney is the Chairperson of the Corporate Social Responsibility Committee and Member of Stakeholder Relationship Committee of the Company.

The details as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Shri Gursharan Singh Sawhney proposed to be appointed as Director, is provided in the Corporate governance report which is part of this Annual report.

As per requirement of Schedule V of the Act, Members approval by way of Special Resolution is required for payment to remuneration to Whole-time Directors in excess of limits prescribed under the Companies Act, 2013 in case of absence of profits in any financial year. Hence, consent of the Members is sought for passing a Special Resolution as set out in Item No. 5 of the Notice for payment of remuneration to Shri Gursharan Singh Sawhney.

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

Shri Gursharan Singh Sawhney may be deemed to be concerned or interested, financially or otherwise, to the extent of his remuneration and shareholding in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives is in any way, concerned or interested, in this resolution.

Item No. 6

The Board, on the recommendation of the Audit Committee in their Meeting held on 8th May, 2020 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 ending 31st March, 2021 at the remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus taxes and reimbursement of out of pocket expenses on actuals. Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, 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 31st March, 2021.

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

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, in this resolution set out in Item No. 6 of the Notice.



Item No. 7:

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Lisiting Regulations'), as amended vide SEBI Lisiting Regulations (Amendment) Regulations, 2018 w.e.f. 1st April, 2019, no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Shri Rajinder Miglani (DIN: 00286788) Non Executive Director designated as Chairman, will attain the age of 75 years on 8th April 2021. In pursuant to the aforesaid regulation of LODR, the approval of Shareholders is being sought by way of Special Resolution at this Annual General Meeting of the Company for his continuation as Non-Executive Director designated as Chairman of the Company after 8th April, 2021 and that he is liable to retire by rotation.

Shri Rajinder Miglani-Non Executive Director designated as Chairman is Science graduate. He is an Industrialist and having more than 50 years of experience in steel Industry. He is one of the founder promoters of the Company and on the board since the inception of the Company.

The Board of Directors accordingly recommends the Special Resolution as mentioned at item no. 7 of this Notice for approval of the Members of the Company.

Save and except Shri Rajinder Miglani, to the extent of his shareholding interest, and his son Shri Anju R Miglani- Managing Director & CEO in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the special resolution set out at Item Nos. 7 of the Notice.

Item No. 8:

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Lisiting Regulations'), as amended vide SEBI Lisiting Regulations (Amendment) Regulations, 2018 w.e.f. 1st April, 2019, no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Smt. Jagath Chandra (DIN: 07147686), Non-Executive and Independent Woman Director of the Company will attain the age of 75 years on 31st August, 2020. In view of regulation 17(1A) of Lisiting Regulations, the approval of Shareholders is being sought by way of Special Resolution at this Annual General Meeting of the Company for her continuation as Non-Executive and Independent Woman Director of the Company after 31st August, 2020 till the expiry of her existing term i.e. upto 6th April, 2023 and that she is not liable to retire by rotation.

Smt. Jagath Chandra- Non-Executive and Independent Woman Director, is Science Graduate and having more than 40 years of experience in public relations and consultancy.

The Board of Directors accordingly recommends the Special Resolution as mentioned at item no. 8 of this Notice for approval of the Members of the Company.

Save and except Smt. Jagath Chandra and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the special resolution set out at Item Nos. 8 of the Notice.

Registered Office:

Uttam House, 69, P. D'Mello Road, Mumbai-400 009.
CIN: L27104MH1985PLC035806
Date : 8th May, 2020
Place: Mumbai

By Order of the Board
For **UTTAM GALVA STEELS LIMITED**
SD/-
Raggvendra Agrawal
Executive Director & Company Secretary



DIRCETORS' REPORT

To,
The Members

Your Directors would like to present the 35th Annual Report on the Business and Operations of the Company, along with the Audited Financial Statements for the Financial Year ended 31st March, 2020.

FINANCIAL SUMMARY & HIGHLIGHTS

Rs. in Crore

Particulars	Standalone		Consolidated	
	Financial Year ended 31 st March, 2020	Financial Year ended 31 st March, 2019	Financial Year ended 31 st March, 2020	Financial Year ended 31 st March, 2019
Gross Sales Turnover	490.96	556.44	521.18	756.81
Other Income (+/-)	32.21	15.11	32.46	15.73
Profit/ (Loss) before Interest, Tax, Depreciation and Amortization	3.01	(32.08)	(13.91)	(50.56)
Interest	390.87	936.50	390.89	937.74
Profit/ (Loss) before Tax, Depreciation and Amortization	(387.87)	(968.58)	(404.80)	(988.30)
Depreciation/ Amortization	247.61	252.80	247.75	252.90
Profit/ (Loss) from Operations	(635.48)	(1221.38)	(652.55)	(1241.20)
Exceptional Items (+/-)	765.44	904.81	765.44	904.81
Profit/ (Loss) before Tax	(1400.92)	(2126.19)	(1417.99)	(2146.01)

FINANCIAL PERFORMANCE AND OPERATION

During this year, your Company has achieved a turnover of Rs. 490.96 Crore as against Rs. 556.44 Crore in the previous year. Your Company has incurred Loss of Rs. 1400.92 Crore as against Loss of Rs. 2126.19 Crore in the previous year.

During the year, Consolidated turnover of the company was Rs. 521.18 Crore as against Rs. 756.81 Crore in the previous year and the consolidated Loss was Rs. 1417.99 Crore as against Rs. 2146.01 Crore in the previous year.

During the year, your company, has carried out manufacturing activities mainly on job work basis. The production of the Company increased to 581389 MT as against 480071 MT in the previous year, mainly due to job work orders placed by Arcelormittal Nippon Steel India Limited (Formerly Essar Steel India Limited) from October,2019 onwards.

During the year, in view of the account of the Company becoming Non-performing Assets (NPA) with the lenders, the State Bank of India, on 12th March, 2020, has filed the Petition under section 7 of the Insolvency and Bankruptcy Code, 2016 before National Company Law Tribunal, Mumbai Bench, to initiate the Corporate Insolvency and Resolution process.

DIVIDEND

Due to heavy Losses, your Directors regret their inability to recommend any dividend for the year to the Members of the Company.

BUSINESS IMPACT OF COVID-19

Due to the outbreak of Novel Coronavirus' (Covid 2019) the Government of India announced a nationwide lockdown with effect from 25th March, 2020 to combat the spread of the COVID-19 virus. As per the guidelines issued by Government of Maharashtra and Health authorities and for the safety and well-being of the employees of your company, the plants and head office were closed with immediate effect.

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



office is still not operational. All the employees of the head office have since been working from home. However, the constrained movement of people and materials, led to logistic issues and lower demand driven by the shutdown of operaappointions by end users across the globe.

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:

Indian Steel Association- an industry body, comprising domestic steel producers, had forecasted that India's steel consumption is poised to cross the psychological 100-million tone mark by close of 2020.

Downstream segments saw rapid growth driven by higher market penetration of white goods in India. The construction and roofing segment also posted growth of almost 6% Y-O-Y. (*Source E&Y report*). However, post Covid-19 this forecast has been revised by various agencies to negative demand growth.

(ii) Opportunities & Threats:

The consumption growth is likely to be driven by expected 6.5% growth in domestic steel demand in financial year 2020-21.

In the near term, we expect the demand to stabilize due to normal monsoon and policy support measures taken by the Government and RBI. Post lockdown, it is expected that rural demand and construction sectors will gather pace. India's push for infrastructure, housing for all and urbanization will collectively drive demand growth in the mid-term.

(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 :

COVID-19 is significantly impacting business operation of the companies, by way of interruption in production, supply chain disruption, unavailability of personnel, closure/lock down of production facilities etc. Most analyst predict difficult period till 30th September, 2020 due to lockdowns which has crippled the demand situation. Most downstream products like Auto / Appliance and hardest hit, as they are on the discretionary spending list of the customer. This disruption could slow down the growth rate of financial year 2020-21 to 2%-3% with recovery in quarter three/ four (*CRISIL report on Steel industry*).

(v) Risks and Concerns:

Your Company has time to time identified, measured and monitored all inherent risks and regularly reported to the management. The management decides measures required to overcome these risks and ensures implementation of proper risk mitigation plans. In accordance with Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has duly 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 in place proper and adequate internal control systems commensurate with the nature of its business, size and complexity of its business operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, compliance with policies, procedures, applicable laws and regulations and that all assets and resources acquired are economically and efficiently used and adequately protected.

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

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

During the year, your Company continues to face severe working capital constraints. This has resulted in the Company operating the plant mainly on a job-work basis and that too at sub-optimal capacity of less than 50%. The cash flows from the existing operations were barely enough to cover the fixed overheads. Interest on amount payable to ArcelorMittal India Private Limited and AMNS Luxembourg Holdings, has not been provided.

(viii) Human Resources Development and Industrial Relations:

Your Company employs more than 872 employees. Your Company is having harmonious and cordial Industrial Relations with its employees both at plant and offices. Your Company has constituted a 'Employee Grievance Redressal Committee' for its employees. Suitable



processes and mechanism are in place to ensure that grievance of any employee, is effectively addressed 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.

RELATED PARTY TRANSACTIONS

All the Related Party Transactions (RPT) entered into, during the year under review, were at arm's length basis and in the ordinary course of business. These transactions were in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter "Listing Regulations") as amended from time to time. The policy on dealing with RPT as approved by the Board is available on the website of your Company i.e. www.uttamgalva.com. The policy intends to ensure proper approval and disclosure processes are in place for all transactions between the Company and its Related Parties.

During the year, there was no transaction with any related parties, which exceeds the threshold limit as specified in the Companies Act, 2013 and in the Listing Regulations and hence none of the transactions can be termed as material transaction. Therefore, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time, forms part of this Annual Report as '**Annexure I**'. The Auditors' Certificate on compliance with the 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 are Shri Rajiv Munjal and Shri Surendra Sharma. The Committee has adopted the Corporate Social Responsibility Policy of the Company which is available on the Company's website. Due to heavy losses during

the financial year 2018- 19 the Company was not mandatorily required to spend any amount on CSR activities in the financial year 2019- 20. Thus, report for CSR activities is not required to be annexed herewith.

DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP)

During the year under review there were following changes in the Board of Directors:

(i) Appointment/ Reappointment :

Shri Surendra Sharma was appointed as an Additional Director with effect from 15th October, 2019. In accordance with the provisions of Section 161 of the Companies Act, 2013, He will hold office upto the date of ensuing Annual General Meeting (AGM). He has submitted declaration of his Independence, as required under sub- Section (7) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations, as amended time to time. The Board therefore recommends the appointment of Shri Surendra Sharma as the Independent Director, in this AGM.

Shri Gurusharn Singh Sawhney has been reappointed as Director (Finance) & Group CFO, for a period of three years with effect from 30th May, 2020 to 29th May, 2023, at same terms and conditions, subject to the approval of the Shareholders in this AGM.

Pursuance to the latest amendment in regulation 17(1A) of Listing Regulations, the consent of the members by way of Special Resolution is proposed in this AGM for continuation of Shri Rajinder Miglani- Non-Executive Chairman and Smt. Jagath Chandra- Non-Executive Independent Woman Director who will attain the age of seventy five years on 8th April, 2021 and 31st August, 2020 respectively.

(ii) Resignation:

Shri Arvind Kumar Gupta due to his professional commitment, resigned as an Independent Director from the Board of the Company. His resignation was accepted by the Board in their Meeting held on 15th October, 2019.

(iii) Retire by Rotation:

In accordance with the provisions of the Act and the Articles of Association of the Company, Shri Rajiv Munjal being longest in office retires by rotation and being eligible, offer his candidature for re-appointment as Director.

(iv) Key Managerial Personnel (KMP):

The following are the Key Managerial Personnel of the Company.

- Shri Anuj R Miglani: Managing Director & Chief Executive Officer



- Shri Gursharan Singh Sawhney: Director (Finance) & Chief Financial Officer
- Shri Raggvendra Agrawal: Executive Director & Company Secretary

During the year there is no change in the role of aforesaid KMP.

REMUNERATION OF THE DIRECTORS / KMP / EMPLOYEES

Your Company has in place 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.

During the year under review no Employee of the Company other than the Managing Director & CEO has drawn remuneration of Rupees Eight Lakhs and Fifty Thousands or more per month. The information required pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as may be amended from 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 will be available for inspection at the registered office with prior intimation upto the date of AGM.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134 (3)(c) of the Act that:

- i) In the preparation of the annual financial statements for the year ended 31st March, 2020, the applicable Accounting Standards have been followed along with the proper explanation relating to material departures, if any.
- 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 on 31st March, 2020 and of the Profit and Loss Account for the Financial Year 2019-20 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

M/s. Todarwal & Todarwal, Chartered Accountants (Firm Registration No. 111009W), were appointed as statutory auditors from the conclusion of the 32nd Annual General Meeting (AGM) till the conclusion of the 35th AGM of the Company, under the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

Their existing tenure will come to an end on conclusion of this AGM. The Board of Directors of your company, proposed the reappointment of M/s. Todarwal & Todarwal, Chartered Accountants (Firm Registration No. 111009W), for another term of consecutive Five years, i.e. till the conclusion of 40th Annual General Meeting.

Notes to the accounts as referred in the Auditor's report are self-explanatory and does not contain any qualifications and therefore, do not call for any further comments and explanations.

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 Auditors to conduct the Cost audit for Steel and Power Division of the Company for the Financial Year 2020-21.

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 this Annual General Meeting for their ratification. The Cost Audit Report of the Company for the Financial Year ended 31st March, 2019 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 AUDITOR AND THEIR REPORT

The Secretarial Audit of the Company for the financial year 2019-20 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 Seven Wholly-Owned Subsidiary Companies and One step down subsidiary of the Company namely:

- (i) Uttam Galva Holdings Limited, Dubai;
- (ii) Atlantis International Services Limited, British Virgin Islands;
- (iii) Uttam Galva Steels Netherlands B.V., Netherland;
- (iv) Neelraj International Trade Limited, British Virgin Islands;
- (v) Uttam Galva Steels BVI Limited, British Virgin Islands;
- (vi) Uttam Exports BVI Ltd., British Virgin Islands;
- (vii) Uttam Galva North America, Inc.; and
- (viii) Uttam Galva International, FZE (Step down Subsidiary) in Jebel Ali Free Zone, United Arab Emirates, the subsidiary of Uttam Galva Holdings Limited, Dubai.

Apart from the aforesaid subsidiaries, your Company also has Two Joint Venture Companies namely:

- (i) Texturing Technology Private Limited; and
- (ii) Moira Madhujore Coal Limited.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020, are prepared in compliance with the applicable provisions of the Companies Act including Indian Accounting Standards specified under Section 133 of the Act. The audited consolidated financial statements together with the Auditors' Report thereon form part of the Annual Report. Pursuant to Section 129(3) of the Act, a Statement containing salient features of the financial statements of each of the Subsidiaries and Joint Venture Companies in the prescribed Form AOC-1 is annexed to this report as 'Annexure III'.

Since in one of the subsidiary namely Uttam Galva Steels (BVI) Limited lenders have appointed receiver, due to default in repayment made by that subsidiary, your Company is not able to exercise control in that subsidiary. Hence account of the said subsidiary is not consolidated.

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.

HEALTH, SAFETY AND ENVIRONMENT

Your Company has 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. 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 for the people surrounding its plants.

DISCLOSURES UNDER THE COMPANIES ACT, 2013

i) Number of Meetings of the Board of Directors:

During the year, four Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Regulation 17 of the Listing Regulations, 2015.

ii) Audit Committee:

The Audit Committee comprises of four members and all of them are Independent Directors. The Members possess adequate knowledge of Accounts, Audit, Finance, etc. The composition of the Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations, 2015. There are no recommendations of the Audit Committee that have not been accepted by the Board.

iii) Annual Return:

The Annual Return in the form E-form MGT-7 and the Extract of Annual Return in the form MGT-9 shall be available on the website of the Company at www.uttamgalva.com.

iv) 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.

v) Compliance with Secretarial Standards:

The Company confirms compliance with the applicable requirements of Secretarial Standards 1 and 2.

vi) 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 energy is a continuous activity and the Company



continually strives to conserve energy. During the year under review followings steps have 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.
- 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 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 made expenditure in foreign currency. The details of the foreign exchange earnings & outgo of the Company for the Financial Year 2019-20 are as below:

Rs. in Crore

Particulars	2019-20	2018-19
Foreign Exchange Earnings	--	--
Value of Direct Imports	4.03	2.75
Expenditure in Foreign Currency	1.23	350.45

vii) **Other Disclosures/ Reporting :**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions pertaining to these 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 nor the Whole Time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

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 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: 8th May, 2020

ANNEXURE – I
REPORT ON CORPORATE GOVERNANCE

1. UTTAM GALVA STEELS LIMITED, is following timely disclosure practices. The Company, as a continuous process, strengthens the quality of disclosures, on the Board composition and its functioning, and level of compliance. 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 and amendments thereafter (hereinafter known as 'Listing Regulations'). The details of which are given hereinafter.

2. **BOARD OF DIRECTORS**

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

Your Company maintains an optimum combination of Executive and Non-Executive Independent Directors with at least one Woman Independent Director on the Board. As on 31st March, 2020, the Board consists of 8 Directors with considerable experiences in their respective fields. The Company has a Non-Executive Chairman and 4 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 31st March, 2020 in other Companies and attendance record of them at the Board Meeting for the financial year 2019-20 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	3	No	5	1	1	1
2	Shri R K Dubey	Independent	4	Yes	2	--	1	1
3	Smt. Jagath Chandra	Independent	4	Yes	4	--	7	--
4	Shri Ravinder Arora	Independent	4	Yes	1	--	1	--
5	Shri Surendra Sharma (w.e.f. 15.10.2019)	Additional Director (Independent)	2	NA	2	--	3	1
6	Shri Rajiv Munjal	Director	2	No	3	--	1	--
7	Shri Anuj R Miglani	Managing Director & CEO	4	Yes	8	--	2	--
8	Shri Gursharan Singh Sawhney	Director (Finance) & Group CFO	4	Yes	--	--	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 and he attended all the Board Meetings held during the year.



