

Uttam Value Steels Limited

Registered Office : Uttam House, 69, P. D' Mello Road, Mumbai - 400 009.
Tel. : +91-22-6656 3500 • Fax : +91-22-2348 5025
CIN No.: L27100MH1970PLC014621
Website : www.uttamvalue.com



5th August, 2017

To,
The Listing Manager,
BSE Limited,
Ground Floor, P. J. Towers,
Dalal Street, Mumbai - 400001

Scrip Code: 500254

Dear Sir/ Madam,

Subject:- Submission of 47th Annual Report 2016-17 in compliance with regulation 34(1) of the (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith the 47th Annual Report for 2016-17 of Uttam Value Steels limited duly approved by the shareholders at their Annual General Meeting held on 4th August, 2017 in Compliance with 34(1) of the (Listing Obligation and disclosure Requirements) Regulations, 2015.

Kindly acknowledge receipt.

Thanking You,

Your truly,
For Uttam Value Steels Limited

A handwritten signature in blue ink, appearing to read 'Ram Gaud', written over a horizontal line.



(Ram Gaud)
Sr. General Manager & Company Secretary



UTTAM

47th

Annual Report 2016 - 2017

UTTAM VALUE STEELS LIMITED



BOARD OF DIRECTORS	B L KHANNA : CHAIRMAN RAJINDER MIGLANI : DIRECTOR B L KHURANA : DIRECTOR JAGATH CHANDRA : DIRECTOR RAJEEV KUMAR : DIRECTOR (NOMINEE - IDBI) RAJIV MUNJAL : WHOLE - TIME DIRECTOR
SR. GENERAL MANAGER & COMPANY SECRETARY	RAM GAUD
CHIEF FINANCIAL OFFICER	R.P. GUPTA
WORKING CAPITAL BANKERS	STATE BANK OF INDIA IDBI LTD PUNJAB NATIONAL BANK CANARA BANK BANK OF BARODA ANDHRA BANK INDIAN OVERSEAS BANK ALLAHABAD BANK CORPORATION BANK UNION BANK ORIENTAL BANK OF COMMERCE VIJAYA BANK PUNJAB & MAHARASHTRA CO-OP BANK LTD
STATUTORY AUDITOR	TODARWAL & TODARWAL CHARTERED ACCOUNTANTS, MUMBAI
INTERNAL AUDITOR	ERNST & YOUNG LLP CHARTERED ACCOUNTANTS, MUMBAI
REGISTERED OFFICE	4 TH FLOOR, UTTAM HOUSE, 69, P. D'MELLO ROAD, MUMBAI : 400 009 Tel No. : 022 66563500, Fax No : 022 23485025 E-MAIL : investor@uttamvalue.com WEBSITE: www.uttamvalue.com
CORPORATE IDENTIFICATION NO	CIN L27100MH1970PLC014621
OTHER OFFICES / BRANCHES	<ul style="list-style-type: none"> ▪ DELHI ▪ BANGALORE ▪ HYDERABAD ▪ CHENNAI ▪ KOLKATTA ▪ COCHIN ▪ AHMEDABAD ▪ INDORE ▪ PUNE ▪ NAGPUR ▪ JAIPUR
PLANT LOCATION	UTTAM NAGAR, BHUGAON LINK ROAD, WARDHA, MAHARASHTRA, INDIA

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NOTICE

NOTICE is hereby given that the 47TH ANNUAL GENERAL MEETING of the Members of the Uttam Value Steels Limited will be held on Friday 4th August, 2017 at 11.00 a.m. at M C Ghia Hall, 18/20, K. Dubhash Marg, Mumbai – 400 001 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the following:-
 - a) The Audited Financial Statement for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors Report thereon;
 - b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2017 together with the reports of the Auditors thereon.
2. To appoint a Director in place of Ms. Jagath Chandra, (Din 07147686) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s. VSS Associates, Chartered Accountants, (Registration No. 105787W) as the Statutory Auditor of the Company in place of M/s. Todarwal & Todarwal, Chartered Accountants (Registration No. 111009W) the retiring Statutory Auditors.

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, 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), M/s. VSS Associates, Chartered Accountants, (Registration No. 105787W), be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Todarwal & Todarwal, Chartered Accountants (Registration No. 111009W), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of Fifty Second Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting till the Fifty Second Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory 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 pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules Act, 2014 including any statutory modification(s) or re-enactments thereof, for the time being in force M/s. Manisha Associates- Cost Accountants (Firm Registration No. 000321) as a Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the Cost records of the Company for the Financial Year ending 31st March, 2018 be paid the Remuneration of ₹ 60,000/- p.a. plus applicable taxes and out of pocket expenses payable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this Resolutions.”

By Order of the Board
For **Uttam Value Steels Limited**

(Ram Gaud)

Sr. General Manager & Company Secretary

Registered Office:

4th Floor, Uttam House, 69, P. D' Mello Road,
Mumbai – 400009
CIN:- L27100MH1970PLC014621

Date: 29th April, 2017

IMPORTANT NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.**



2. The Register of Members and the Share Transfer books of the Company will remain closed from 28th July, 2017 to 4th August, 2017 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2017.
3. Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to address their queries to the Company Secretary at the Registered Office of the Company, so as to reach him at least seven days before the date of Meeting.
4. Members/Proxies attending the Meeting are requested to bring their Attendance Slip, sent herewith, duly filled in and also their copies of the Annual Report.
5. In case of joint Holders attending the meeting the Members whose name appears as the first holder in the order of name appear as the first holder in the order of name as per the Register of Members of the Company will be entitled to vote.
6. The Company's Shares are listed on BSE Ltd and National Stock Exchange of India Limited, Mumbai and applicable listing Fees have been paid upto date including Financial Year 2017-18.
7. The Company do not have any amount which required to be transferred, in terms of Section 124 of the Companies Act, 2013 to Investor Education and Protection Fund of the Central Government during the Financial Year.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
9. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.
11. Details under Regulation 17 of the Listing Obligations and Disclosure Requirements Regulation, 2015 with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
12. Electronic copy of the Notice of the 47th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. The members who have not registered their email address, so far are required to register their email address for receiving all communication including Annual Report, notices circular etc, from the Company electronically. The physical copies of the Notice of the 47th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Members may also note that the Notice of the 47th Annual General Meeting and the Annual Report for Financial Year 2016 -2017 will also be available on the Company's website www.uttamvalue.com for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor@uttamvalue.com.
14. All documents referred to in the Notice will be available for inspection at the registered office of the Company during normal business hours on working days excluding Saturday, Sunday and Public holidays from 11.00 a.m. to 2.00 P.M. upto the date of AGM .
15. During the period Shareholder's of the Company holding Shares either in Physical Form or in Dematerialised forms as on Benpos Date (Record Date) i.e. 30th June, 2017 will receive Annual Report.

Uttam Value Steels Limited

16. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent, M/s. Bigshare Services Pvt. Ltd., (Uttam Value Steels Limited) at E-2/3 Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400072.

Email address of the company is - investor@uttamvalue.com

17. All queries relating to Share Transfer and allied subjects should be addressed to:

Bigshare Services Pvt. Ltd.