(c) **Name of Listed Entities where the Directors are holding Directorship other than Uttam Galva Steels Limited:**

Sr. No.	Name of Directors	Name of Listed Entity	Category
1	Shri Rajinder Miglani	Uttam Value Steels Limited	Non -Executive
2	Shri R K Dubey	--	--
3	Smt. Jagath Chandra	Uttam Value Steels Limited Ansal Properties & Infrastructure Limited	Independent
4	Shri Ravinder Arora	--	--
5	Shri Surendra Sharma	--	--
6	Shri Rajiv Munjal	Uttam Value Steels Limited	Whole-Time Director & CEO
7	Shri Anuj R Miglani	--	--
8	Shri Gursharan Singh Sawhney	--	--

(d) **Meetings:**

The Board of Directors of the Company met four times during the Financial Year 2019-20 on following dates:

- 1) 18.04.2019 2) 18.07.2019 3) 15.10.2019 4) 10.01.2020

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

Shri Rajinder Miglani- Non Executive Chairman of the Company is the father of Shri Anuj R Miglani- Managing Director & CEO. 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.

(f) **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 10th January, 2020 and all the Independent Directors were present in that Meeting.

Shri R K Dubey chaired the Meeting 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 on the website of the Company at www.uttamgalva.com.

(g) **List of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business and sector to function effectively and those actually available with the Board:**

The Company's Board comprises of qualified Members who bring in required skills and expertise in Industry Knowledge, Financial Literacy, Leadership acumen, Strategic Expertise, Legal and Compliance, Risk Management and Human Development etc., which allows them to make effective contribution to the Board and its Committees.

In the table below the specific areas of expertise of individual Board Members have been highlighted. However, the absence of a mark against a Member doesn't necessarily means that the Member doesn't possess the corresponding skills/ expertise/ competencies:

Name of Directors	Industry Knowledge	Financial Literacy	Leadership acumen	Strategic Expertise	Legal and Compliance	Risk Management	Human Development
Shri Rajinder Miglani	✓		✓	✓		✓	
Shri R K Dubey		✓				✓	
Smt. Jagath Chandra		✓					✓



Shri Ravinder Arora		✓				✓	
Shri Surendra Sharma		✓		✓			
Shri Rajiv Munjal	✓	✓			✓		
Shri Anuj R Miglani	✓		✓	✓			
Shri Gursharan Singh Sawhney	✓	✓		✓	✓		

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 including the Chairman are Independent Directors.

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:

As on 31st March, 2020, 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 and the attendance of each member at the Committee Meetings during the Financial Year ended 31st March, 2020, are as given below:

Sr. No.	Name of Directors	Category	Attendance of the Audit Committee Meetings held on			
			18.04.2019	18.07.2019	15.10.2019	10.01.2020
1	Shri R K Dubey	Independent	✓	✓	✓	✓
2	Smt. Jagath Chandra	Independent	✓	✓	✓	✓
3	Shri Ravinder Arora	Independent	✓	✓	✓	✓
4	Shri Surendra Sharma*	Independent	NA	NA	NA	✓

* Shri Surendra Sharma was inducted as the Member of the Committee from 15th October, 2019.

The requisite quorum was present at all the Meetings.

Chairman of the Audit Committee, Shri R K Dubey was present at the last Annual General Meeting held on 26th September, 2019.

The Director (Finance) & Group CFO, representative of Internal Auditors 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 Raggvendra Agrawal, Executive Director & 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 the 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 Senior Executives.



(b) Composition:

Members of the Nomination and Remuneration Committee of the Company are either Non-Executive Director or Independent Director.

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

Sr. No.	Name of Directors	Category	Attendance of the Nomination and Remuneration Committee Meetings held on	
			15.10.2019	10.01.2020
1	Smt. Jagath Chandra	Independent	√	√
2	Shri Ravinder Arora	Independent	√	√
3	Shri Rajiv Munjal	Non-Executive	X	X

Chairman of the Committee, Smt. Jagath Chandra was present at the last Annual General Meeting held on 26th September, 2019. Shri Raggvendra Agrawal, Executive Director & Company Secretary acts as the Secretary to the Audit Committee.

(c) 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.

(d) 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:

- Attendance at Board Meetings and General Meetings.
- Participation in Board Meetings.
- Independence and candidness shown in Board Meetings.
- Objectivity and constructiveness in expressing views.
- Independence from the Management.
- Interaction with Executive Directors and Senior Management both during and outside Board Meetings.
- Awareness of legal provisions regarding duties, responsibilities and obligations relating to the Company and shareholders.
- Awareness about provisions relating to Corporate Governance, Risk Management, disclosure and legal Compliances.
- Skills, experience and knowledge in their respective field.
- To recommend to the Board, all remuneration, in whatever form, payable to senior management.
- Any other observation that Directors wish to make in this regard.

5. REMUNERATION OF DIRECTORS

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 no other benefits or bonus are part of the salary.
- ii. All Whole Time Directors abide by the terms and conditions as decided at the time of their appointment and reappointment.
- iii. No Stock option is given to any Directors of the Company.
- iv. 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.



- v. The criteria for making payments to Senior Management are broadly explained by the Company in their Remuneration Policy. The policy is disclosed on the website of the Company at www.uttamgalva.com.
- vi. Details of remuneration /sitting fees paid to the Directors :

Sr. No.	Name of Directors	Sitting Fees	Salary & Allowances	Perquisites	Commission	Total
1	Shri R K Dubey	240000	-	-	-	240000
2	Smt. Jagath Chandra	265000	-	-	-	265000
3	Shri Ravinder Arora	245000	-	-	-	245000
4	Shri Surendra Sharma	65000	-	-	-	65000
5	Shri Anuj R Miglani	NA	11378796	258000	-	11636796
6	Shri Gursharan Singh Sawhney	NA	8783920	-	-	8783920

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

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. This Committee comprises of three Directors and Chairperson is Independent Director. 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	Attendance of the Stakeholders Relationship Committee Meetings held on			
			18.04.2019	18.07.2019	15.10.2019	10.01.2020
1	Smt. Jagath Chandra	Independent	√	√	√	√
2	Shri G S Sawhney	Executive	√	√	√	√
3	Shri Anuj R Miglani *	Executive	√	√	√	NA
4	Shri Surendra Sharma**	Independent	NA	NA	NA	√

* Shri Anuj R Miglani was the Member of the Committee till 15th October, 2019.

**Shri Surendra Sharma was inducted as the Chairperson of the Committee from 15th October, 2019.

Shri Raggvendra Agrawal- Executive Director & Company Secretary is the Compliance Officer of the Company.

(b) Status of the Complaints:

Number of Shareholders Complaints received during the Financial Year 2019-2020	NIL
Number of complaints not solved to the satisfaction of the shareholders	NIL
Number of pending Complaints	NIL

7. APPOINTMENT & REAPPOINTMENT OF DIRECTORS

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.

Shri Gursharan Singh Sawhney is being reappointed as the Director (Finance) & Group CFO for a term of three years commencing from 30th May, 2020 to 29th May, 2023, subject to the approval of Members in this Annual General Meeting.

Shri Surendra Sharma was appointed as an Additional Director in the category of Independent Director with effect from 15th October, 2019. His appointment as Independent Directors is being proposed and recommended by the Board in this Annual General Meeting.



Disclosure required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 in respect of Directors seeking appointment & reappointment:

Particulars	Shri Rajiv Munjal	Shri Surendra Sharma	Shri Gursharan Singh Sawhney
Age	60 years	67 Years	67 Years
Qualification	Graduate Engineer having completed his B.E. in Electronics and Telecommunication	Commerce graduate	Science Graduate, Chartered Accountant and a Company Secretary
Experience	Appx. 29 years of vast experience in Commercial & Coordination.	More than 40 years of diverse experience mainly in the field of public relations and financial consultancy.	More than 40 years of experience in finance and accounts and specializes in project financing.
Remuneration last drawn	NA	NA	Rs. 86,20,920/-
Date of first appointment on the Board	09.02.2017	15.10.2019	30.05.2014
Shareholding, if any	NIL	NIL	14,234 Equity Shares
Relationship	NIL	NIL	NIL
No. of Meetings attended	2 out 4 meetings held and conducted during the year	2 out 4 meetings held and conducted during the year	4 out 4 meetings held and conducted during the year
Directorship in any other Companies, Chairmanship/ Membership in any Committee thereof	Uttam Value Steels Ltd; Uttam Galva Metalics Ltd; Indrajit Power Private Ltd; Mesmeric Properties Private Ltd. Name of the Company's Committee/ Positions Member of Uttam Value Steels Ltd, Audit Committee.	Uttam Galva Metalics Ltd; Shree Uttam Steel and Power Ltd. Name of the Company's Committee/ Positions Chairperson of Uttam Galva Steels Ltd, Audit Committee ; Member of Uttam Galva Steels Ltd, Stakeholder Relationship Committee; Member of Shree Uttam Steel and Power Ltd, Audit Committee.	NIL Name of the Company's Committee/ Positions Member of Uttam Galva Steels Ltd, Stakeholder Relationship Committee.

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

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
2016-17	32 nd AGM held on Tuesday, the 19 th August, 2017	11.00 a.m.	M C Ghia Hall, 18/20, K Dubhash Marg, Mumbai-01.	1
2017-18	33 rd AGM held on Friday the 27 th July, 2018			--
2018-19	34 th AGM held on Thursday the 26 th September, 2019			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.

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/ Business Standard (English) having all India coverage and Navshakti/ Mumbai Lakshadeep (Marathi) local newspaper.

(c) Website:

The Company’s website (www.uttamgalva.com) contains section called ‘Financial’ and ‘Investors’ which give information on Audited and Un-Audited financial results, Annual Report(s), various other information and announcements as and when made by the Company.

(d) Official News Releases:

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

(e) Presentations:

The Company has not made any presentation to anyone during the year.

12. GENERAL SHAREHOLDERS’ INFORMATION

i	Annual General Meeting (Date, Time and Venue)	25 th September, 2020 at 11:00 a.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM)
ii	Financial Year	1 st April, 2019 to 31 st March, 2020
iii	Date of Book Closure	From 19 th September, 2020 to 25 th September, 2020 (both days inclusive)
iv	Dividend Payment Date	Not Applicable
v	Listing on Stock Exchanges and Stock Code	BSE Ltd. (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 01 Scrip Code: 513216 National Stock Exchange of India Ltd (NSE) Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (e), Mumbai – 51. Scrip Code: UTTAMSTL
vi	Payment of Annual Listing Fee to Stock Exchange	The Company has paid the listing fees of both the Stock Exchanges within the prescribed time.
vii	Registrar and Share Transfer Agent	Universal Capital Securities Private Limited 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Tele No.: 28207203/05 E-mail: info@unisec.in
viii	Share Transfer/ Transmission System	SEBI has mandated that with effect from 1 st April, 2019, no shares can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. The Company had sent communication to the shareholders encouraging them to dematerialise their holding in the Company. The communication, <i>inter alia</i> , contained procedure for getting the shares dematerialised. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. In compliance with the Listing Regulations, a Practicing Company Secretary on half yearly basis carries out audit of the System of Transfer and a certificate to that effect is issued.
ix	Dematerialization of Shares and Liquidity	Nearly 99.99% of total Equity Share Capital is held in dematerialized form with National Securities Depository Limited/ Central Depository Services (India) Limited.

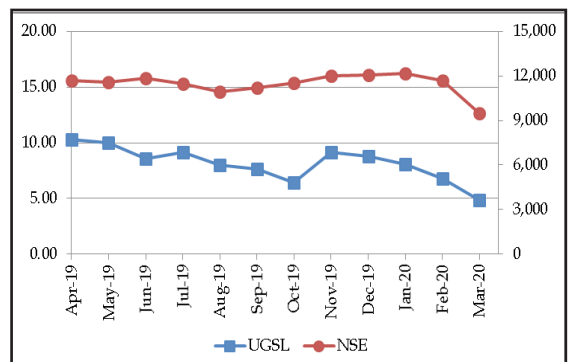
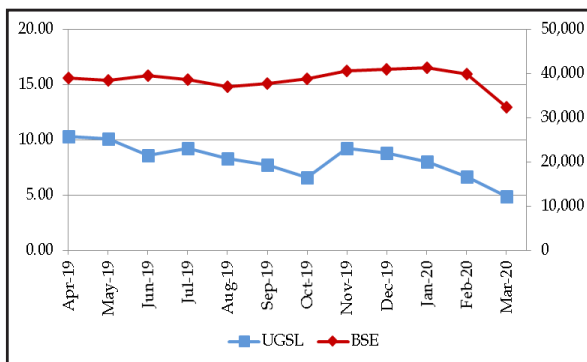


x	Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity	NIL
xi	Plant Locations	Khopoli – Pen Road, Donvat, Dist.-Raigad, Maharashtra Khopoli – Pali Road Dahivali, Dist.-Raigad Maharashtra
xii	Address for correspondence	Registered office : Uttam Hou se, 69, P. D'Mello Road, Mumbai-400009. Email : shares@uttamgalva.com Website : www.uttamgalva.com
xiii	Credit ratings	Not Applicable

xiv Market Price Data: High & Low of each month during the financial year 2019-20:

Month	Quotation at BSE Limited		Quotation at National Stock Exchange of India Limited	
	HIGH	LOW	HIGH	LOW
April, 2019	11.4	9.21	11.45	9.10
May, 2019	10.78	9.40	10.55	9.40
June, 2019	9.85	7.31	9.95	7.25
July, 2019	11.00	7.50	10.9	7.40
August, 2019	9.40	7.15	8.95	7.05
September, 2019	8.30	7.11	8.25	7.00
October, 2019	7.52	5.61	7.40	5.45
November, 2019	10.93	7.54	10.95	7.40
December, 2019	9.81	7.85	9.75	7.85
January, 2020	8.73	7.30	8.85	7.30
February, 2020	7.48	5.80	7.75	5.80
March, 2020	6.11	3.62	6.10	3.65

xv. Performance in comparison to BSE and NSE indices:





xvi. Distribution of Shareholding:

The Shareholding distribution of Equity Shares as on 31st March, 2020 is given here below:

Sr. No.	Nominal value of Shares	No. of Shareholders	No. of Shares	Percentage of holdings (%)
1	Upto 5000	27914	4819351	3.38
2	5001-10000	4009	3451151	2.42
3	10001-20000	2219	3568551	2.50
4	20001-30000	817	2136812	1.50
5	30001-40000	388	1414332	0.99
6	40001-50000	434	2093502	1.47
7	50001-100000	641	4918944	3.45
8	100000 & above	658	119857460	84.25

13. OTHER DISCLOSURES

(a) **Disclosure on Materially Significant Related Party Transactions:**

There were no materially significant related party transactions as per Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year. The Company has formulated the Policy on Materiality of Related Party Transactions to decide their materiality and the manner to deal with it. The Company has amended the said Policy time to time and is available on its website at www.uttamgalva.com.

(b) **Policy for Determining Material Subsidiaries:**

In terms of the Listing Regulations, the Company has formulated a Policy for Determining Material Subsidiaries and the same has been amended time to time.

The said Policy of the Company can be accessed at its website at www.uttamgalva.com.

(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 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 report existing/ probable violations of laws, rules, regulations or unethical conduct.

It is confirmed that each and every employee has access to the Audit Committee and no personnel has been denied access to the Committee.

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

NIL

(f) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Number of Complaints filed during the financial year 2019-20	NIL
Number of complaints dissolved during the financial year	NIL
Number of pending as on end of the during the financial year	NIL

(g) **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 statement and Internal Auditors report to the Audit Committee of the Company.

(h) A Certificate from a Company Secretary in practice has been received stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority.



(i) **Consolidated payment to Statutory Auditors:**

During the year 2019-20, Rs. 28,00,000/- was paid on consolidated basis to Statutory Auditors of the Company and all entities in the network firm/ network entity of which the Statutory Auditor is a part, towards services rendered by them.

14. CODE OF CONDUCT

The Company has laid down a Code of Conduct for all Board Members and Senior Management, which is available on the website of the Company. All Board Members and Senior Management Personnel have affirmed the respective compliances done by them annually. 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 2019-20.

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

Date : 1st April, 2020
Place: Mumbai

15. CERTIFICATE FROM CEO & CFO

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 Regulation 17(8) read with Part B of Schedule II of the Listing Regulations.

16. CERTIFICATE FROM STATUTORY AUDITOR

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 31st March, 2020, 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

Sd/-
Sunil Todarwal
Partner

Membership No. 031512
UDIN:20032512AAAAAZ2146

Place: Mumbai
Date: 8th May, 2020.



ANNEXURE - II

Form No. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 2020

[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, minute 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, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities Exchange Board of India warranted due to COVID 2019 pandemic, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2020** 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, minute books, forms and returns filed and other records maintained by the Company as per **Annexure- A** for the financial year ended on March 31, 2020 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 by-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, 2018 and amendments from time to time
 - 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, 2018
 - 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 with respect to Meeting and General Meeting.
- (ii) The SEBI (Listing Obligations & 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 by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts 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 to financial institutions and banks during the audit period
2. No Petition filed under the Insolvency and Bankruptcy Code, 2016 were admitted nor any interim insolvency resolution professional were appointed in the Company by the National Company Law Tribunal.
3. The companies Human Resources Policy giving designations to senior management personnel as Executive Director based on their seniority however it was explained to us they are not part of Board of Directors of the of the Company.
4. During the year Rs. 1,20,000/- pertaining to unclaimed redemption of debentures were required to transferred to Investor Education Protection Fund ("IEPF") by the

Company were not transferred. We have been informed that the Company was not able to transfer the funds due to lack of availability of data.