**E-2, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (East), Mumbai - 400072**

Phone: 022 - 40430200

Email Id: investor@bigshareonline.com

PROCEDURE FOR E-VOTING THROUGH ELECTRONIC MEANS

1. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called the "the Rules" for the purpose of this Section of the Notice), the Company is pleased to provide members facility to exercise their right to vote on the items of Business given in the Notice through electronic voting system, to members holding shares as on 28th July, 2017 (end of day) being the cut off date for the purpose of Rule 20(4)(vii) of the Rules fixed for determining voting rights of members, entitled to participate in the remote e – voting process, through the e- voting platform provided by Central Depository Services Limited (CDSL) or to vote at the 47th Annual General Meeting.
2. The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 47th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
3. The remote e-voting period commences on 31st July, 2017 (10.00 a.m.) and ends on 3rd August, 2017 (17:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 28th July, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the member, the member shall not be allowed to change it subsequently. The remote e-voting module shall be disabled by CDSL for voting thereafter.
4. Shri Vijay B Kondalkar Practicing Company Secretary (Membership No. ACS - 15697), has been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the Annual General Meeting in a fair and transparent manner.
5. The Scrutinizer shall immediately after the conclusion of voting at the ensuing Annual General Meeting first count the vote cast at the meeting, thereafter unblock the votes through e – voting in the presence of at least two (2) witness, not in the employment of the Company and submit not later than 48 hours from the conclusion of the meeting, a consolidated scrutinizers report of the total votes cast in favour or against, if any, to the Chairman of the Company who shall countersign the same.
6. The Scrutinizer shall submit his report to the Chairman, who shall declare the result of the voting. The result declared along with Scrutinizer report shall be placed on the Company's Website: www.uttamvalue.com and on the website Bigshares Services Private Limited: www.bigshareonline.com and shall also be communicated to the stock Exchange.
 - A) Step-by-Step procedure and instruction for casting your vote electronically are as under in case of members receiving e-mail:
 - Step-I: Open your web browser during the voting period and Log on to the e-voting website www.evotingindia.com
 - Step-II: Click on "Shareholders" tab.
 - Step-III: Now, select the "COMPANY NAME" **UTTAM VALUE STEELS LIMITED** from the drop down menu and click on "SUBMIT"
 - Step-IV: Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.



Step-V: Next enter the Image Verification as displayed and Click on Login.

Step-VI: 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.

Step-VII: If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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).

Step-VIII: After entering these details appropriately, click on "SUBMIT" tab.

Step-IX: Members holding shares in physical form will then reach directly 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.

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

Step-XI: Click on the EVSN for the relevant the name of the Company **UTTAM VALUE STEELS LIMITED** on which you choose to vote.

Step-XII: 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.

Step-XIII: Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

Step-XIV: 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.

Step-XV: Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

Step-XVI: You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

Step-XVII: If demat account holder has forgotten the changed password then Enter the **User ID** and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Step-XVIII: Shareholders 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. Apple 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.

Step XIX: Note for Non – Individual Shareholders and Custodians

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

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

- B) In case of members receiving the physical copy:
- a) Please follow all steps from sl. no. (1) to sl. no. (XVII) above to cast vote.
 - b) The voting period begins on 31st July, 2017 at 10.00 am and ends on 3rd August, 2017 at 17.00 pm During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28th July, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No.4

The Board on the recommendations of the Audit Committee in their meeting held on 29th April, 2017 has approved the re-appointment of M/s. Manisha & Associates, Cost Accountants as Cost Auditor to conduct the Cost Audit of the Company for financial Year 2017-18 at the remuneration of ₹ 60000/- (Rupees Sixty Thousand only) plus taxes and reimbursements of out of Pocket expenses on actuals.

In accordance with the provisions of section 148 of the act read with Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Shareholders of the Company.

Accordingly, consent of the member is sought for passing the Ordinary Resolutions a set out at item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the resolutions set out in item no. 4 of Notice.

The Board commends the ordinary Resolutions set out at the Item no.4 of the Notice for members approval of the Company.

By Order of the Board
For **Uttam Value Steels Limited**

(Ram Gaud)

Sr. General Manager & Company Secretary

Registered Office:

4th Floor, Uttam House, 69, P. D' Mello Road,
Mumbai – 400009

CIN:- L27100MH1970PLC014621

Date: 29th April, 2017



DIRECTORS' REPORT

Your Directors present the Forty Seventh Annual Report on the operations of your Company along with Audited Financial Statement of Accounts for the year ended 31st March, 2017.

FINANCIAL HIGHLIGHTS (₹ Crores)

Particular	Standalone		Consolidated	
	2016-2017	2015-2016	2016-2017	2015-2016
Sales (Gross)	3771.90	3998.41	3771.90	3998.41
Other Income	46.11	34.54	46.11	34.54
Total Income	3818.01	4032.95	3818.01	4032.95
Profit/(Loss) before Interest, Depreciation, Exceptional Items & Tax	7.70	(145.53)	7.70	(145.53)
Less : Finance Charges	258.91	257.37	258.91	257.37
Depreciation	145.38	117.24	145.38	117.24
Exceptional Items	112.65	--	112.65	--
Profit/(Loss) before tax	(509.24)	(520.14)	(509.24)	(520.14)
Portion of current year Profit/(Loss) on Investment in Associate	-	-	(1.58)	(1.60)
Net Profit/(Loss) after Tax	(509.24)	(520.14)	(510.82)	(521.74)

PERFORMANCE

The Company achieved a Gross Turnover of ₹3771.90 Crores in 2016-17 as against ₹ 3998.41 Crores in the previous year, showing a decline by 5.67 % over previous year. The operating EBITDA for the year was ₹ 7.70 Crores as against ₹(145.53) Crores in the previous year showing an increase 105.29%. The Company posted a loss of ₹ 509.24 Crores during the year as against a loss of ₹ 520.14 Crores in the previous year after providing depreciation of ₹ 145.38 Crores (Previous year ₹ 117.24 Crores).

During the year there were no changes in the nature of business of the Company, the detailed discussion on Company's overview and future outlook has been given in the section on 'Management Discussion and Analysis' (MDA).

CONSOLIDATED FINANCIAL STATEMENT

The audited consolidated financial statement, pursuant to Section 129 of the Companies Act, 2013 and Accounting Standard (AS) 21 on Consolidated Financial Statements has been provided in the Annual Report.

A statement containing salient features of the financial statement of associate in accordance with the first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014 in the prescribed form AOC - I is annexed as "Annexure V" of this report.

DIVIDEND

In view of the accumulated losses, the Board of Directors do not recommend any Dividend on the Equity shares.

TRANSFER TO RESERVE

The Company has incurred loss, during the year under consideration, hence no amount could be transferred to reserves.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES :

The Company does not have any Subsidiary or Joint Venture Company. The Company has Indrajit Power Private Limited as the Associate Company, the details of the same are attached in AOC-I as "Annexure -V".

MANAGEMENT DISCUSSION AND ANALYSIS

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

a) Industry Structure & Developments:

Steel Industry Scenario

Steel Industry plays a vital role in the development of any modern economy and is considered to be a yardstick to measure the level of socio-economic development and living standard of its countrymen. Steel industry derives its demand from other important sectors like infrastructure, aviation, engineering, construction, automobile, pipes and tubes, etc. Thus, its intense integration with other important industries makes it a strategic sector for the Governments as well.

The Indian economy is currently poised for its next wave of growth supported by the recent reforms launched by the government, showing a tremendous opportunity for the steel industry to grow exponentially. The Indian Steel market has witnessed growth in the export segment. Steel Exports from Indian market have grown by 150% in January 2017 as compared to January 2016. The growth rate of Indian Domestic steel consumption has reduced to 3.4% in 2016-17 from 4.2% in 2015-16, the decrease in growth has been on account of demonetisation drive initiated on November 8, 2016. The demand driven by rising infrastructure development, growing demand for automotive, construction, housing and ground transportation, special steels in engineering industries

such as power generation, petrochemicals and fertilizers is expected to continue through 2017-18.

The Indian steel sector enjoys advantages of domestic availability of raw materials and cheap labor. Iron ore is also available in abundant quantities, though the continued mining restrictions have put a strain on its availability as well as price. This abundance has been providing a major cost advantage to the domestic steel industry.

World steel forecasts that global steel demand will increase by 1.3% in 2017, following growth of 1.0% in 2016. In 2018, it is forecast that global steel demand will grow by 0.9%.

World crude steel production reached 1,628.5 million tonnes (Mt) for the year 2016, up by 0.8% compared to 2015. Crude steel production decreased in Europe, the Americas and Africa. Crude steel production increased in the CIS, the Middle East, Asia and Oceania.

Annual production for Asia was 1,125.1 Mt of crude steel in 2016, an increase of 1.6% compared to 2015. China's crude steel production in 2016 reached 808.4 Mt, up by 1.2% on 2015. China's share of world crude steel production increased from 49.4% in 2015 to 49.6% in 2016. India's crude steel production for 2016 was 95.6 Mt, up by 7.4% on 2015.