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 audit period there were no specific events/ actions having a major bearing on the affairs of the Company in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc:

For JNG & Co.,

Place: Mumbai
Date: 8th May, 2020
UDIN: F007569B000218111

Jigarkumar Gandhi
FCS: 7569
C.P. No. 8108

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 Meetings 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. Documents related to payments of dividend made to its shareholders during the period under report.
13. Communications/ Letters issued to and acknowledgements received from the Independent directors for their appointment.
14. 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
31st March, 2020

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.,

Jigarkumar Gandhi
FCS: 7569
C.P. No. 8108

Place: Mumbai
Date: 8th May, 2020



**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)

PART A : SUBSIDIARY COMPANIES

Name of the Subsidiary	Atlantis International Service 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. 31st March, 2020									
Reporting Currency Exchange Rate	US\$ @ 75.3451	US\$ @ 75.3451	US\$ @ 75.3451	US\$ @ 75.3451	US\$ @ 75.3451	US\$ @ 75.3451	US\$ @ 75.3451	US\$ @ 75.3451	US\$ @ 75.3451
Share Capital	30,04,990	14,86,377	21,94,22,500	30,04,991	-	50,87,21,500	18,29,32,500	24,63,60,017	116,49,32,875
Reserves & Surplus	(2,25,69,063)	(28,14,03,888)	(50,73,395)	(10,70,01,528)	-	(30,09,36,768)	(14,07,45,381)	46,13,97,570	(39,63,32,454)
Total Assets	22,42,12,105	3,44,91,075	24,94,49,125	1,80,50,770	-	32,14,27,426	8,59,60,392	10,05,713,101	1,93,93,03,994
Total Liabilities	19,38,04,034	25,24,06,059	74,57,542	96090216	-	196,03,394	3,85,668	28,62,63,869	85,60,10,782
Investments	-	-	2,46,360,017	-	-	-	-	-	24,63,60,017
Turnover	-	-	-	-	-	30,46,57,537	8,386	-	30,46,65,922
PBT	(35,411)	(35,411)	(1,84,599)	(35,411)	-	(16,59,09,981)	(27,025)	(45,34,708)	(17,07,62,546)
Provision for Taxation	-	-	-	-	-	-	-	-	-
PAT	(35,411)	(35,411)	(1,84,599)	(35,411)	-	(11,12,13,486)	(27,025)	(45,34,708)	(11,60,66,051)
Proposed Dividend	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	-
% of Share Holding	100%	100%	100%	100%	100%	100%	100%	100%	-

PART B : ASSOCITES AND JOINT VENTURES

Name of the Associates / Joint Ventures	Texturing Technology Private Limited	Moira Madhujore Coal Limited
Latest audited Balance Sheet Date	31.03.2020	31.03.2020
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	6,52,90,330	92,43,035
Profit for the year		
i. Considered in Consolidation	(1,73,01,617)	1,82,343
ii. Not Considered in Consolidation	NA	NA



INDEPENDENT AUDITOR’S REPORT ON STANDALONE FINANCIAL STATEMENTS

To
The Members
M/s Uttam Galva Steels Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of **M/S Uttam Galva Steels Limited** (“the Company”), which comprises of the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss and (including Other Comprehensive Income), the Cash Flow Statement, and the Statement of Changes in Equity for the year then ended, and Notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Standalone Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (“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 state of affairs of the Company as at March 31, 2020, and loss (including other comprehensive income), its changes in equity and its cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Standalone Financial Statement section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements

and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matters

ArcelorMittal Luxembourg and ArcelorMittal India Pvt. Ltd. have made payments of US\$ 169.04 Mios and Rs 4,922.30 crores to secured financial lenders to clear the foreign currency loans, over-due Rupee Term Loan and Working Capital Loan together with interest, acting as a lender providing financial support to the Company due to financial difficulty. No interest has been charged on the said financial support during the year. ArcelorMittal Luxembourg assigned US\$ 169.04 Mios to AMNS Holding Luxembourg SA during the financial year under audit. In addition, ArcelorMittal India Pvt. Ltd. has also provided Inter Corporate Deposit amounting to Rs 362.63 crores as long-term funding on which no interest has been charged. Ind AS 109 specifically deals with cases with respect to accounting of Financial Instruments on off-market terms. The company has elected not to follow the principles of IND AS 109 with respect to the accounting of interest-free financial support. Had the company followed the accounting treatment of IND AS 109, the company would be required to measure the financial liabilities at its fair value. However, the overall impact on the Profit and Loss Statement and Balance Sheet over the tenure of the amount extended at current estimates would be NIL.

Our opinion remains unmodified in respect of the matters above. (Refer Note 13 & 33 of the Standalone Financial Statements.)

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How our audit addressed the key audit matter
<p>1) Evaluation of Contingent Liabilities</p> <p>(Refer Note 30 of the Standalone Financial Statements)</p> <p>Claims against the company not acknowledged as debts is disclosed Standalone Financial Statements. The existence of the payments against these claims requires management judgment to ensure disclosure of most appropriate values of contingent liabilities</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> Assessing the appropriateness of the management’s judgment in estimating the value of claims against the company not acknowledged as debts.



	<ul style="list-style-type: none"> • We have obtained details of completed tax assessments and demands/claims raised up to 31st March, 2020 from management. • We assessed the completeness of details of these claims through discussion with senior management personnel. • We have also reviewed the outcome of the disputed cases at various forums. • We have also assessed the appropriateness of presentation of the contingent liabilities in the Standalone Financial Statements.
<p>2) Recoverability of Subsidy under Package Scheme of Incentive</p>	
<p>(Refer Note 10, 21 and 32 the of Standalone Financial Statements) As at 31st March, 2020, Non-Current Assets include Receivables under IPS Subsidy/ Mega Incentive Scheme relating to VAT and GST recoverable amounting to Rs. 70.57 crores subject to receipt of Government approval from relevant authority.</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> • We obtained applications made claim under Industrial Packaging scheme. • We assessed the completeness of details of these claims through discussion with senior management personnel. • We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability.
<p>3) Evaluation of Exceptional Items</p>	
<p>(Refer Note 29 of the Standalone Financial Statements) During the year the company has recognized to the Statement of Profit and Loss provision on advances to vendors amounting to Rs. 760.01 crores since after several attempts of recovery, the company considers that these amounts are no longer recoverable. Further, the Company has also recognized amount aggregating to Rs. 3.87 Crores as amounts disallowed upon completed Sales Tax Assessments and Rs. 1.56 Crores for the balances held with PMC Bank due to inability to exercise full control over these balances until the resolution plan for PMC Bank is provided by the RBI.</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> • Assessing the appropriateness of the management's judgement in estimating the amounts recognized in Profit and Loss. • We have also assessed the appropriateness of presentation of these exceptional items in the Standalone Financial Statements in accordance with requirements of Ind AS.
<p>4) Provision of Finance cost of Borrowing from banks and FI's and receipt of loan recall notice from secured lenders</p>	
<p>(Refer Note 27 of the Standalone Financial Statements) The Company has recognized the interest expenses on borrowings from the secured lenders amounts to Rs. 93.08 Crores based on the interest rates provided in the agreements between the secured lenders and the Company. The company has defaulted in repayment of dues to financial institutions and banks as per 'Annexure II' attached. The secured lenders have classified the Company's accounts as Non-performing</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> • Updating our understanding of Company's procedure and financial control about recognition of finance costs. • Verifying, on test check basis, the computation of interest with reference to principal amount, rate of interest, additional or penal interest as per the agreements, as applicable.



<p>Asset (NPA) for non-payment of installments and stopped recognizing the interest income in their books of account, hence accordingly not confirmed the amount of interest due from the Company. (Refer Note 17(iii) of the Standalone Financial Statements) The Company has received the loan recall notice from few secured lenders amounting to Rs. 108.91 crores. We considered this matter as key audit matter due to significant amount of finance costs incurred, which comprises major part of the total expenditure of the Company.</p>	<ul style="list-style-type: none"> • Verifying the monthly bank statements on test check basis. • Direct balance confirmations of principal amount due from the selected lenders as at 31st March, 2020 could not be obtained due to COVID-19 lockdown and therefore, the existing arrangements have been relied upon to the extent possible. • Ensuring the completeness of disclosure and presentation of borrowings and borrowing costs as per applicable Ind AS. • We state that the amount of interest on loans not charged by the Banks and Financial Institutions due to the default by the Company on repayment has led to under reporting of financial costs, and in the absence of complete information, the proper amount could not be ascertained.
<p>5) Unhedged Foreign Currency Exposure due to ECBs and FCL</p>	
<p>(Refer Note 17 (iii) of the Standalone Financial Statements) As on 31st March, 2020 the company has exposure to foreign exchange risk as a result of borrowings from Banks and FI's of \$ 248.73 Million. (Refer Note 27 of the Standalone Financial Statement) The existence of such exposure has resulted in significant exchange loss Rs. 100.34 crores on Translation of Foreign Currency on Reporting date due to the volatility of USD-INR exchange rates.</p>	<p>Our audit procedures for assessing the risk of the unhedged foreign currency exposures included, but were not limited to the following:</p> <ul style="list-style-type: none"> • Assessing the appropriateness of the amounts as recognized in Profit and Loss • We have also assessed the appropriateness of presentation of these exceptional items in the Standalone Financial Statements in accordance with requirements of Ind AS. • We consider this matter as a key audit matter due to significant amount of foreign exchange loss incurred by the company on Foreign Currency Loan and the global impact of COVID-19 pandemic on the Currency Exchange Rates.
<p>6) Revaluation of Land</p>	
<p>The carrying value of Land as per Note 1 ("Property, plant and equipment") of Consolidated Financial Statements as on 31st March, 2020 stands at Rs.1067.12 crores. As per Note 1.01(b) of the Significant notes to accounts - 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. The company follows Revaluation Model for Land. As per Ind AS 16 pursuant to recognition as an asset, an item of property, plant and equipment whose fair value can be measured</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> • We obtained an understanding from the management, assessed and tested the design and operating effectiveness of the Group's key controls over the assessment and fair valuation of material Property, plant and equipment. • We evaluated the Company's process regarding assessment and fair valuation by involving auditor's valuation experts to assist in assessing the appropriateness of the valuation model.



<p>reliably shall be carried at a revalued amount, being its fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations shall be made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period.</p>	<ul style="list-style-type: none"> We are unable to obtain a recent report on the valuation of land by an expert due to lockdown caused by COVID-19 pandemic and hence, the Group has retained the carrying value.
<p>7) Delay in Adoption of Ind AS 116 Leases</p>	
<p>The application and transition to this accounting standard is complex and is an area of focus in our audit since the Company has leases with different contractual terms.</p> <p>Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognise a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet. The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/ arrangement. Adoption of the standard involves significant judgements and estimates including, determination of the discount rates and the lease term. Additionally, the standard mandates detailed disclosures in respect of transition.</p>	<p>Our audit procedures on adoption of Ind AS 116 include:</p> <ul style="list-style-type: none"> Assessed the Company's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business; Requested for Lease Agreements to check the applicability of Ind AS 116 based on the tenure of the lease and renewal clause provided in the Agreements, however, due to the lockdown on account of COVID-19 pandemic, only the basic details of the Lease could be identified and hence, application of Ind AS 116 could not be done since the Computation of the Discounting rate, recognition of the ROU etc. was not possible due to unavailability of generic information on the leases and monthly invoices. The Company has proposed to apply the Ind AS upon access to proper data and Agreements after relaxation of the COVID-19 Lockdown. We agree with the Managements evaluation, since the overall impact during the term of lease on the Profit and Loss and the Assets and Liability balances created at the time of initial recognition will be Nil.



Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Directors Responsibility Statement, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows 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. 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 judgements 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.

In preparing the Standalone Financial Statements, Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (I) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the



disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (I) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The Consolidated Annual Financial Statements include the audited financial results of 7 subsidiaries, whose financial statements/financial information reflect total assets (before consolidation adjustments) of Rs. 193.93 Crores as at 31st March, 2020, total revenue (before consolidation adjustments) of Rs. 30.47 Crores and total net loss after tax (before consolidation adjustments) of Rs. 11.61 Crores for year ended 31st March 2020 and net cash inflows of Rs. 0.12 crores for the year ended on that date, as considered in the consolidated annual financial results, which have been audited by their respective independent auditors. This financial statements / financial information has been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated annual financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates is based solely on the audit reports of the other auditors.

The accompanying consolidated financial results include the Group's share of Net Loss after tax of Rs. 1.71 Crores for the year ended on that date, in respect of two Joint Ventures,

which have been audited by other auditors, whose financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these jointly controlled entities and associates is based solely on the reports of such other auditors and the procedures performed by us as stated in paragraph above.

Report on Other Legal and Regulatory Requirements

1. 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.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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 except for matters specified in Emphasis of Matter.
 - f) On the basis of the written representations received from the directors as on 31st March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2020 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**"; 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 Note 30 of the Standalone 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, ₹ 1,20,000 pertaining to unclaimed redemption of debentures were required to be transferred to the Investor Education and Protection

Fund by the Company. We have been informed that the Company was not able to transfer the funds due to lack of availability of data.

For **Todarwal & Todarwal LLP**
Chartered Accountants
ICAI Reg. No. : W100231
Sunil Todarwal
Partner
Membership No.: 032512

Dated: 8th May, 2020.
Place: Mumbai

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 Standalone Financial Statements for the year ended 31st March, 2020, 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 any secured & unsecured loan to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act whose repayment is overdue for more than ninety days during the year. 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 information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Goods and Services tax, duty of Customs, Cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Goods and Services tax, duty of Customs, Cess and other material statutory dues were in arrears as at 31st March, 2020, for a period of more than six months from the date they became payable.
- (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, Goods & Service 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 provided 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 any money by way of initial public offer or further public offer. The company has raised money by way of term loan during the year and the proceeds were applied for the purpose for which it was raised.



- 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 paid by the Company is in accordance with requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company as prescribed under section 406 of the Companies Act, 2013. 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, 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) According to 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 him. Hence the provision of this clause is not applicable to the company.
- (xvi) According to the information and explanations given to us, the company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.

For Todarwal & Todarwal LLP
Chartered Accountants
ICAI Reg No: W100231

Sunil Todarwal
Partner

Membership No.: 032512

Dated: 8th May, 2020.

Place: Mumbai

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”)

Opinion

We have audited the internal financial controls with reference to Standalone Financial Statements of Uttam Galva Steels Limited (“the Company”) as of 31st March, 2020 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31st March, 2020, based on the internal financial controls with reference to Standalone Financial Statements 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 (the “Guidance Note”).

Management’s Responsibility for Internal Financial Controls

The Company’s Management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to Standalone Financial Statements criteria established by

the Company considering the essential components of internal control stated in the Guidance Note. 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 (hereinafter referred to as “the Act”).

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to the Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to Standalone Financial Statements. 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 with reference to Standalone Financial Statements were established and maintained and whether 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



with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of such internal financial controls, 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 judgement, including the assessment of the risks of material misstatement of the standalone 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 with reference to Standalone Financial Statements.

Meaning of Internal Financial with reference to Standalone Financial Statements

A company’s internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to Standalone Financial Statements 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 Standalone Financial Statements in accordance with generally accepted

accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, 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 with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial controls with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Todarwal & Todarwal LLP
Chartered Accountants
ICAI Reg No: W100231

Sunil Todarwal
Partner
Membership No.: 032512

Dated: 8th May, 2020.
Place: Mumbai

ANNEXURE I

Details of disputed statutory dues as on 31st March, 2020.

Sr. No.	Nature of duty	Period	Amount (in Rs.)	Form 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 28th May-12	17,77,180	Central Excise & Service Tax Appellate Tribunal
3	Excise Duty	Dec-07 to Jun-08	30,82,563	Central Excise & Service Tax Appellate Tribunal
4	Service Tax	Mar-11 Jun-11 Aug-11 & Sep-11	25,02,879	Central Excise & Service Tax Appellate Tribunal
5	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
6	Service Tax	Jan-12	8,60,833	Central Excise & Service Tax Appellate Tribunal
7	Excise Duty	May-07 to Sep-09	2,76,12,314	Additional Commissioner of Central Excise
8	Custom Duty	Financial Year 2008-09	11,67,80,968	Central Excise & Service Tax Appellate Tribunal



9	Interest on Income-tax	Financial Year 2008-09	1,36,640	Centralized Processing Centre (CPC), Bangalore
10	Income-tax	Financial Year 2012-13	6,910	Commissioner of Income-tax (Appeal)
11	Income-tax	Financial Year 2014-15	8,460	Commissioner of Income-tax (Appeal)
12	Sales Tax	Financial Year 2009-10	93,51,90,267	Sales Tax Tribunal (STT) Bench IV, Mumbai
13	Sales Tax	Financial Year 2010-11	1,25,02,64,797	Sales Tax Tribunal (STT) Bench IV, Mumbai
14	Sales Tax	Financial Year 2015-16	58,41,97,380	Joint Commissioner (JC) of Sales Tax (Appeals), Konkan Bhavan, CBD Belapur, Navi Mumbai.
Total			2,92,61,51,960	

ANNEXURE II

Details of Term Loan Principal and Interest overdue as on 31st March, 2020.