Government Initiatives

National Steel Policy 2017 was approved on 3rd May 2017 with a vision to create a technologically advanced and globally competitive steel industry that promotes economic growth. It aspires to achieve 300MT of steel making capacity by 2030. This would translate into additional investment of ₹ 10 lakh Crore by 2030-31. The policy seeks to increase consumption of steel and major segments are infrastructure, automobiles and housing. New Steel Policy seeks to increase per capita steel consumption to the level of 160 Kgs by 2030 from existing level of around 60 Kg.

Steel Ministry will facilitate R&D in the sector through the establishment of Steel Research and Technology Mission of India (SRTMI). The initiative is aimed to spearhead R&D of national importance in iron & steel sector utilising tripartite synergy amongst industry, national R&D laboratories and academic institutes. Ministry through policy measures will ensure availability of raw materials like Iron ore, Coking coal and non-coking coal, Natural gas etc. at competitive rates.

With the roll out of the National Steel Policy-2017, it is envisaged that the industry will be steered in creating an environment for promoting domestic steel and thereby ensuring a scenario where production meets the anticipated pace of growth in consumption, through

a technologically advanced and globally competitive steel industry. This will be facilitated by Ministry of Steel, in coordination with relevant Ministries, as may be required.

To accomplish PM's vision of 'Make in India' Policy for providing preference to domestically manufactured Iron & Steel products in Government procurement was approved on 3rd May,17. The policy is envisaged to promote growth and development of domestic steel industry and reduce the inclination to use, low quality low cost imported steel in Government funded projects. It shall be the responsibility of every Government Agency to ensure implementation of the policy.

The Company supplies Hot Rolled Special steels to the following Sectors:-

- Defence
- Indian Railways
- IBR Approved Applications
- Oil & Gas Sector
- Automobiles
- Infrastructure Projects
- Transmission Tower Sector
- Pre Engineered Building Sector
- LPG Cylinder manufacturers

b) Opportunity & Threats:

India is poised to become the 2nd largest steel producing country after China over the next two years, as the country's steelmakers continue to add capacities. The country's steel ministry is framing a new steel policy to increase the capacity of steel production to 300 million tonne by 2030.

There is a huge scope for Indian steel makers due to the country's low per capita steel consumption and positive future outlook due to increase in consumption from construction, automobile and railways sectors. The ambitious infrastructure projects and the thrust in manufacturing through the "Make in India" campaign are steps in the right direction. The plan for smart cities, improved road and rail connectivity by building highways, bridges and dedicated freight and superfast rail corridors have huge potential to spur domestic steel demand. But the increase in demand for steel is still struggling to keep pace with the rise in capacity. For the first time in 3 years, India was a net exporter of steel. Our country's steel exports grew by 150% to 0.75 million tons, while there has been a decline in imports by 46% to 0.49 million tons. The present Central Government is entering into its 2nd half of its tenure and is speeding up multiple infrastructure projects which will push up the steel demand of the country.



c) 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.

d) Outlook

India's average Gross Domestic Product (GDP) growth has been estimated to grow by 7.1 per cent in 2016-17 and 7.4 per cent in 2017-18, down from 7.93 per cent in 2015-16 on account of demonetization drive effected on November 8, 2016.

According to World Steel Association, the demand of steel in India is expected to grow by 5.7% in 2017 against a global growth in demand of 0.5% in 2017. Indian economy is one of the fewer economies to have stayed 'resilient' even during 'global slowdown' due to its focus on its reforms.

e) Risk & Concerns :

As per the requirement of Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted steps for framing, implementing and monitoring the risk management plan and accordingly the Directors have put in place critical risk management framework across the Company for identification and evaluation of all potential risks. The Company is continuously evolving and improving systems and measures to take care of all the risk exigencies involved in the business. All inherent risks are identified, measured, monitored and regularly reported to the management. The management decides measures required to overcome these risks and ensures implementation of proper risk mitigation plans. The risk report and mitigation plans are presented to the Board of Directors periodically. Some of them are mentioned herein below:

The domestic steel industries run the risk of normal industry cycle as under:

- High cost of capital
- Delay in absorption in technology by existing units.
- High cost of basic input and services
- Poor quality of basic infrastructure like road, port etc.
- High logistics cost

The Company is exposed to the normal industry risk factors and manages these risks by prudent business and risk management practices. The Company has made efforts to lower the cost of steel production by improving productivity, maximizing production of high value added Special steels, Improving plant efficiency, reducing energy consumption etc.