₹ in Crore

Name of Lender	Default in		Default from	
	Principal Repayment	Interest	Principal Repayment	Interest
Punjab National Bank	22.99	2.73	June-2019	June-2019
Bank of Baroda	8.75	1.20	June-2019	June-2019
Vijaya Bank	32.50	6.72	June-2019	June-2019
Syndicate Bank	34.69	4.10	June-2019	June-2019
Oriental Bank of Commerce	74.22	7.60	June-2019	June-2019
Indian Overseas Bank	2.50	4.03	June-2019	June-2019
State Bank of India	52.44	5.98	June-2019	June-2019
Phoenix ARC	15.00	6.79	June-2019	June-2019
State Bank of India-FCL	-	2.52	-	June-2019
Bank of India ECB US\$ 30 Mios	56.51	6.30	July-2019	January-2019
Bank of Baroda-ECB US\$ 15 Mios	28.25	3.04	July-2019	January-2019
Punjab National Bank - ECB US\$ 25 Mios	47.09	4.83	July-2019	January-2019
Union Bank of India ECB US\$ 25 Mios	47.09	4.91	July-2019	January-2019
Indian Bank ECB US\$ 20 Mios	37.67	4.20	July-2019	January-2019
Canara Bank ECB US\$ 30 Mios	56.51	5.92	July-2019	January-2019
Indian Overseas Bank-ECB US\$ 25 Mios	47.09	5.07	July-2019	January-2019
ICICI Bank Limited ECB US\$ 28 Mios	52.74	5.68	July-2019	January-2019
Total	616.05	81.63		



BALANCE SHEET AS AT 31ST MARCH, 2020

₹ in Crore

Particulars		Note	As at 31 st March, 2020	As at 31 st March, 2019
I	ASSETS			
	Non-Current Assets			
(a)	Property, Plant and Equipment	1	4691.28	4938.79
(b)	Intangible Assets	2	0.17	0.27
(c)	Capital Work in Progress	3	102.02	117.70
(d)	Financial Assets	4		
	(i) Investments	4(i)	74.83	74.83
	(ii) Trade Receivables	4(ii)	36.42	17.23
	(iii) Loans	4(iii)	0.09	0.06
	(iv) Other Financial Assets	4(iv)	-	717.30
(e)	Income Tax Asset(net)	5	24.19	14.69
(f)	Deferred Tax Assets	6	853.55	853.55
(g)	Other non-current Assets	7	1.06	1.08
	Total Non-Current Assets		5783.61	6735.50
	Current Assets			
(a)	Inventories	8	382.66	372.21
(b)	Financial Assets	9		
	(i) Trade Receivables	9(i)	5.75	30.91
	(ii) Cash and Cash Equivalent	9(ii)	10.04	5.29
	(iii) Bank Balances Otherthan (ii) above	9(iii)	0.46	6.82
	(iv) Other Financial Assets	9(iv)	0.69	0.76
(c)	Other Current Assets	10	102.22	167.17
	Total Current Assets		501.83	583.16
	TOTAL ASSETS		6285.44	7318.66
	EQUITY AND LIABILITIES			
	Equity			
(a)	Equity Share Capital	11	142.26	142.26
(b)	Other Equity	12	(3816.72)	(2417.00)
	Total Equity		(3674.46)	(2274.74)
	Liabilities			
	Non-Current Liabilities			
(a)	Financial Liabilities	13		
	(i) Long-term Borrowings	13(i)	6719.47	6816.79
	(ii) Trade and other Payables	13(ii)	1103.52	1017.37
(b)	Provisions	14	10.23	11.05
(c)	Deferred Tax Liabilities	15	412.34	412.34
(d)	Other non-current Liabilities	16	622.38	571.79
	Total Non-Current Liabilities		8867.94	8829.34
	Current Liabilities			
(a)	Financial Liabilities	17		
	(i) Short-term Borrowings	17(i)	-	0.50
	(ii) Trade and other Payables	17(ii)	29.40	34.79
	(iii) Other Financial Liabilities	17(iii)	1013.52	665.05
(b)	Provisions	18	21.42	36.97
(c)	Other Current Liabilities	19	27.62	26.75
	Total Current Liabilities		1091.96	764.06
	TOTAL EQUITY AND LIABILITIES		6285.44	7318.66
NOTES FORMING PART OF THE FINANCIAL STATEMENTS		30 to 40	-	-

As per our report of even date
For Tadarwal & Tadarwal LLP
 Chartered Accountants
 Firm Registration No 111009W/W100231
Sunil Tadarwal
 Partner
 Membership No 32512

For and on behalf of the Board of Directors

Rajinder Miglani
 Chairman
 (DIN-00286788)

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

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

Raggvendra Agrawal
 Executive Director & Company Secretary
 (FCS:2174)

Place : Mumbai
 Date : 8th May, 2020



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

₹ in Crore

Particulars	Note No.	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
CONTINUING OPERATIONS			
Revenue from Operations (Net of ED & GST)	20	490.96	556.44
Other Income	21	32.21	15.11
TOTAL INCOME FROM OPERATIONS		523.17	571.55
EXPENSES			
(a) Cost of Material and Components Consumed	22	157.48	281.65
(b) Purchase of Traded Goods	23	-	0.18
(c) (Increase)/Decrease in Inventories of Finished Goods, WIP and Traded Goods	24	(4.54)	0.41
(d) Employee benefit expenses	25	76.17	80.18
(e) Other operating expenses	26	291.06	241.21
(f) Finance costs	27	390.87	936.50
(g) Depreciation and amortisation expenses	28	247.61	252.80
TOTAL EXPENSES		1158.65	1792.93
PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS		(635.48)	(1221.38)
Exceptional Items	29	765.44	904.81
PROFIT / (LOSS) BEFORE TAX		(1400.92)	(2126.19)
Tax expense			
Current tax		-	-
Deferred tax		-	-
Prior Period Tax - MAT Credit Entitlement written off		-	-
TOTAL TAX EXPENSE / (INCOME)		-	-
PROFIT / (LOSS) FOR THE YEAR		(1400.92)	(2126.19)
OTHER COMPREHENSIVE INCOME			
(i) Items that will be reclassified subsequently to the statement of profit and loss		1.21	2.43
(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		-	-
TOTAL OTHER COMPREHENSIVE INCOME / (LOSSES)		1.21	2.43
TOTAL COMPREHENSIVE INCOME OF THE YEAR		(1399.71)	(2123.76)
Earning per equity share:-Basic and Diluted		(98.48)	(149.46)
Weighted average number of equity shares (Face value Rs.10 each)		142260103	142260103
NOTES FORMING PART OF THE FINANCIAL STATEMENTS	30 to 40		

As per our report of even date
For Todarwal & Todarwal LLP
Chartered Accountants
Firm Registration No 111009W/W100231
Sunil Todarwal
Partner
Membership No 32512

Place : Mumbai
Date : 8th May, 2020

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 & CEO
(DIN-00287097)

Raggvendra Agrawal
Executive Director & Company Secretary
(FCS:2174)



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

₹ in Crore

	PARTICULARS	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit/(Loss) Before Tax	(1400.92)	(2126.19)
	Adjustments for Depreciation	247.61	252.80
	Adjustments for Diminution in Capital WIP	15.69	37.93
	(Profit) / Loss on Sale of Assets	-	0.01
	Share Issue Expenses W/off	-	0.11
	Unrealised Currency Translation (Gains)/Losses	-	-
	Interest & Financial Charges	390.87	936.40
	Operating Profit before Working Capital Changes	(746.74)	(898.94)
	Adjustments for :		
	(Increase)/Decrease in Trade and other Receivables	788.27	866.03
	(Increase)/Decrease in Inventories	(10.45)	5.30
	Increase/(Decrease) in Trade Payables and Other Liabilities	273.44	133.02
	Cash Generated from Operations	304.51	105.40
	Direct Taxes Paid (Net of Refunds)	(9.50)	(5.68)
	Cash Flow from Operating Activities	295.01	99.72
B	CASH FLOW FROM INVESTING ACTIVITIES :		
	Purchase of Property, Plant & Equipment	-	(0.07)
	Sale of Property, Plant & Equipment	-	0.07
	Purchase of Investments / Investments in Subsidiaries	-	-
	Sale of Investments	-	-
	Net Cash Used in Investing Activities	-	-
C	CASH FLOW FROM FINANCING ACTIVITIES :		
	Proceeds from Long Term Borrowings	124.98	6410.88
	Repayment of Long Term Borrowings	(94.87)	(1649.82)
	Repayment of Working Capital Loans	-	(3955.92)
	Interest & Financial Charges Paid	(33.86)	(756.09)
	Gain / (Loss) on Forward Contracts/ Foreign Exchange	(292.85)	(138.98)
	Proceeds (Repayments) of deferred Sales Tax Loan /ICD/Unsecured Loan	(0.03)	(1.43)
	Net Cash Generated from Financing Activities	(296.61)	(91.36)
	Net Increase in Cash & Cash Equivalents (A+B+C)	(1.61)	8.37
	Cash & Cash Equivalents (Opening)	12.11	3.74
	Cash & Cash Equivalents (Closing)	10.50	12.11

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 Todarwal & Todarwal LLP
 Chartered Accountants
 Firm Registration No 111009W/W100231
Sunil Todarwal
 Partner
 Membership No 32512

For and on behalf of the Board of Directors

Rajinder Miglani
 Chairman
 (DIN-00286788)

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

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

Ragvendra Agrawal
 Executive Director & Company Secretary
 (FCS:2174)

Place : Mumbai
 Date : 8th May, 2020



STATEMENT OF CHANGES IN OTHER EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

₹ in Crore

	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 st April, 2019	0.12	5.37	309.16	83.25	614.53	(3449.34)	19.90	(2417.00)
Profit for the Year						(1400.92)		(1400.92)
Defered Tax								-
Acturial Valuations							1.21	1.21
Total Comprehensive Income	-	-	-	-	-	(1400.92)	1.21	(1399.73)
Balance as at 31 st March, 2020	0.12	5.37	309.16	83.25	614.53	(4850.26)	21.11	(3816.72)

As per our report of even date

For Todarwal & Todarwal LLP

Chartered Accountants

Firm Registration No 111009W/W100231

Sunil Todarwal

Partner

Membership No 32512

Place : Mumbai

Date : 8th May, 2020

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 & CEO

(DIN-00287097)

Raggvendra Agrawal

Executive Director & 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. 7th February, 2018. This has resulted in termination of Co-Promotion Agreement.

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 judgments:

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 identifies contract with customers based on the provisions of Ind AS 115 -Revenue from contracts with Customers. An entity shall recognise revenue when (or as) the entity satisfies a performance obligation by transferring a promised good or service (ie an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.



(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 *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
 - (iv) 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.



B. NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

Note: 1 Property, Plant and Equipment

₹ in Crore

Particulars	GROSS BLOCK			DEPRECIATION					NET BLOCK	
	COST 01.04.2019	ADDITIONS	DEDUCTION	COST 31.03.2020	UP TO 01.04.2019	PERIOD ENDED 31.03.2020	DEDUCTION ADJUSTMENT	TOTAL DEPRECIATION	AS AT 31.03.2020	AS AT 31.03.2019
Land	1067.12	-	-	1067.12	-	-	-	-	1067.12	1067.12
Building & Site Development	854.68	-	-	854.68	290.08	27.30	-	317.39	537.30	564.60
Flats & Office Premises	4.93	-	-	4.93	0.76	0.08	-	0.84	4.09	4.17
Plant and Machinery	5316.30	-	-	5316.30	2059.03	216.05	-	2275.09	3041.21	3257.26
Furniture & Fixture	38.16	-	-	38.16	28.61	3.00	-	31.61	6.55	9.55
Office Equipments	4.25	-	-	4.25	4.04	0.08	-	4.12	0.13	0.21
Computers	13.94	-	-	13.94	13.16	0.26	-	13.42	0.52	0.78
Vehicles	1.82	-	-	1.82	1.42	0.09	-	1.50	0.32	0.40
Housing Complex	40.70	-	-	40.70	6.01	0.65	-	6.66	34.05	34.70
Total-Property, Plant and Equipment	7341.90	-	-	7341.90	2403.11	247.52	-	2650.63	4691.28	4938.79

Note: 2 Intangible Assets

₹ in Crore

Particulars	GROSS BLOCK			DEPRECIATION					NET BLOCK	
	COST 1.04.2019	ADDITIONS	DEDUCTION	COST 31.03.2020	UP TO 01.04.2019	PERIOD ENDED 31.03.2020	DEDUCTION ADJUSTMENT	TOTAL DEPRECIATION	AS AT 31.03.2020	AS AT 31.03.2019
Computer Software	23.90	-	-	23.90	23.63	0.10	-	23.73	0.17	0.27
Total - Intangible Assets	23.90	-	-	23.90	23.63	0.10	-	23.73	0.17	0.27

Note 3 Capital Work-in-Progress

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Land & Building & Site Development	41.55	41.55
Plant & Machinery	60.47	60.46
Consultancy fees	-	4.07
Pre-operative Expences	-	11.62
Total Capital Work-in-Progress	102.02	117.70

Note 4 (i) Non Current Investments

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Investments (At cost):		
A) Investment in In Equity Shares		
I) Equity Shares of Subsidiary Companies Unquoted, Fully Paid Up		
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	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 Limited	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	50.87	50.87
	103.88	103.88
II) In Equity Shares of Associate Companies Unquoted, Fully Paid Up		
a) 9,994 Equity Shares of Rs. 10 each of Uttam Utkal Steels Limited	0.01	0.01
	0.01	0.01
III) Equity Shares of Joint Venture Companies Unquoted, Fully Paid Up		
a) 30,20,000 Equity Shares of Rs 10/each of Texturing Technology Private Limited	3.02	3.02
b) 1,99,465 Equity Shares of Rs 10/Each of Moira Madhujore Coal Limited (Out of this, 1,35,284 equity shares are purchased at a premium of Rs.90/Share & 35,527 Equity Share @ 10 Each at a Premium of Rs 75/ Shares)	1.68	1.68
	4.70	4.70
IV) Equity Shares of Other Companies Unquoted, Fully Paid Up		
a) 40,000 Equity Shares of Rs. 25/ each of Punjab & Maharashtra Co-op Bank Limited	0.10	0.10
b) 515,000, Equity Shares of Rs.10/ Each in Ansal Hi-Tech Township Ltd.	0.52	0.52
	0.62	0.62
Total Investment in Equity Shares	109.21	109.21
Less: Provision for Diminution of value of Investments	-34.38	-34.38
Total Net Non Current Investments	74.83	74.83



Note 4(ii) Non Current Trade Receivables

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unsecured Trade Receivables	559.35	537.16
Less: Provision for Bad and Doubtful Debts	-522.93	-519.93
Total Net Non Current Trade Receivables	36.42	17.23

Note 4(iii) Loans

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Loans and advances to employees	0.09	0.06
Total Loans	0.09	0.06

Note 4(iv) Other Financial Assets

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
1) Advances to Other Related parties	1070.93	1070.93
2) Advances to Other Parties	28.82	28.82
Total	1099.75	1099.75
Less: Provision for Diminution in Value of Advances	-61.98	-61.98
Less: Provision for doubtful advances to Companies under IBC	-1037.77	-320.47
Total Other Financial Assets	0.00	717.30

Note 5 Income Tax Asset (net)

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Advance Income Tax (net)	24.19	14.69
Total Income Tax Asset (net)	24.19	14.69

Note 6 Deferred Tax Assets

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Deferred Tax Assets	853.55	853.55
Total Deferred Tax Assets	853.55	853.55

Note 7 Other Non Current Assets

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Deposits Flats & Others	1.06	1.07
Advances to Capital Goods Suppliers	10.28	20.77
Less: Provision for Doubtful Advances to Capital Goods Suppliers	-10.28	-20.76
Total Other Non Current Assets	1.06	1.08



Note 8 Inventories

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Raw Materials	9.98	2.68
Work-in-Progress	5.23	0.85
Finished Goods	0.02	0.05
Stores and Spares	35.76	37.15
Less: Provision for over-aged stores & spares	-16.06	-16.06
Arising	0.37	0.18
Land	347.36	347.36
Total Inventories	382.66	372.21

Note 9(i) Trade Receivables

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unsecured Trade Receivables	5.75	32.35
Less: Provision for Bad and Doubtful Debts	-	-1.44
Total Trade Receivables	5.75	30.91

Note 9(ii) Cash & Cash Equivalents

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Cash and Cash Equivalents :		
Cash in hand	0.06	0.04
Balances with banks In Current Accounts	9.98	5.25
Total Cash & Cash Equivalents	10.04	5.29

Note 9(iii) Other Balances with Banks

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Other Bank Balances		
Balances held as Margin money or security against Borrowings, Guarantees and other Commitments	0.46	6.82
Total Other Balances with Banks	0.46	6.82

Note 9(iv) Other Financial Assets

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Interest Receivable	0.69	0.76
Total Other Financial Assets	0.69	0.76



Note 10 Other Current Assets

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Advance to Others		
(i) Advance to Suppliers	90.55	88.27
Less: Provisions for doubtful recoveries	-85.93	-43.22
(ii) Prepaid Expenses	3.68	3.52
(iii) Indirect Tax Recoverable		
a) CENVAT Credit Receivable	3.06	4.41
b) VAT Refund Receivable	-	22.25
c) Mega Incentive Receivable	70.57	82.13
d) VAT & CST Deposit - STT Appeal	12.02	-
e) GST Input Tax Credit Receivable	1.62	0.25
(iv) Export Incentives / Import Entitlements Receivable / (Obligation)	-	4.84
(v) Other Short term Advances	1.27	0.75
(vi) Un-billed Jobwork Conversion Costs	5.38	3.96
Total Other Current Assets	102.22	167.17

Note 11 Equity Share Capital

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
(a) Authorised Share Capital 50,00,00,000 (50,00,00,000) Equity Shares of Rs.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 Rs 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
Total Issued, Subscribed and Paid up Equity Share Capital	142.26	142.26

Reconciliation of No. of Shares outstanding is set out below.	As at 31 st March, 2020	As at 31 st March, 2019
Equity Shares at the beginning of the year	142260103	142260103
Add: Shares Issued during the year	0	0
Equity Shares at the end of the year	142260103	142260103

Details of Shareholder holding more than 5% Equity Shares:

Name of Shareholder	As at 31 st March, 2020		As at 31 st March, 2019	
	Number of shares held	% holding	Number of shares held	% holding
Equity Shares with Voting Rights				
Sainath Trading Company Pvt Limited	44651531	31.39	44651531	31.39
Kredence Multi Trading Limited	14921063	10.49	14921063	10.49
Evergreen Tradeplace Private Limited	7885600	5.54	7885600	5.54
Uttam Exports Private Limited	7324379	5.15	7324379	5.15

Note 12 Other Equity

₹ in Crore

Particulars		As at 31 st March, 2020	As at 31 st March, 2019
(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	309.16	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	-	-
(e)	Capital Incentive From Government of Maharashtra		
	As per Last Balance Sheet	83.25	83.25
	Add : During the Year	-	-
	Closing Balance	83.25	83.25
(f)	Revaluation Reserve		
	As per Last Balance Sheet	614.53	614.53
	Addition during the year	-	-
	Closing Balance	614.53	614.53
(g)	Profit and Loss Account		
	As per Last Balance Sheet	(3,449.33)	(1,323.13)
	Add: Profit for the year	(1,400.92)	(2,126.20)
	Closing Balance	(4,850.25)	(3,449.33)
(h)	Other Comprehensive Income		
	As per Last Balance Sheet	19.90	17.46
	Add: Additions during the year	1.21	2.43
	Closing Balance	21.11	19.90
Total Other Equity		(3,816.72)	(2,417.00)



Note 13(i) Long Term Borrowings

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Secured		
Term Loan from Banks and Financial Institutions	98.67	649.39
Term Loan from Others	6195.97	5867.53
	6294.64	6516.92
Unsecured		
Other loans (SICOM & Deferral Sales Tax Loans)	62.20	62.22
Inter Corporate Deposits/Loans	362.63	237.65
Total Long Term Borrowings	6719.47	6816.79

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

₹ in Crore

a) Term loans from banks & financial institutions:	Terms of repayment	As at 31 st March, 2020	As at 31 st March, 2019
Oriental Bank of Commerce	Repayable in 24 quarterly installments ending on March 2022	-	49.22
State Bank of India	Repayable in 34 quarterly installments ending on March 2023	32.47	57.00
Vijaya Bank	Repayable in 20 quarterly installments ending on December 2021	14.84	34.53
Indian Overseas Bank	Repayable in 34 quarterly installments ending on June 2023	26.36	34.49
Phoenix ARC Pvt Ltd (Previously held by South Indian Bank)	Repayable in 20 quarterly installments ending on June 2022	25.00	45.00
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 25.90 Million)	Repayable in 12 half yearly installments ending on July-2020	-	179.14
ECB Loan : Bank of India, State Bank of Mauritius Limited and AfrAsia Bank Limited. (USD 0 Million, Previous Year USD 3.75 Million)	Repayable in 12 half yearly installments ending on July-2020	-	25.94
ECB Loan : Citybank NA (USD Nil, Previous Year USD 32.40 Million)		-	224.07
Total Secured Long Term Loan From Banks & Financial Institutions		98.67	649.39
b) Term loans from others			
Rupee Term Loan from Arcelormittal India Pvt Ltd		4922.30	4922.30
Foreign Currency Term Loan from Arcelormittal International Luxembourg (USD 169.04 Million, Previous Year USD 136.65 Million)		1273.67	945.23
Total Secured Long Term Loan from Others		6195.97	5867.53

Term Loans, ECBs & FCTL from Banks and Financial Institutions and Others 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.