The Company has made efforts to mitigate the risk by enhancing the Quality of steel produced and higher use of Hot Metal in Electric Arc Furnace.

F) Internal Control System And Their Adequacy:

In order to attain the corporate objectives, strick internal controls systems are required to be implemented across the organization. The same is ensured by the senior management through a mix of periodic reviews, implementation of Standard Operating Procedures, defining Delegation of powers and constant up-gradation of IT systems. The efficacy of internal control systems is ensured as a combined result of the following activities:

- Operational performance is reviewed each month by an executive committee comprising members of Senior Management.
- Performance of each function is closely monitored by the Senior Management through various Weekly / Monthly review meetings. Reviews of all independent functions are regularly undertaken Simultaneously, cross functional activities are also subject to periodic review.
- Various policies are introduced from time to time, to ensure effective functioning of various independent departments, such as, Marketing, Finance, HR, etc.
- Delegation of power is regularly reviewed and revised, based on feedback received from Directors and process owners. The documents clearly specify the authorities of various divisional / functional heads etc. Hence, the financial and non-financial authorities stand clearly defined. Reports of Internal audit and management response thereto are subject to regular review by Audit Committee. Adequacy of internal audit is also reviewed by the Audit Committee.

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

The finance cost of the Company remains the same as compared to previous year and earnings before Interest, Tax, Depreciation & Amortisation (EBITDA) of the Company has improved significantly as compared to the previous year due to change in production mix and higher realization. The financial health of the Company has also improved significantly as compared to the previous year due to various measures taken by the management towards the cost cutting and improving efficiency and also supported by policy measure taken by the Central Government to support the Indian Steel Manufacturers like imposition of anti-dumping duty and safe guard duty on imports of steel.

h) Human Resources And Industrial Relations:

The Company’s human resource policies and strategies seek to ensure a high level of motivation among employees so that they play a significant role in achieving the Company’s goal. The Company has initiated various in-house training programs for skill advancement. The Company accords highest priority to ensure safety and protection of health of its employees which are essential to, and form an integral part of, every HR development endeavor.

The Company has a medical Centre at its Wardha complex providing round the clock medical assistance to its employees. Health checkup is also carried out periodically, for all employees. Total employees as on 31st March, 2016 were 1096.

i) Cautionary Statement:

The Management Discussions and Analysis describe Company’s projections, expectations or predictions and are forward looking statements’ within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied Important factors that could make a difference to the Company’s operations include economic conditions affecting demand and supply and price conditions in domestic and international market, changes in Government regulations, tax regimes, economic developments and other related and incidental factors.

DIRECTORS’ RESPONSIBILITY STATEMENT

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

- i) In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with the proper explanation relating to material departures.
- ii) Appropriate Accounting Policies have been selected and applied them consistently. Judgments and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at end of the financial year 31st March, 2017 and of the Profit and Loss Account for the Financial Year 2016-2017.
- 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 and detecting fraud and other irregularities.
- iv) The Annual Accounts have been prepared on a going concern basis.
- v) The Directors had laid down internal financial controls to be followed by the Company and that such internal

financial controls are adequate and were operating effectively and

- vi) The Directors had devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE

Pursuant to Regulations 34 of SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015, the Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, are complied with.

A separate report on Corporate Governance and the Auditor’s Certificate on its compliance are annexed hereto and forms part of this Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

Information in accordance with Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules 2014 is annexed and forms integral part of this Report.

The Company adopts a cautious approach in power and fuel consumption by optimizing the operation of shifts and by following strict fuel consumption measures.