Note 13(ii) Non Current Trade Payables

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Trade Payables	1103.52	1017.37
Total Non Current Trade Payables	1103.52	1017.37

Note 14 Long Term Provisions

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unfunded Gratuity Liability	5.37	5.85
Unfunded Leave Encashment Liability	4.86	5.20
Total Long Term Provisions	10.23	11.05

Note 15 Deferred Tax Liability

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Deferred Income Tax Liabilities Related to Revaluation Fixed Assets	412.34	412.34
Total Deferred Tax Liability	412.34	412.34

Note 16 Other Non Current Liabilities

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Advances from Customers Ageing > 365 Days		
- from Subsidiaries	142.93	130.96
- from Others	473.48	434.20
Creditors for Capital Goods	5.97	6.63
Total Other Non Current Liabilities	622.38	571.79

Note 17(i) Short Term Borrowings

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Secured Working Capital Loans from Banks		
Overdue Fund based Working Capital Loans	-	-
Overdue Non Fund based Working Capital Loans	-	-
	-	-
Unsecured		
Loan from Banks	-	0.50
Total Short Term Borrowings	-	0.50



Note 17(ii) Trade and Other Payables

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Trade Payables:		
Micro, Small and Medium Enterprises	6.99	4.58
Other than Acceptances	22.41	30.21
Total Trade Payables	29.40	34.79

Note 17(iii) Other Financial Liabilities

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Current Maturities of Long Term Borrowings		
Rupee Term Loans - Recalled by the Banks	108.91	-
Rupee Term Loans - Overdue Principal Instalments	134.18	41.44
Rupee Term Loans - Instalments falling due in next 12 Months	115.56	153.31
ECBs & FCTLs - Overdue Principal Instalments	372.96	-
ECBs & FCTLs - Instalments falling due in next 12 Months	176.29	428.86
Interest Accrued & due on Term Loans	81.63	14.35
Interest Accrued but not due on Term Loans	8.64	11.74
Interest due but not paid - Others	15.35	15.35
Total Other Financial Liabilities	1013.52	665.05

Details of Current Maturities, Overdue Principal & Interest

₹ in Crore

Particulars	As at 31 st March, 2020				As at 31 st March, 2019			
	Overdue Amount				Overdue Amount			
Lender Name & Loan Reference	Current Maturities	Over due Principal	Loans Recalled by Banks	Int. Accrd & Due	Current Maturities	Over due Principal	Loans Recalled by Banks	Int. Accrd & Due
Phoenix ARC /(South Indian Bank)	20.00	15.00	-	6.79	20.00	5.00	-	2.22
Punjab National Bank 400 Crs	-	22.99	-	2.73	24.55	6.13	-	1.21
Bank of Baroda 50 Crs	-	8.75	-	1.20	8.76	2.19	-	0.53
Vijaya Bank 150 Crs	-	12.50	-	1.37	12.50	6.25	-	0.79
Syndicate Bank 175 Crs	-	-	34.69	4.10	35.00	8.75	-	1.60
Vijaya Bank 100 Crs	20.00	20.00	-	5.35	20.00	5.00	-	1.91
Oriental Bank of Commerce 150 Crs	-	-	74.22	7.60	25.00	6.25	-	2.60
Indian Overseas Bank-Corporate Loan	8.13	2.50	-	4.03	2.50	0.63	-	1.19
State Bank of India-Corporate Loan 100 Crs	20.00	5.00	-	5.93	5.00	1.25	-	2.30
State Bank of India-RTL 94.87 Crs (ECB Converted)	47.44	47.44	-	0.06				
Total Rupee Term Loans	115.57	134.18	108.91	39.16	153.31	41.44	-	14.35
Bank of India ECB US\$ 30 Mios	28.25	56.51	-	6.30	51.88	-	-	-



Bank of Baroda-ECB US\$ 15 Mios	14.13	28.25	-	3.04	25.94	-	-	-
Punjab National Bank - ECB US\$ 25 Mios	17.89	47.09	-	4.83	43.23	-	-	-
Union Bank of India ECB US\$ 25 Mios	21.37	47.09	-	4.91	43.23	-	-	-
Indian Bank ECB US\$ 20 Mios	18.84	37.67	-	4.20	34.59	-	-	-
Canara Bank ECB US\$ 30 Mios	25.90	56.51	-	5.92	51.88	-	-	-
Indian Overseas Bank-ECB US\$ 25 Mios	23.55	47.09	-	5.07	43.23	-	-	-
State Bank of India FCL- US\$ 50 Mios	-	-	-	2.52	86.46	-	-	-
ICICI Bank Limited ECB US\$ 28 Mios	26.37	52.74	-	5.68	48.42	-	-	-
Total Foreign Currency Loans	176.29	372.96	-	42.47	428.86	-	-	-
TOTAL	291.86	507.14	108.91	81.63	582.17	41.44	-	14.35

Note 18 Provisions

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unpaid Salaries and Wages	0.07	0.23
Provision for Bonus	1.39	1.18
Provision for Expenses	19.94	51.62
Provision for Freight	0.02	-
Total Provisions	21.42	53.03

Note 19 Other Current Liabilities

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Statutory Remittances (Contributions to PF and ESIC, Withholding Taxes, TDS, GST, Excise Duty, VAT, Service Tax, etc.)	1.14	23.81
Advances from Customers - from Subsidiaries	-	-
- from Others	12.52	2.28
Other payables	13.96	0.65
Total Other Current Liabilities	27.62	26.75

Note 20 Revenue from Operations

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Sale of Products	32.68	183.75
Traded Goods	-	0.18
Other Operating Revenues	458.28	372.51
Total Revenue from Operations (Net)	490.96	556.44

Note 21 Other Income

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Interest Income	4.52	0.16
Other Non-Operating Income	27.69	14.95
Total Other Income	32.21	15.11



Note 22 Cost of Materials Consumed

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Opening Stock	2.21	1.96
Add: Purchases	163.47	281.90
	165.68	283.86
Less: Closing Stock	8.20	2.21
Total of Cost of Material Consumed	157.48	281.65

Note 23 Purchase of Traded Goods

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Purchase of Trade goods		
Trading Purchases Hot Rolled Coil - Domestic	-	0.18
Total Purchase of Traded Goods	-	0.18

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

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Inventories at the end of the year:		
Finished Goods at Plant	0.02	0.05
Arisings	0.37	0.18
Work-in-Process	5.23	0.85
	5.62	1.08
Inventories at the beginning of the year:		
Finished Goods at Plant	0.05	0.02
Finished Goods at Port	-	-
Arisings	0.18	0.05
Work-in-Process	0.85	1.42
	1.08	1.49
Net (Increase) / Decrease in Inventories	(4.54)	0.41

Note 25 Employee benefits expense

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Salaries and Wages	69.03	73.01
Contributions to Provident and other Funds	3.68	3.81
Staff Welfare Expenses	3.46	3.36
Total Employee Benefit Expenses	76.17	80.18

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: ₹ in Crore

Amount to be recognised in Balance Sheet	As at 31 st March, 2020	As at 31 st March, 2019
Gratuity		
Defined Benefit Obligations	21.67	21.62
Present Value of Unfunded Obligations	5.37	5.85
Fair Value of Plan Assets (managed by insurer)	16.30	15.77
Net Liability	5.37	5.85
Amounts in Balance Sheet		
Liability	21.67	21.62
Assets	16.30	15.77
Net Liability	5.37	5.85
Expenses to be recognised in the Statement of P&L		
Current Service Cost	1.33	1.44
Interest on Defined Benefit Obligation	1.58	1.54
Expenses Levied by Insurance Company	-	-
Expected Return on Plan Assets	(1.07)	(1.12)
Defined Benefit Cost included in P&L	1.84	1.86
Re-measurement - Return on Assets	(0.44)	(0.16)
Return on Plan Assets (Excluding Interest Income)	0.07	(0.30)
Net Actuarial Losses/(Gains) Recognised in Year	(0.74)	(1.09)
Total Re-measurements in OCI	(1.11)	(1.55)
Reconciliation of Benefit Obligations & Plan Assets For the Period		
Change in Defined Benefit Obligation		
Opening Defined Benefit Obligation	21.62	21.25
Current Service Cost	1.33	1.44
Interest Cost	1.58	1.54
Actuarial Losses/ (Gains)	(1.18)	(1.25)
Benefits Paid/ Accrued but not paid	(1.68)	(1.36)
Closing Defined Benefit Obligation	21.67	21.62
Change in Fair Value of Assets		
Opening in Fair Value of Plan Assets	15.77	15.14
Expected Return on Plan Assets	1.07	1.13
Changes due to effect of any business combination	-	-
Contributions by Employer	1.21	0.57
Benefits Paid/ Accrued but not paid	(1.68)	(1.37)
Re-measurement - Return on Assets	(0.07)	0.30
Payments due to the Company	-	-
Expenses Levied by Insurance Company	-	-
Balance with the Bank	-	-
Closing Fair Value of Plan Assets	16.30	15.77
Principal Actuarial Assumptions (Expressed as Weighted Averages)		
Discount Rate (p.a.)	0.07	0.08
Expected Rate of Return on Assets (p.a.)	0.08	0.09
Salary Escalation Rate (p.a.)	0.06	0.07



₹ in Crore

Amount to be recognised in Balance Sheet	As at 31 st March, 2020	As at 31 st March, 2019
Leave Encashment		
Present Value of Funded Obligations	-	-
Present Value of Unfunded Obligations	4.86	5.19
Fair Value of Plan Assets (managed by insurer)	-	-
Net Liability	4.86	5.19
Amounts in Balance Sheet		
Liability	4.86	5.19
Assets	-	-
Net Liability	4.86	5.19
Expenses to be recognised in the Statement of P&L		
Current Service Cost	0.38	0.28
Interest on Defined Benefit Obligation	0.37	0.42
Defined Benefit Cost included in P&L	0.75	0.70
Expected Return on Plan Assets	Nil	Nil
Net Actuarial Losses/(Gains) Recognised in Year	(0.49)	(0.89)
Total Re-measurements in OCI	(0.49)	(0.89)
Principal Actuarial Assumptions (Expressed as Weighted Averages)		
Discount Rate (p.a.)	0.07	0.08
Expected Rate of Return on Assets (p.a.)	0.07	0.07

Note 26 Other Expenses

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Manufacturing Expenses		
Power Consumption	109.96	98.11
Coal Consumed	67.86	69.51
Power Captively Consumed	(84.78)	(83.68)
Power Captively Consumed - Steam	(7.33)	(7.96)
Consumption of Steam	7.33	7.96
Fuel Consumption	65.64	47.92
Water Charges	4.07	4.33
Stores & Spares Consumed	27.09	28.14
Repairs & Maintenance to Plant	16.86	15.99
Other Manufacturing Expenses	25.49	21.94
Conversion Cost on Unbilled Jobwork Stock	(1.42)	(0.48)
Total Manufacturing Expenses	230.77	201.78
Selling and Distribution Expenses		
F.O.B. Expenses	0.01	(0.62)
Local Freight	1.13	0.58
Brokerage & Commission	0.06	(0.06)
Other Expenses	0.65	0.90
Packing Material Consumed	9.13	1.62
Provision for Bad & Doubtful Debts	2.79	-



Total Selling and Distribution Expenses	13.77	2.42
Administrative Expenses		
Insurance	9.33	2.80
Travelling & Conveyance	2.04	2.60
Rent, Rates & Taxes	8.29	4.21
Legal , Professional & Consultancy Charges	8.11	10.97
Repairs & Maintenance to Building	6.28	5.42
Repairs & Maintenance to others	4.02	1.51
Security charges	2.79	2.49
Other Expenses	3.60	4.62
Remuneration to CMD/DMD	2.00	2.00
Sundry Balance Written Off/(Written back)	(0.17)	0.10
Payment to Auditors - Audit Fees	0.18	0.18
- Tax Audit & Certifications	0.05	0.10
Loss on Sale of Fixed Assets	-	0.01
Total Administrative Expenses	46.52	37.02
Total - Other Expenses	291.06	241.21

Note 27 Finance Costs

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Interest Expense on:		
(i) Borrowings - Long Term	93.08	281.84
(ii) Borrowings - Short Term/Others	4.94	515.68
Net Loss on Foreign Currency Transactions and Translation	292.85	138.98
Total Finance Cost	390.87	936.50

Note: 28 Depreciation and Amortisation Expenses

Depreciation Expenses

₹ in Crore

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	COST 01.04.2019	ADDITIONS	DEDUCTION	COST 31.03.2020	UP TO 14.2019	PERIOD ENDED 31.03.2020	DEDUCTION ADJUSTMENT	TOTAL DEPRECIATION	AS AT 31.03.2020	AS AT 31.03.2019
(I) TANGIBLE ASSETS										
Land	1067.12	-	-	1067.12	-	-	-	-	1067.12	1067.12
Building & Site Development	854.68	-	-	854.7	290.08	27.30	-	-	537.30	564.60
Flats & Office Premises	4.93	-	-	4.93	0.76	0.08	-	0.84	4.09	4.17
Plant and Machinery	5316.30	-	-	5316.30	2059.03	216.05	-	2275.09	3041.21	3257.26
Furniture & Fixture	38.16	-	-	38.16	28.61	3.00	-	31.61	6.55	9.55
Office Equipments	4.25	-	-	4.25	4.04	0.08	-	4.12	0.13	0.21
Computers	13.94	-	-	13.94	13.16	0.26	-	13.42	0.52	0.78
Vehicles	1.82	-	-	1.82	1.42	0.09	-	1.51	0.31	0.40
Housing Complex	40.70	-	-	40.70	6.01	0.65	-	6.66	34.05	34.70
TOTAL (A)	7341.90	-	-	7341.90	2403.11	247.52	-	2650.63	4691.28	4938.79
(II) INTANGIBLES ASSETS										
Computer Software	23.90	-	-	23.90	23.63	0.10	-	23.73	0.17	0.27
TOTAL (II)	23.90	-	-	23.90	23.63	0.10	-	23.73	0.17	0.27
TOTAL (I+II)	7365.80	-	-	7365.80	2426.74	247.61	-	2674.36	4691.45	4939.06
PREVIOUS YEAR	7365.87	-	0.07	7365.80	2173.99	252.80	0.05	2426.74	4939.06	



Note 29 Exceptional Items

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Provision for Doubtful Advances to Vendors	760.01	363.68
Provision for Doubtful Receivables from Mercantile Export Customers	-	482.44
Provision for Doubtful Advances to Capital Goods Vendors	-	20.76
CWIP of abandoned projects written off	-	37.93
Input Tax Credit disallowed in Sales Tax Assessments of the past periods	3.87	-
Provision against bank balances in PMC bank accounts	1.56	-
Total Exceptional Items	765.44	904.81

30. Contingent Liabilities not provided for in respect of:

₹ in Crore

Sr.No.	Particulars	31 st March 2020	31 st March 2019
(a)	Letters of Credit outstanding	Nil	Nil
(b)	Bank Guarantees	3.15	3.94
(c)	Estimated amount of contracts remaining to be executed on capital account and not provided for	6.87	7.34
(d)	Disputed Statutory Liabilities	292.62	234.54
(e)	Disputed Claim of GAIL on Short Qty Lifting.	65.19	Nil

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.

31. (a) The Income Tax Assessments are completed up to AY 2016-17.
(b) The Sales Tax Assessments are completed up to 30th June, 2017.
(c) Disputed Demand of ₹276.97 Crores under the Sales Tax Assessments is considered as Contingent Liability and included in note 30 (d) Disputed Statutory Liabilities.
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 ₹ 20.59 Crores (Previous Year ₹ 9.41 Crores) as Other Income.
33. During the year under review, City Bank NA has assigned its ECB Loan amounting US\$ 32.39 Mios to ArcelorMittal Luxembourg SA. Further, ArcelorMittal Luxembourg SA has assigned US\$ 169.04 Mios of its Loans to AMNS Luxembourg Holdings SA, including the aforesaid loan. The Company has classified this loan, along with ₹ 4922.30 Crores Rupee Term Loans and ₹ 362.63 Crores Inter Corporate Loans from ArcelorMittal India Pvt Ltd (AMIPL) as long term borrowing, at book value, as on 31.03.2020.
34. **Taxation.**
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	2019-20	2018-19
a) Including Extraordinary Income & Prior Period Income		
Profit for the Year (before other comprehensive Income)	(1400.92)	(2126.20)
Weighted average No. of Ordinary shares of ₹10 each for Basic EPS	142260103	142260103
Earnings per Share (EPS) Basic & Diluted (Rupees)	(98.48)	(149.46)
b) Excluding Extraordinary Income & Prior Period Income		
Profit for the Year (before other comprehensive Income)	(1400.92)	(2126.20)
Weighted average No. of Ordinary shares of ₹10 each for Basic EPS	142260103	142260103
Earnings per Share (EPS) Basic & Diluted (Rupees)	(98.48)	(149.46)

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:

Shri Anuj R Miglani Shri Gursharan Singh Sawhney Shri Raggvendra 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 Holding Limited	Atlantis International Service Company Limited
Uttam Galva Steels, Netherland BV	NeelRaj International Trade Limited
Uttam Galva Steels (BVI) Limited	Uttam Galva North America, INC
Uttam Export BVI Limited	Uttam Galva International FZE (Step down Subsidiary)

Associates:

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

Joint Ventures:

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

Particulars	Key Managerial Personnel	
	2019-20	2018-19
Remuneration	2.60	2.62



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

₹ in Crore

Particulars	31 st March, 2020		31 st March, 2019	
	Subsidiaries	Associates / Joint Venture	Subsidiaries	Associates / Joint Venture
Sale of Goods / Services	-	6.00	-	7.86
Purchase of Goods/ Services	-	5.70	-	10.88
Rent Income	-	0.82	-	2.47
Rent Payment	-	2.12	-	2.17
Manpower Cost Recovered	-	5.04	-	3.44

39. Information pursuant to Regulation 34 of Listing Regulations, 2015. Loans and advances in the nature of loans to wholly owned subsidiary companies are as under:

₹ in Crore

Particulars	Balance as at 31 st March, 2020	Balance as at 31 st March, 2019	Maximum Balance during the year	
			2019-20	2018-19
Interest free loans without specified repayment schedule				
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 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 Todarwal & Todarwal LLP

Chartered Accountants

Firm Registration No 111009W/W100231

Sunil Todarwal

Partner

Membership No 32512

Place : Mumbai

Date : 8th May, 2020

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 & CEO

(DIN-00287097)

Raggvendra Agrawal

Executive Director & Company Secretary

(FCS:2174)



INDEPENDENT AUDITORS REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To
The Members
M/s Uttam Galva Steels Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Statement of Consolidated Ind AS Financial Statements of **M/s Uttam Galva Steels Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities for the year ended 31st March, 2020, attached herewith (**Annexure I**), which comprise the Consolidated Balance Sheet as at 31st March, 2020, the Consolidated Statement of Profit and Loss and Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash flows for the year then ended, and Notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

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 Companies Act, 2013 ("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 31st March, 2020, its consolidated loss and other comprehensive income, its consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associates and jointly controlled entities in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act,

2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Emphasis of Matter

(a) In the Independent Auditor's Report of Uttam Galva North America Inc., one of the subsidiaries not audited by us, the Company has been assessed certain penalties on imports by the U. S. Department of Commerce. The CVD penalty rate has been assessed at 588.43% for imports made during the period of review from 6th November, 2015 to 31st December, 2016. The AD penalty rate has been assessed at 71.05% for the period of review from 1st July, 2017 to 30th June, 2018, with the Company currently appealing. An adverse result in this proceeding could have a material effect upon the Group's financial position, result of operation and cashflows.

Our opinion on the consolidated annual financial results 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 results/financial information certified by the Board of Directors.

(b) ArcelorMittal Luxembourg and ArcelorMittal India Pvt. Ltd. have made payments of US\$ 169.04 Mios and Rs 4,922.30 crores to secured financial lenders to clear the foreign currency loans, over-due Rupee Term Loan and Working Capital Loan together with interest, acting as a lender providing financial support to the Company due to financial difficulty. No interest has been charged on the said financial support during the year. ArcelorMittal Luxembourg assigned US\$ 169.04 Mios to AMNS Holding Luxembourg SA during the financial year under audit. In addition, ArcelorMittal India Pvt. Ltd. has also provided Inter Corporate Deposit amounting to Rs 362.63 crores as long-term funding on which no interest has been charged. Ind AS 109 specifically deals with cases with respect to accounting of Financial Instruments on off-market terms. The company has elected not to follow the principles of IND AS 109 with respect to the accounting of interest-free financial support. Had the company followed the accounting treatment of IND AS 109, the company would be required to measure the financial liabilities at its fair value. However, the overall impact on the Profit and Loss Statement and Balance Sheet over



the tenure of the amount extended at current estimates would be NIL.

Our opinion remains unmodified in respect of the matters above.

- (c) Since in one of the subsidiaries namely Uttam Galva Steels (BVI) Limited lenders have appointed receiver, due to default in repayment made by that subsidiary, the holding company is not able to exercise control in that subsidiary. Hence, financial statements of the said subsidiary are not consolidated.

Our opinion remains unmodified in respect of the matters above.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How our audit addressed the key audit matter
1) Evaluation of Contingent Liabilities	
<p>(Refer Note 30 to the Consolidated Financial Statements) Claims against the Group are not acknowledged as debts are disclosed Consolidated Financial Statements. The existence of the payments against these claims requires management judgment to ensure disclosure of most appropriate values of contingent liabilities.</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> • Assessing the appropriateness of the management’s judgment in estimating the value of claims against the Group not acknowledged as debts as given in the note 30. • We have obtained details of completed tax assessments and demands/claims raised up to 31st March, 2020 from management. • We assessed the completeness of details of these claims through discussion with senior management personnel. • We have also reviewed the outcome of the disputed cases at various forums. • We have also assessed the appropriateness of presentation of the contingent liabilities in the Consolidated Financial Statements.
2) Recoverability of Subsidy under Package Scheme of Incentive	
<p>(Refer Note 10 & 21 of Consolidated Financial Statements) As at 31st March, 2020, Non-Current Assets include Receivables under IPS Subsidy/ Mega Incentive Scheme relating to VAT and GST recoverable amounting to Rs. 70.57 crores subject to receipt of Government approval from relevant authority.</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> • We obtained applications made claim under Industrial Packaging scheme. • We assessed the completeness of details of these claims through discussion with senior management personnel. • We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability.
3) Evaluation of Exceptional Items	
<p>(Refer Note 29 of Consolidated Financial Statements) During the year the company has recognized provision on advances to vendors amounting to Rs. 760.01 crores to the Statement of Profit and Loss since after several attempts of recovery, the company considers that these amount</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> • Assessing the appropriateness of the management’s judgment in estimating the amounts recognized in Profit and Loss.



<p>s are no longer recoverable. Further, the Company has also recognized amount aggregating to Rs. 3.87 Crores as amounts disallowed upon completed Sales Tax Assessments of prior years and Rs. 1.56 Crores for the balances held with PMC Bank due to inability to exercise full control over these balances until the resolution plan for PMC Bank is provided by the RBI</p>	<ul style="list-style-type: none"> We have also assessed the appropriateness of presentation of these exceptional items in the Consolidated Financial Statements in accordance with requirements of Ind AS.
<p>4) Provision of Finance cost of Borrowing from banks and FI's and receipt of loan recall notice from secured lenders</p>	
<p>(Refer Note 27 of Consolidated Financial Statements) The Group has recognized the interest expenses on borrowings from the secured lenders amounts to Rs. 93.08 crores based on the interest rates provided in the agreements between the secured lenders and the Group. (Refer Note 17(iii) of Consolidated Financial Statements) The Group has received the loan recall notice from few secured lenders amounting to Rs. 108.91 crores. We considered this matter as key audit matter due to significant amount of finance costs incurred, which comprises major part of the total expenditure of the Group.</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> Updating our understanding of The Group's procedure and financial control about recognition of finance costs. Verifying, on test check basis, the computation of interest with reference to principal amount, rate of interest, additional or penal interest as per the agreements, as applicable. Verifying the monthly bank statements on test check basis. Direct balance confirmations of principal amount due from the selected lenders as at 31st March, 2020 could not be obtained due to COVID-19 lockdown and therefore, the existing arrangements have been relied upon to the extent possible. Ensuring the completeness of disclosure and presentation of borrowings and borrowing costs as per applicable Ind AS. We state that the amount of interest on loans not charged by the Banks and Financial Institutions due to the default by the Group on repayment has led to under reporting of financial costs, and in the absence of complete information, the proper amount could not be ascertained.
<p>5) Unhedged Foreign Currency Exposure due to ECBs and FCL</p>	
<p>(Refer Note 17 (iii) of Consolidated Financial Statements) As on 31st March,2020 the Group has exposure to foreign exchange risk as a result of borrowings from Banks and FI's of \$ 248.73 million. (Refer Note 27 of Consolidated Financial Statement) The existence of such exposure has resulted in significant exchange loss Rs. 100.34 crores on Translation of Foreign Currency on Reporting date due to the volatility of USD-INR exchange rates.</p>	<p>Our audit procedures for assessing the risk of the unhedged foreign currency exposures included, but were not limited to the following:</p> <ul style="list-style-type: none"> Assessing the appropriateness of the amounts as recognized in Profit and Loss.



	<ul style="list-style-type: none"> We have also assessed the appropriateness of presentation of these exceptional items in the Consolidated Financial Statements in accordance with requirements of Ind AS. We consider this matter as a key audit matter due to significant amount of foreign loss incurred by the Group on Foreign Currency Loan and the global impact of COVID-19 pandemic on the Currency Exchange Rates.
<p>6) Revaluation of Land</p>	
<p>The carrying value of Land as per Note 1 (“Property, plant and equipment”) of Consolidated Financial Statements as on 31st March, 2020 stands at Rs. 1067.12 crores.</p> <p>As per Note 1.01(b) of the Significant notes to accounts - 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.</p> <p>The company follows Revaluation Model for Land.</p> <p>As per Ind AS 16 pursuant to recognition as an asset, an item of property, plant and equipment whose fair value can be measured reliably shall be carried at a revalued amount, being its fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations shall be made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period.</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> We obtained an understanding from the management, assessed and tested the design and operating effectiveness of the Group’s key controls over the assessment and fair valuation of material Property, plant and equipment. We evaluated the Group’s process regarding assessment and fair valuation by involving auditor’s valuation experts to assist in assessing the appropriateness of the valuation model. We are unable to obtain a recent report on the valuation of land by an expert due to lockdown caused by COVID-19 pandemic and hence, the Group has retained the carrying value.
<p>7) Delay in Adoption of Ind AS 116 Leases</p>	
<p>The application and transition to this accounting standard is complex and is an area of focus in our audit since the Group has leases with different contractual terms.</p> <p>Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognise a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet. The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/ arrangement. Adoption of the standard involves significant judgements and estimates including,</p>	<p>Our audit procedures on adoption of Ind AS 116 include:</p> <ul style="list-style-type: none"> Assessed the Group’s evaluation on the identification of leases based on the contractual agreements and our knowledge of the business; Requested for Lease Agreements to check the applicability of Ind AS 116 based on the tenure of the lease and renewal clause provided in the Agreements, however, due to the lockdown on account of COVID-19



<p>determination of the discount rates and the lease term. Additionally, the standard mandates detailed disclosures in respect of transition.</p>	<p>pandemic, only the basic details of the Lease could be identified and hence, application of Ind AS 116 could not be done since the Computation of the Discounting rate, recognition of the ROU etc. was not possible due to unavailability of generic information on the leases and monthly invoices.</p> <ul style="list-style-type: none"> • The Group has proposed to apply the Ind AS upon access to proper data and Agreements after relaxation of the COVID-19 Lockdown. • We agree with the Managements evaluation, since the overall impact during the term of lease on the Profit and Loss and the Assets and Liability balances created at the time of initial recognition will be Nil.
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Information Other than the Consolidated Financial Statements and Auditor’s Report Thereon

The Holding Company’s Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the Consolidated Financial Statements and our auditor’s report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company’s Management and Board of Directors are responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group including its associates and jointly controlled entities in accordance

with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and jointly controlled entities respectively and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 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 Financial Statements by the Management and the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Management and Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Management and Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.



Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the Group has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to

draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate



with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current year and are therefore the Key Audit Matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- a) The Consolidated Annual Financial Statements include the audited financial results of 7 subsidiaries, whose financial statements/financial information reflect total assets (before consolidation adjustments) of Rs. 193.93 Crores as at 31st March, 2020, total revenue (before consolidation adjustments) of Rs. 30.47 Crores and total net loss after tax (before consolidation adjustments) of Rs. 11.61 Crores for year ended 31st March 2020 and net cash inflows of Rs. 0.12 crores for the year ended on that date, as considered in the consolidated annual financial results, which have been audited by their respective independent auditors. This financial statements / financial information has been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated annual financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates is based solely on the audit reports of the other auditors.
- b) The accompanying consolidated financial results include the Group's share of Net Loss after tax of ₹ 1.71 Crores for the year ended on that date, in respect of two Joint Ventures, which have been audited by other auditors, whose financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these jointly controlled entities and associates is based solely on the reports of such other auditors and the procedures performed by us are as stated in paragraph above.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash flow statement, and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account for the purpose of preparation of the Consolidated Financial Statements;
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Accounts) Rules, 2014, except for the matters covered in Emphasis of Matter paragraph;
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020, none of the directors is disqualified from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**".
- (g) 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 Consolidated Financial Statements disclose the impact of pending litigations as on 31st March, 2020 on the consolidated financial position of the Group, its associates and jointly controlled entities.
(Refer Note 30 to the Consolidated Financial Statements.)



- ii. The Group has made provisions, 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 Consolidated Financial Statements.
- iii. During the year, Rs. 1,20,000 pertaining to unclaimed redemption of debentures were required to be transferred to the Investor Education and Protection Fund by the Group. We have been

informed that the Group was not able to transfer the funds due to lack of availability of data.

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

Dated: 8th May, 2020.
Place: Mumbai

Sunil L Todarwal
Partner
Membership No.: 032512

Annexure – A 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”)

Opinion

We have audited the internal financial controls with reference to Consolidated Financial Statements of Uttam Galva Steels Limited (hereinafter referred to as the “Holding Company”) and its subsidiaries, its associates and jointly controlled entities for the year ended 31st March, 2020, in conjunction with our audit of the Consolidated Financial Statements of the Group for the year ended on that date.

In our opinion, the Group has, in all material respects, adequate internal financial controls with reference to Consolidated financial statements and such internal financial controls were operating effectively as at 31st March, 2020, based on the internal financial controls with reference to Consolidated Financial Statements criteria established by the Group 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 (the “Guidance Note”).

Meaning of Internal Financial with reference to Consolidated Financial Statements

The Group’s internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A the Group’s internal financial control with reference to Consolidated Financial Statements 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 Group;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Group are being made only in accordance with authorizations of management and directors of the Group; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Group’s assets that could have a material effect on the financial statements.

Management’s Responsibility for Internal Financial Controls

The Group’s Management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to Consolidated Financial Statements criteria established by the Group considering the essential components of internal control stated in the Guidance Note. 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 the Group’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 (hereinafter referred to as “the Act”).

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, 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 with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial controls with reference to Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Auditors' Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls with reference to the Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to Consolidated Financial Statements. 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 with reference to Consolidated Financial Statements were established and maintained and whether 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 with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of such internal financial controls, 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 judgement, including the assessment of the

risks of material misstatement of the Consolidated 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 Group's internal financial controls with reference to Consolidated Financial Statements.

For **Todarwal & Todarwal LLP**
Chartered Accountants
ICAI Reg No : W100231

Sunil Todarwal
Partner

Dated: 8th May, 2020
Place: Mumbai

Membership No.: 032512

Annexure I

List of Subsidiaries whose Financial Statements are consolidated:

1. Uttam Galva Steel Netherlands BV
2. Atlantis International Services Company Ltd.
3. Neelraj International Trade Ltd.
4. Uttam Galva International FZE
5. Uttam Exports BVI Ltd.
6. Uttam Galva Holdings Ltd.
7. Uttam Galva North America

List of Joint Ventures whose Income Statements are consolidated:

1. Texturing Technology Pvt. Ltd.
2. Moira Madhujore Coal Ltd.



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2020

₹ in Crore

Particulars	Note	As at 31 st March, 2020	As at 31 st March, 2019
I ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	1	4691.29	4938.94
(b) Intangible Assets	2	0.17	0.27
(c) Capital Work in Progress	3	102.02	117.70
(d) Financial Assets	4		
(i) Investments	4(i)	4.44	6.16
(ii) Trade Receivables	4(ii)	36.43	17.23
(iii) Loans	4(iii)	0.09	0.06
(iv) Other Financial Assets	4(iv)	-	717.30
(e) Income Tax Asset(net)	5	31.27	19.35
(f) Deferred Tax Assets	6	853.55	853.63
(g) Other non-current Assets	7	7.59	6.70
Total Non-Current Assets		5726.85	6677.31
Current Assets			
(a) Inventories	8	387.20	386.53
(b) Financial Assets	9		
(i) Trade Receivables	9(i)	134.03	158.37
(ii) Cash and Cash Equivalent	9(ii)	26.82	21.94
(iii) Bank Balances Otherthan (ii) above	9(iii)	0.46	6.82
(iv) Other Financial Assets	9(iv)	0.69	0.76
(c) Other Current Assets	10	108.32	171.13
Total Current Assets		657.52	745.55
TOTAL ASSETS		6384.37	7422.86
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	11	142.26	142.26
(b) Other Equity	12	(3,743.59)	(2,339.98)
Total Equity		(3,601.33)	(2,197.72)
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities	13		
(i) Long-term Borrowings	13(i)	6719.47	6816.79
(ii) Trade and other Payables	13(ii)	1103.52	1017.37
(b) Provisions	14	10.35	11.15
(c) Deferred Tax Liabilities	15	412.34	412.34
(d) Other non-current Liabilities	16	622.38	571.79
Total Non-Current Liabilities		8868.06	8829.44
Current Liabilities			
(a) Financial Liabilities	17		
(i) Short-term Borrowings	17(i)	-	0.50
(ii) Trade and other Payables	17(ii)	52.43	56.82
(iii) Other Financial Liabilities	17(iii)	1013.52	665.05
(b) Provisions	18	24.07	42.03
(c) Other Current Liabilities	19	27.62	26.74
Total Current Liabilities		1117.64	791.14
TOTAL EQUITY AND LIABILITIES		6384.37	7422.86

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

30 to 36

As per our report of even date

For Tadarwal & Tadarwal LLP

Chartered Accountants

Firm Registration No 111009W/W100231

Sunil Tadarwal

Partner

Membership No 32512

Place : Mumbai

Date : 8th May, 2020

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 & CEO

(DIN-00287097)

Raggvendra Agrawal

Executive Director & Company Secretary

(FCS:2174)



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

₹ in Crore

Particulars	Note No.	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
CONTINUING OPERATIONS			
Revenue from Operations (Net of ED & GST)	20	521.18	756.81
Other Income	21	32.46	15.73
TOTAL INCOME FROM OPERATIONS		553.64	772.54
EXPENSES			
(a) Cost of Material and Components Consumed	22	157.48	281.65
(b) Purchase of Traded Goods	23	17.96	191.77
(c) (Increase)/Decrease in Inventories of Finished Goods, WIP and Traded Goods	24	5.25	4.44
(d) Employee benefit expenses	25	84.89	89.63
(e) Other operating expenses	26	301.97	255.61
(f) Finance costs	27	390.89	937.74
(g) Depreciation and amortisation expenses	28	247.75	252.90
TOTAL EXPENSES		1206.19	2013.74
PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS		(652.55)	(1,241.20)
Exceptional Items	29	765.44	904.81
PROFIT / (LOSS) BEFORE TAX		(1,417.99)	(2,146.01)
Tax expense			
Current tax		(5.47)	-
Deferred tax		-	-
Prior Period Tax - MAT Credit Entitlement written off		-	-
TOTAL TAX EXPENSE / (INCOME)		(5.47)	-
PROFIT / (LOSS) FOR THE YEAR		(1,400.92)	(2,126.19)
SHARE OF PROFIT IN JOINT VENTURE		(1.71)	0.43
OTHER COMPREHENSIVE INCOME			
(i) Items that will be reclassified subsequently to the statement of profit and loss		9.42	16.37
(ii) Income tax on items that will be reclassified subsequently to the statement of profit and loss		1.21	2.43
(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		-	-
TOTAL OTHER COMPREHENSIVE INCOME / (LOSSES)		10.63	18.80
TOTAL COMPREHENSIVE INCOME OF THE YEAR		(1,403.60)	(2,126.79)
Earning per equity share:-Basic and Diluted		(99.41)	(150.82)
Weighted average number of equity shares (Face value Rs.10 each)		142260103	142260103
NOTES FORMING PART OF THE FINANCIAL STATEMENTS		30 to 40	

As per our report of even date
For Todarwal & Todarwal LLP
 Chartered Accountants
 Firm Registration No 111009W/W100231
Sunil Todarwal
 Partner
 Membership No 32512

Place : Mumbai
 Date : 8th May, 2020

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 & CEO
 (DIN-00287097)

Raggvendra Agrawal
 Executive Director & Company Secretary
 (FCS:2174)



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

₹ in Crore

	PARTICULARS	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit/(Loss) Before Tax	(1,417.99)	(2,146.01)
	Adjustments for Depreciation	247.75	252.90
	Adjustments for Diminution in Capital WIP	15.69	37.86
	(Profit) / Loss on Sale of Assets	-	0.01
	Share Issue Expenses W/off	-	0.11
	Unrealised Currency Translation (Gains)/Losses	9.42	16.37
	Interest & Financial Charges	390.89	937.63
	Operating Profit Before Working Capital Changes	(754.24)	(901.13)
	Adjustments for :		
	(Increase)/Decrease in Trade and other Receivables	784.41	897.73
	(Increase)/Decrease in Inventories	(0.68)	9.32
	Increase/(Decrease) in Trade Payables and Other Liabilities	272.04	202.83
	Cash Generated from Operations	301.53	208.75
	Direct Taxes Paid (Net of Refunds)	(6.37)	(8.49)
	Cash Flow from Operating Activities	295.16	200.26
B	CASH FLOW FROM INVESTING ACTIVITIES :		
	Purchase of Property, Plant & Equipment	-	-
	Sale of Property, Plant & Equipment	-	4.71
	Purchase of Investments / Investments in Subsidiaries	-	-
	Sale of Investments	-	-
	Net Cash Used in Investing Activities	-	4.71
C	CASH FLOW FROM FINANCING ACTIVITIES :		
	Proceeds from Long Term Borrowings	124.98	6,410.88
	Repayment of Long Term Borrowings	(94.87)	(1,649.82)
	Repayment of Working Capital Loans	-	(3,955.92)
	Interest & Financial Charges Paid	(33.87)	(757.31)
	Gain / (Loss) on Forward Contracts/ Foreign Exchange	(292.85)	(138.99)
	Proceeds (Repayments) of deferred Sales Tax Loan /ICD/Unsecured Loan	(0.03)	(131.52)
	Net Cash Generated from Financing Activities	(296.64)	(222.68)
	Net Increase in Cash & Cash Equivalents (A+B+C)	(1.48)	(17.69)
	Cash & Cash Equivalents (Opening)	28.76	46.46
	Cash & Cash Equivalents (Closing)	27.28	28.76

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 Todarwal & Todarwal LLP

Chartered Accountants

Firm Registration No 111009W/W100231

Sunil Todarwal

Partner

Membership No 32512

Place : Mumbai

Date : 8th May, 2020

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 & CEO

(DIN-00287097)

Raggvendra Agrawal
Executive Director & Company Secretary
(FCS:2174)



CONSOLIDATED STATEMENT OF CHANGES IN OTHER EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

₹ in Crore

PARTICULARS	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 st April 2019	0.12	5.37	309.16	83.25	614.53	10.37	(3382.67)	19.90	(2339.98)
Profit for the Year							(1412.52)		(1412.52)
Profit in Joint Venture							(1.71)		(1.71)
Actuarial Valuations								1.21	1.21
Changes in Foreign Currency Translation						9.42			9.42
Total Comprehensive Income	-	-	-	-	-	9.42	(1414.23)	1.21	(1403.60)
Balance as at 31 st March 2020	0.12	5.37	309.16	83.25	614.53	19.79	(4796.90)	21.11	(3743.59)

As per our report of even date

For Todarwal & Todarwal LLP

Chartered Accountants

Firm Registration No 111009W/W100231

Sunil Todarwal

Partner

Membership No 32512

Place : Mumbai

Date : 8th May, 2020

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 & CEO

(DIN-00287097)

Raggvendra Agrawal

Executive Director & Company Secretary

(FCS:2174)



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY AND ITS SUBSIDIARIES FOR THE FINANCIAL YEAR 2019-20

A SIGNIFICANT 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 identifies contract with customers based on the provisions of Ind AS 115 - Revenue from contracts with Customers. An entity shall recognise revenue when (or as) the entity satisfies a performance obligation by transferring a promised good or service (ie an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

(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 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

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 LIMITED ("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. 31st March, 2020 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
A.	Subsidiaries		
1.	Uttam Galva Holdings Ltd.	Dubai	100.00%
2.	Atlantis International Services Limited.	BVI	100.00%
3	Uttam Galva Steels, Netherlands BV	Netherland	100.00%
4	Neelraj International Trade Ltd	BVI	100.00%
5	Uttam Galva North America, INC	USA	100.00%
6	Uttam Exports BVI Limited	BVI	100.00%
7	Uttam Galva International FZE – Step Down Subsidiary	Dubai	100.00%
B.	Joint Venture.		
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 0.41 Crore is charged on Written Down Value Method (WDV), which is 0.17 % 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.

B. NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

Note: 1 Property, Plant and Equipment

₹ in Crore

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	COST 01.04.2019	ADDITIONS	DEDUCTION	COST 31.03.2020	UP TO 01.04.2019	PERIOD ENDED 31.03.2020	DEDUCTION ADJUSTMENT	TOTAL DEPRECIATION	AS AT 31.03.2020	AS AT 31.03.2019
Land	1067.12	-	-	1067.12	-	-	-	-	1067.12	1067.12
Building & Site Development	854.68	-	-	854.68	290.08	27.30	-	317.38	537.30	564.60
Flats & Office Premises	4.93	-	-	4.93	0.76	0.08	-	0.84	4.09	4.17
Plant and Machinery	5316.30	-	-	5316.30	2059.03	216.05	-	2275.09	3041.21	3257.26
Furniture & Fixture	38.16	-	-	38.16	28.61	3.00	-	31.61	6.55	9.55
Office Equipments	5.06	-	-	5.06	4.71	0.22	-	4.93	0.13	0.35
Computers	13.95	-	-	13.95	13.16	0.27	-	13.43	0.52	0.79
Vehicles	1.82	-	-	1.82	1.42	0.09	-	1.50	0.32	0.41
Housing Complex	40.70	-	-	40.70	6.01	0.64	-	6.65	34.05	34.70
Total Property, Plant and Equipment	7342.72	-	-	7342.72	2403.78	247.65	-	2651.43	4691.29	4938.94

Note: 2 Intangible Assets

₹ in Crore

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	COST 01.04.2019	ADDITIONS	DEDUCTION	COST 31.03.2020	UP TO 01.04.2019	PERIOD ENDED 31.03.2020	DEDUCTION ADJUSTMENT	TOTAL DEPRECIATION	AS AT 31.03.2020	AS AT 31.03.2019
Computer Software	23.90	-	-	23.90	23.63	0.10	-	23.73	0.17	0.27
Total - Intangible Assets	23.90	-	-	23.90	23.63	0.10	-	23.73	0.17	0.27

Note 3 Capital Work-in-Progress

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Land & Building & Site Development	41.55	41.55
Plant & Machinery	60.47	60.46
Consultancy fees	-	4.07
Pre-operative Expences	-	11.62
Total Capital Work-in-Progress	102.02	117.70



Note 4 (i) Non Current Investments

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Investments (At cost):		
A) Investment in In Equity Shares		
I) Equity Shares of Subsidiary Companies Unquoted, Fully Paid Up		
a) 5,000 Equity Shares of \$ 10/each of Atlantis International Services Company Limited	-	-
b) 120,000 Equity Shares of UAE Dirham 100/each of Uttam Galva Holdings	-	-
c) 18,000 Equity Shares of Euro one each of Uttam Galva Steels Netherlands B.V	-	-
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 Limited	-	-
f) 50,000 Equity Shares of USD 60 each of Uttam Exports BVI Limited	-	-
g) 200,000 Equity Shares of USD 40 each of Uttam Galva North America	-	-
	12.02	12.02
II) In Equity Shares of Associate Companies Unquoted, Fully Paid Up		
a) 9,994 Equity Shares of Rs. 10 each of Uttam Utkal Steels Limited	0.01	0.01
	0.01	0.01
III) Equity Shares of Joint Venture Companies Unquoted, Fully Paid Up		
a) 30,20,000 Equity Shares of Rs 10/each of Texturing Technology Private Limited	3.75	3.34
b) 1,99,465 Equity Shares of Rs 10/Each of Moira Madhujore Coal Limited (Out of this, 1,35,284 equity shares are purchased at a premium of Rs.90/Share & 35,527 Equity Share @ 10 Each at a Premium of Rs 75/Shares)	(1.73)	0.41
	2.02	3.75
IV) Equity Shares of Other Companies Unquoted, Fully Paid Up		
a) 40,000 Equity Shares of Rs. 25/ each of Punjab & Maharashtra Co-op Bank Limited	0.10	0.10
b) 515,000, Equity Shares of Rs.10/ Each in Ansal Hi-Tech Township Ltd.	0.52	0.52
	0.62	0.62
Total Investment in Equity Shares	16.46	18.18
Less: Provision for Diminution of value of Investments	(12.02)	(12.02)
Total Net Non Current Investments	4.44	6.16

Note 4(ii) Non Current Trade Receivables

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unsecured Trade Receivables	559.36	537.16
Less: Provision for Bad and Doubtful Debts	(522.93)	(519.93)
Total Net Non Current Trade Receivables	36.43	17.23



Note 4(iii) Loans

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Loans and advances to employees	0.09	0.06
Total Loans	0.09	0.06

Note 4(iv) Other Financial Assets

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
1) Advances to Other Related parties	1070.93	1070.93
2) Advances to Other Parties	28.82	28.82
Total	1099.75	1099.75
Less: Provision for Diminution in Value of Advances	(61.98)	(61.98)
Less: Provision for doubtful advances to Companies under IBC	(1037.77)	(320.47)
Total Other Financial Assets	-	717.30

Note 5 Income Tax Asset (net)

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Advance Income Tax (net)	31.27	19.35
Total Income Tax Asset (net)	31.27	19.35

Note 6 Deferred Tax Assets

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Deferred Tax Assets	853.55	853.63
Total Deferred Tax Assets	853.55	853.63

Note 7 Other Non Current Assets

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Deposits Flats & Others	7.59	6.69
Advances to Capital Goods Suppliers	10.28	20.77
Less: Provision for Doubtful Advances to Capital Goods Suppliers	(10.28)	(20.76)
Total Other Non Current Assets	7.59	6.70

Note 8 Inventories

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Raw Materials	9.98	2.68
Work-in-Progress	5.24	0.85
Finished Goods	0.02	0.05
Stock-in-trade - Traded Goods	4.53	14.32
Stores and Spares	35.76	37.15
Less: Provision for over-aged stores & spares	(16.06)	(16.06)
Arising	0.37	0.18
Land	347.36	347.36
Total Inventories	387.20	386.53



Note 9(i) Trade Receivables

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unsecured Trade Receivables	134.03	159.81
Less: Provision for Bad and Doubtful Debts	-	(1.44)
Total Trade Receivables	134.03	158.37

Note 9(i) Cash & Cash Equivalents

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Cash and Cash Equivalents :		
Cash in hand	0.06	0.04
Balances with banks In Current Accounts	26.76	21.90
Total Cash & Cash Equivalents	26.82	21.94

Note 9(iii) Other Balances with Banks

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Other Bank Balances		
Balances held as Margin money or security against Borrowings, Guarantees and other Commitments	0.46	6.82
Total Other Balances with Banks	0.46	6.82

Note 9(iv) Other Financial Assets

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Interest Receivable	0.69	0.76
Total Other Financial Assets	0.69	0.76

Note 10 Other Current Assets

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Advance to Others		
(i) Advance to Suppliers	90.55	88.27
Less: Provisions for doubtful recoveries	(85.93)	(43.22)
(ii) Prepaid Expenses	4.81	7.06
(iii) Indirect Tax Recoverable		
a) CENVAT Credit Receivable	3.06	4.41
b) VAT Refund Receivable	-	22.25
c) Mega Incentive Receivable	70.57	82.13
d) VAT & CST Deposit - STT Appeal	12.02	-
e) GST Input Tax Credit Receivable	1.62	0.25
(iv) Export Incentives / Import Entitlements Receivable / (Obligation)	-	4.84
(v) Other Short term Advances	6.24	1.17
(vi) Un-billed Jobwork Conversion Costs	5.38	3.96
Total Other Current Assets	108.32	171.13

Note 11 Equity Share Capital

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
(a) Authorised Share Capital 50,00,00,000 (50,00,00,000) Equity Shares of Rs.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 Rs 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
Total Issued, Subscribed and Paid up Equity Share Capital	142.26	142.26
Reconciliation of No. of Shares outstanding is set out below.	As at 31st March, 2020	As at 31st March, 2019
Equity Shares at the beginning of the year	142260103	142260103
Add: Shares Issued during the year	0	0
Equity Shares at the end of the year	142260103	142260103

Details of Shareholder holding more than 5% Equity Shares:

Name of Shareholder	As at 31 st March, 2020		As at 31 st March, 2019	
	Number of shares held	% holding	Number of shares held	% holding
Equity Shares with Voting Rights				
Sainath Trading Company Pvt Limited	44651531	31.39	44651531	31.39
Kredence Multi Trading Limited	14921063	10.49	14921063	10.49
Evergreen Tradeplace Private Limited	7885600	5.54	7885600	5.54
Uttam Exports Private Limited	7324379	5.15	7324379	5.15

Note 12 Other Equity

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
(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	309.16	309.16



14(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	83.25	83.25
(f)	Revaluation Reserve		
	As per Last Balance Sheet	614.53	614.53
	Addition during the year	-	-
	Closing Balance	614.53	614.53
(g)	Profit and Loss Account		
	As per Last Balance Sheet	(3,382.67)	(1,237.09)
	Add: Profit for the year	(1,412.52)	(2,146.01)
	Closing Balance	(1.71)	0.43
	Closing Balance	(4,796.90)	(3,382.67)
(h)	Other Comprehensive Income		
	As per Last Balance Sheet	19.90	17.46
	Add: Additions during the year	1.21	2.43
	Closing Balance	21.11	19.90
(i)	Foreign Currency Translation Reserve		
	As per Last Balance Sheet	10.37	(6.00)
	Add: Additions during the year	9.42	16.37
	Closing Balance	19.79	10.37
	Total Other Equity	(3,743.59)	(2,339.98)

Note 13(i) Long Term Borrowings

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Secured		
Term Loan from Banks and Financial Institutions	98.67	649.39
Term Loan from Others	6195.97	5867.53
	6294.64	6516.92

Unsecured		
Other loans (SICOM & Deferral Sales Tax Loans)	62.20	62.22
Inter Corporate Deposits/Loans	362.63	237.65
Total Long Term Borrowings	6719.47	6816.79

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

₹ in Crore

a) Term loans from banks & financial institutions:	Terms of repayment	As at 31st March, 2020	As at 31st March, 2019
Oriental Bank of Commerce	Repayable in 24 quarterly installments ending on March 2022	-	49.22
State Bank of India	Repayable in 34 quarterly installments ending on March 2023	32.47	57.00
Vijaya Bank	Repayable in 20 quarterly installments ending on December 2021	14.84	34.53
Indian Overseas Bank	Repayable in 34 quarterly installments ending on June 2023	26.36	34.49
Phoenix ARC Pvt Ltd (Previously held by South Indian Bank)	Repayable in 20 quarterly installments ending on June 2022	25.00	45.00
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 25.90 Million)	Repayable in 12 half yearly installments ending on July-2020	-	179.14
ECB Loan : Bank of India, State Bank of Mauritius Limited and AfrAsia Bank Limited. (USD 0 Million, Previous Year USD 3.75 Million)	Repayable in 12 half yearly installments ending on July-2020	-	25.94
ECB Loan : Citybank NA (USD Nil, Previous Year USD 32.40 Million)		-	224.07
Total Secured Long Term Loan From Banks & Financial Institutions		4922.30	4922.30
b) Term loans from others			
Rupee Term Loan from Arcelormittal India Pvt Ltd		1273.67	945.23
Foreign Currency Term Loan from Arcelormittal International Luxembourg (USD 169.04 Million, Previous Year USD 136.65 Million)		6195.97	5867.53
Total Secured Long Term Loan from Others		6195.97	5867.53

Term Loans, ECBs & FCTL from Banks and Financial Institutions and Others 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.



Note 13(ii) Non Current Trade Payables

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Trade Payables	1103.52	1017.37
Total Non Current Trade Payables	1103.52	1017.37

Note 14 Long Term Provisions

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unfunded Gratuity Liability	5.48	5.95
Unfunded Leave Encashment Liability	4.87	5.20
Total Long Term Provisions	10.35	11.15

Note 15 Deferred Tax Liability

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Deferred Income Tax Liabilities Related to Revaluation Fixed Assets	412.34	412.34
Total Deferred Tax Liability	412.34	412.34

Note 16 Other Non Current Liabilities

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Advances from Customers Ageing > 365 Days - from Subsidiaries	142.93	130.96
- from Others	473.48	434.20
Creditors for Capital Goods	5.97	6.63
Total Other Non Current Liabilities	622.38	571.79

Note 17(i) Short Term Borrowings

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Secured Working Capital Loans from Banks		
Overdue Fund based Working Capital Loans	-	-
Overdue Non Fund based Working Capital Loans	-	-
	-	-
Unsecured		
Loan from Banks	-	0.50
Total Short Term Borrowings	-	0.50

Note 17(ii) Trade and Other Payables

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Trade Payables:		
Micro, Small and Medium Enterprises	6.99	4.58
Other than Acceptances	45.44	52.23
Total Trade Payables	52.43	56.82

Note 17(iii) Other Financial Liabilities

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Current Maturities of Long Term Borrowings		
Rupee Term Loans - Recalled by the Banks	108.91	-
Rupee Term Loans - Overdue Principal Instalments	134.18	41.44
Rupee Term Loans - Instalments falling due in next 12 Months	115.56	153.31
ECBs & FCTLs - Overdue Principal Instalments	372.96	-
ECBs & FCTLs - Instalments falling due in next 12 Months	176.29	428.86
Interest Accrued & due on Term Loans	81.63	14.35
Interest Accrued but not due on Term Loans	8.64	11.74
Interest due but not paid - Others	15.35	15.35
Total Other Financial Liabilities	1013.52	665.05

Details of Current Maturities, Overdue Principal & Interest

₹ in Crore

Particulars	As at 31 st March, 2020				As at 31 st March, 2019			
	Overdue Amount				Overdue Amount			
	Current Maturities	Over due Principal	Loans Recalled by Banks	Int. Accrd & Due	Current Maturities	Over due Principal	Loans Recalled by Banks	Int. Accrd & Due
Phoenix ARC / (South Indian Bank)	20.00	15.00	-	6.79	20.00	5.00	-	2.22
Punjab National Bank 400 Crs	-	22.99	-	2.73	24.55	6.13	-	1.21
Bank of Baroda 50 Crs	-	8.75	-	1.20	8.76	2.19	-	0.53
Vijaya Bank 150 Crs	-	12.50	-	1.37	12.50	6.25	-	0.79
Syndicate Bank 175 Crs	-	-	34.69	4.10	35.00	8.75	-	1.60
Vijaya Bank 100 Crs	20.00	20.00	-	5.35	20.00	5.00	-	1.91
Oriental Bank of Commerce 150 Crs	-	-	74.22	7.60	25.00	6.25	-	2.60
Indian Overseas Bank-Corporate Loan	8.13	2.50	-	4.03	2.50	0.63	-	1.19
State Bank of India-Corporate Loan 100 Crs	20.00	5.00	-	5.93	5.00	1.25	-	2.30
State Bank of India-RTL 94.87 Crs (ECB Converted)	47.44	47.44	-	0.06				
Total Rupee Term Loans	115.57	134.18	108.91	39.16	153.31	41.44	-	14.35
Bank of India ECB US\$ 30 Mios	28.25	56.51	-	6.30	51.88	-	-	-
Bank of Baroda-ECB US\$ 15 Mios	14.13	28.25	-	3.04	25.94	-	-	-
Punjab National Bank - ECB US\$ 25 Mios	17.89	47.09	-	4.83	43.23	-	-	-
Union Bank of India ECB US\$ 25 Mios	21.37	47.09	-	4.91	43.23	-	-	-



Indian Bank ECB US\$ 20 Mios	18.84	37.67	-	4.20	34.59	-	-	-
Canara Bank ECB US\$ 30 Mios	25.90	56.51	-	5.92	51.88	-	-	-
Indian Overseas Bank-ECB US\$ 25 Mios	23.55	47.09	-	5.07	43.23	-	-	-
State Bank of India FCL- US\$ 50 Mios	-	-	-	2.52	86.46	-	-	-
ICICI Bank Limited ECB US\$ 28 Mios	26.37	52.74	-	5.68	48.42	-	-	-
Total Foreign Currency Loans	176.29	372.96	-	42.47	428.86	-	-	-
TOTAL	291.86	507.14	108.91	81.63	582.17	41.44	-	14.35

Note 18 Provisions

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unpaid Salaries and Wages	0.07	0.23
Provision for Bonus	1.39	1.18
Provision for Expenses	22.59	40.62
Provision for Freight	0.02	-
Total Provisions	24.07	42.03

Note 19 Other Current Liabilities

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Statutory Remittances (Contributions to PF and ESIC, Withholding Taxes, TDS, GST, Excise Duty, VAT, Service Tax, etc.)	1.14	23.81
Advances from Customers - from Subsidiaries	-	-
- from Others	12.52	2.28
Other payables	13.96	0.65
Total Other Current Liabilities	27.62	26.74

Note 20 Revenue from Operations

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Sale of Products	32.68	183.75
Traded Goods	30.22	200.55
Other Operating Revenues	458.28	372.51
Total Revenue from Operations (Net)	521.18	756.81

Note 21 Other Income

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Interest Income	4.77	0.79
Other Non-Operating Income	27.69	14.94
Total Other Income	32.46	15.73

Note 22 Cost of Materials Consumed

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Opening Stock	2.21	1.96
Add: Purchases	163.47	281.90
	165.68	283.86
Less: Closing Stock	8.20	2.21
Cost of Material Consumed	157.48	281.65

Note 23 Purchase of Traded Goods

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Purchase of Trade goods	-	0.18
Trading Purchases Hot Rolled Coil - Domestic	17.96	191.59
Total Purchase of Traded Goods	17.96	191.77

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

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Inventories at the end of the year:		
Finished Goods at Plant	0.02	0.05
Arisings	0.37	0.18
Work-in-Process	5.23	0.85
Traded Goods	4.53	14.32
	10.15	15.40
Inventories at the beginning of the year:		
Finished Goods at Plant	0.05	0.02
Finished Goods at Port	-	-
Arisings	0.18	0.05
Work-in-Process	0.85	1.42
Traded Goods	14.32	18.35
	15.40	19.84
Net (Increase) / Decrease in Inventories	5.25	4.44

Note 25 Employee benefits expense

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Salaries and Wages	77.75	82.45
Contributions to Provident and other Funds	3.68	3.82
Staff Welfare Expenses	3.46	3.36
Total Employee Benefit Expenses	84.89	89.63



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

₹ in Crore

Amount to be recognised in Balance Sheet	As at 31 st March, 2020	As at 31 st March, 2019
Gratuity		
Defined Benefit Obligations	21.67	21.62
Present Value of Unfunded Obligations	5.37	5.85
Fair Value of Plan Assets (managed by insurer)	16.30	15.77
Net Liability	5.37	5.85
Amounts in Balance Sheet		
Liability	21.67	21.62
Assets	16.30	15.77
Net Liability	5.37	5.85
Expenses to be recognised in the Statement of P&L		
Current Service Cost	1.33	1.44
Interest on Defined Benefit Obligation	1.58	1.54
Expenses Levied by Insurance Company	-	-
Expected Return on Plan Assets	(1.07)	(1.12)
Defined Benefit Cost included in P&L	1.84	1.86
Re-measurement - Return on Assets	(0.44)	(0.16)
Return on Plan Assets (Excluding Interest Income)	0.07	(0.30)
Net Actuarial Losses/(Gains) Recognised in Year	(0.74)	(1.09)
Total Re-measurements in OCI	(1.11)	(1.55)
Reconciliation of Benefit Obligations & Plan Assets For the Period		
Change in Defined Benefit Obligation		
Opening Defined Benefit Obligation	21.62	21.25
Current Service Cost	1.33	1.44
Interest Cost	1.58	1.54
Actuarial Losses/ (Gains)	(1.18)	(1.25)
Benefits Paid/ Accrued but not paid	(1.68)	(1.36)
Closing Defined Benefit Obligation	21.67	21.62
Change in Fair Value of Assets		
Opening in Fair Value of Plan Assets	15.77	15.14
Expected Return on Plan Assets	1.07	1.13
Changes due to effect of any business combination	-	-
Contributions by Employer	1.21	0.57
Benefits Paid/ Accrued but not paid	(1.68)	(1.37)
Re-measurement - Return on Assets	(0.07)	0.30
Payments due to the Company	-	-
Expenses Levied by Insurance Company	-	-
Balance with the Bank	-	-
Closing Fair Value of Plan Assets	16.30	15.77
Principal Actuarial Assumptions (Expressed as Weighted Averages)		
Discount Rate (p.a.)	0.07	0.08
Expected Rate of Return on Assets (p.a.)	0.08	0.09
Salary Escalation Rate (p.a.)	0.06	0.07

₹ in Crore

Amount to be recognised in Balance Sheet	As at 31 st March, 2020	As at 31 st March, 2019
Leave Encashment		
Present Value of Funded Obligations	-	-
Present Value of Unfunded Obligations	4.86	5.19
Fair Value of Plan Assets (managed by insurer)	-	-
Net Liability	4.86	5.19
Amounts in Balance Sheet		
Liability	4.86	5.19
Assets	-	-
Net Liability	4.86	5.19
Expenses to be recognised in the Statement of P&L		
Current Service Cost	0.38	0.28
Interest on Defined Benefit Obligation	0.37	0.42
Defined Benefit Cost included in P&L	0.75	0.70
Expected Return on Plan Assets	Nil	Nil
Net Actuarial Losses/(Gains) Recognised in Year	(0.49)	(0.89)
Total Re-measurements in OCI	(0.49)	(0.89)
Principal Actuarial Assumptions (Expressed as Weighted Averages)		
Discount Rate (p.a.)	0.07	0.08
Expected Rate of Return on Assets (p.a.)	0.07	0.07

Note 26 Other Expenses

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Manufacturing Expenses		
Power Consumption	109.96	98.11
Coal Consumed	67.86	69.51
Power Captively Consumed	(84.78)	(83.68)
Power Captively Consumed - Steam	(7.33)	(7.96)
Consumption of Steam	7.33	7.96
Fuel Consumption	65.64	47.92
Water Charges	4.07	4.33
Stores & Spares Consumed	27.09	28.14
Repairs & Maintenance to Plant	16.86	15.99
Other Manufacturing Expenses	25.49	21.94
Conversion Cost on Unbilled Jobwork Stock	(1.42)	(0.48)
Total Manufacturing Expenses	230.77	201.78



Selling and Distribution Expenses		
International Freight	-	-
F.O.B. Expenses	0.01	(0.62)
Local Freight	1.13	0.58
Brokerage & Commission	0.06	1.59
Other Expenses	0.65	0.95
Packing Material Consumed	9.13	1.62
Provision for Bad & Doubtful Debts	2.79	1.67
Total - Selling and Distribution Expenses	13.77	5.80
Administrative Expenses		
Insurance	11.16	5.00
Travelling & Conveyance	3.13	3.69
Rent, Rates & Taxes	9.36	5.76
Legal , Professional & Consultancy Charges	12.76	16.21
Repairs & Maintenance to Building	6.28	5.42
Repairs & Maintenance to others	4.02	1.51
Security charges	2.79	2.49
Other Expenses	5.87	5.58
Remuneration to CMD/DMD	2.00	2.00
Sundry Balance Written Off/(Written back)	-0.17	0.10
Payment to Auditors - Audit Fees	0.18	0.18
- Tax Audit & Certifications	0.05	0.10
Loss on Sale of Fixed Assets	-	0.01
Total Administrative Expenses	57.43	48.05
Total Other Expenses	301.97	255.61

Note 27 Finance Costs

₹ in Crore

Particulars	As at 31st March, 2020	As at 31st March, 2019
Interest Expense on:		
(i) Borrowings - Long Term	93.08	281.84
(ii) Borrowings - Short Term/Others	4.96	516.91
Net Loss on Foreign Currency Transactions and Translation	292.85	138.99
Total Finance Cost	390.89	937.74

Note: 28 Depreciation and Amortisation Expenses
Depreciation Expenses

₹ in Crore

PARTICULARS	GROSS BLOCK			DEPRECIATION					NET BLOCK	
	COST 01.04.2019	ADDITIONS	DEDUCTION	COST 31.03.2020	UP TO 1.4.2019	PERIOD ENDED 31.03.2020	DEDUCTION ADJUSTMENT	TOTAL DEPRECIATION	AS AT 31.03.2020	AS AT 31.03.2019
(I) TANGIBLE ASSETS										
Land	1067.12	-	-	1067.12	-	-	-	-	1067.12	1067.12
Building & Site Development	854.68	-	-	854.7	290.08	27.30	-	317.39	537.30	564.60
Flats & Office Premises	4.93	-	-	4.93	0.76	0.08	-	0.84	4.09	4.17
Plant and Machinery	5316.30	-	-	5316.30	2059.03	216.05	-	2275.09	3041.21	3257.26
Furniture & Fixture	38.16	-	-	38.16	28.61	3.00	-	31.61	6.55	9.55
Office Equipments	4.25	-	-	4.25	4.04	0.08	-	4.12	0.13	0.21
Computers	13.94	-	-	13.94	13.16	0.26	-	13.42	0.52	0.78
Vehicles	1.82	-	-	1.82	1.42	0.09	-	1.51	0.31	0.40
Housing Complex	40.70	-	-	40.70	6.01	0.65	-	6.66	34.05	34.70
TOTAL (A)	7341.90	-	-	7341.90	2403.11	247.52	-	2650.63	4691.29	4938.79
(II) INTANGIBLES ASSETS										
Computer Software	23.90	-	-	23.90	23.63	0.10	-	23.73	0.17	0.27
TOTAL (II)	23.90	-	-	23.90	23.63	0.10	-	23.73	0.17	0.27
TOTAL (I+II)	7365.80	-	-	7365.80	2426.74	247.61	-	2674.36	4691.46	4939.06
PREVIOUS YEAR	7365.87	-	0.07	7365.80	2173.99	252.80	0.05	2426.74	4939.06	

Note 29 Exceptional Items

₹ in Crore

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Provision for Doubtful Advances to Vendors	760.01	363.68
Provision for Doubtful Receivables from Mercantile Export Customers	-	482.44
Provision for Doubtful Advances to Capital Goods Vendors	-	20.76
CWIP of abandoned projects written off	-	37.93
Input Tax Credit disallowed in Sales Tax Assessments of the past periods	3.87	-
Provision against bank balances in PMC bank accounts	1.56	-
Total Exceptional Items	765.44	904.81

30. Contingent Liabilities not provided for in respect of:

₹ in Crore

Sr.No.	Particulars	31 st March 2020	31 st March 2019
(a)	Letters of Credit outstanding	Nil	Nil
(b)	Bank Guarantees	3.15	3.94
(c)	Estimated amount of contracts remaining to be executed on capital account and not provided for	6.87	7.34
(d)	Disputed Statutory Liabilities	292.62	234.54
(e)	Disputed Claim of GAIL on Short Qty Lifting.	65.19	Nil

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.



31. (a) The Income Tax Assessments are completed up to AY 2016-17.
 (b) The Sales Tax Assessments are completed up to 30th June, 2017.
 (c) Disputed Demand of ₹ 276.97 Crores under the Sales Tax Assessments is considered as Contingent Liability and included in note 30 (d) Disputed Statutory Liabilities.
32. In respect of Jointly Controlled Entities, The Company's share of assets, liabilities, incomes and expenditures of Joint-venture Companies are as follows: ₹ in Crore

Particulars	Moira Madhujore Coal Ltd.		Texturing Technology Pvt. Ltd.	
	As on 31-03-2020	As on 31-03-2019	As on 31-03-2020	As on 31-03-2019
1. Assets				
a) Fixed Assets (Incl. CWIP)	-	-	1.66	2.06
b) Non - Current Assets	-	-	1.26	0.45
c) Current Assets	0.97	0.95	3.74	6.04
2. Liabilities				
a) Secured / Unsecured Loans	-	-	-	-
b) Non - Current Liabilities	-	-	-	-
c) Current Liabilities	0.04	0.04	0.13	0.30
3. Income	0.03	0.03	3.03	2.86
4. Expenditure	0.01	0.01	5.44	2.30

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:

Shri Anuj R Miglani

Shri Gursharan Singh Sahwney

Shri Raggvendra 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	Evergreen Tradeplace Private Limited	Shree Uttam Steel and Power Limited
Uttam Galva Metalics Limited	Uttam Utkal Steels Limited	Sainath Trading Company Private Limited
Kredence Multi Trading Limited	Archisha Steels Private Limited	Uttam Value Steels Limited
Uttam Exports Private 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	Ability to Contol/ Exercise significant influence	Associates
	2019-20		2018-19	
Sale of goods / services	-	6.00	-	7.86
Purchase of goods / services	-	-	-	4.96
Rent Payment	-	2.12	-	2.17
Re-imburement of expense	-	-	-	-
Manpower Cost Recovered	-	3.36	-	3.44

34. Earnings per Share (EPS)

₹ in Crore

Earnings Per Share (EPS) Basic and Diluted		2019-20	2018-19
a) Including Extraordinary Income & Prior Period Income			
Profit for the Year (before other comprehensive Income)		(1414.23)	(2145.58)
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)		(99.41)	(150.82)
b) Excluding Extraordinary Income & Prior Period Income			
Profit for the Year (before other comprehensive Income)		(1414.23)	(2145.58)
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)		(99.41)	(150.82)

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

₹ in Crore

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 %age of Consolidated Net Assets	Amount	As %age of Consolidated Profit (Loss)	Amount	As %age of Consolidated Other Comprehensive Income	Amount	As %age of Consolidated Total Comprehensive Income	Amount
Subsidiaries (Foreign)									
1	Uttam Galva Holdings Ltd.	-	24.20	-	(0.02)	-	-	-	(0.02)
2	Atlantis International Services Ltd.	-	3.04	-	-	-	-	-	-
3	Uttam Galva Steels, Netherlands BV	-	(21.79)	-	-	-	-	-	-
4	Neelraj International Trade Ltd.	-	(7.80)	-	-	-	-	-	-
5	Uttam Galva North Amercia INC	-	41.19	-	(11.12)	-	-	-	(11.12)
6	Uttam Export BVI	-	7.86	-	-	-	-	-	-
7	Uttam Galva International FZE - Step Down Subsidiary	-	71.94	-	(0.45)	-	-	-	(0.45)
Joint Ventures (Indian)									
1	Texturing Technology Pvt. Ltd.	-	6.53	-	(1.73)	-	-	-	(1.73)
2	Moirra Madhujore Coal Ltd.	-	0.92	-	0.02	-	-	-	0.02
Note : Since Consolidated Net assets, Consolidated Profit/(Loss) and Consolidated Total Comprehensive Incomes are negative, hence percentage not calculated.									

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

As per our report of even date

For **Todarwal & Todarwal LLP**

Chartered Accountants

Firm Registration No 111009W/W100231

Sunil Todarwal

Partner

Membership No 32512

Place : Mumbai

Date : 8th May, 2020

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 & CEO

(DIN-00287097)

Raggvendra Agrawal

Executive Director & Company Secretary

(FCS:2174)