DIRECTORS & KEY MANGERIAL PERSONNEL

Your Company has framed a Remuneration Policy which lays down a framework in relation to the Directors, Key Managerial Personnel and Senior Management of the Company. The Policy also lays down the criteria for selection and appointment of Independent Directors. The details of the policy are explained in the Corporate Governance Report. The nomination and remuneration committee comprises of Shri B L Khurana, Ms Jagat Chandra Shri. B L Khanna as a member.

During the year under review following persons are the Key Managerial Personnel as per the requirement of section 203 of Companies Act, 2013 Read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Sr. No.	Name of the Person	Designation
1	Shri Rajiv Munjal	Whole Time Director
2	Shri R P Gupta	Chief Financial Officer
3	Shri Ram Gaud	Sr. G.M. and Company Secretary

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulations 17 of SEBI (Listing Obligation and Disclosure



Requirements), Regulations 2015, a structured questionnaire was prepared after taking into consideration the various aspects of the Board functioning, composition of the Board and its committees, culture, execution and performance of specific duties, obligation and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of Chairman and Non-Independent Directors was carried out by the Independent Directors. The Board of the Directors expressed their satisfaction over the evaluation process.

NUMBER OF MEETINGS OF THE BOARD

During the Financial Year 2016-17, 5 Boards Meetings were held, for details please refer to Corporate Governance on **Page No.22**. In respect of such meetings, proper notice were given and the proceedings were properly recorded and signed in the Minutes book maintained for the purpose. No circular Resolutions were passed by the Company during the financial year under review

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT BY THE COMPANY

The Details of Loans Guarantees and Investment covered under the provision of the Section 186 of the Companies Act, 2013 are given in the notes of Financial Statements.

AUDIT COMMITTEE

The Audit Committee Comprises Independent Directors namely Shri B L Khanna, Shri B L Khurana and Shri Rajiv Munjal, a Whole Time Director as a Members Four meetings were held during the financial year under review. All the recommendations made by the Audit Committee have been accepted and implemented by the Board of Directors. More details on the committee are given in the Corporate Governance Report

RELATED PARTY TRANSACTION

All the Transactions entered into with Related Parties for the year under review are strictly done as per the provisions of Companies Act, 2013 and Regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015. The Company presents full details of transactions of all related party before the Audit Committee, specifying the nature, value and terms & conditions of the transactions. Transactions with related parties are conducted in a transparent manner with the interest of the Company and Stakeholders as utmost priority.

The details of related party disclosures for the financial year ended 31st March, 2017 are presented in the notes to accounts as per the requirement of Schedule V of the (Listing Obligations and Disclosure Requirements) Regulations 2015 read with the Accounting Standard 18.

During the year Related Party Transaction with Uttam Galva Steels Limited that were entered into were on arm's length basis and in ordinary course of business and have been complied with the provisions of Companies Act, 2013, and SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015.

The disclosure of said material related party transactions in the Form AOC-2 regarding particulars of contract arrangement with the related parties, as referred in section 188(1) of the Companies Act, 2013, is not required to be annexed herewith under Section 134(3) (h) read with Section 188(2) of the Companies Act, 2013.

The form AOC-2 regarding the particulars of material related party transaction with Uttam Galva Metalics Ltd. referred in section 188(1) of the Companies Act, 2013, is annexed herewith as **"Annexure VI"**

CORPORATE GOVERNANCE

In the interest of all the stakeholders and as matter of good corporate governance, your Company is committed to the timely compliance with all the applicable Regulations of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015. In terms of Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015, a detailed report on Corporate Governance along with a certificate from the Auditors confirming compliance is annexed hereto and forms part of the Directors' Report as **"Annexure IV"**.

STATUTORY AUDITOR AND THEIR REPORT

M/s. VSS & Associates, Statutory Auditor of the Company, will hold office till the conclusion of ensuing Annual General Meeting as per the Section 139 of the Companies Act, 2013.

In view of the above M/s. VSS & Associates, Chartered Accountant has been appointed as a Statutory Auditor of the Company at the meeting of the Board of Directors held on 29th April, 2017 and recommended to the shareholders of the Company for approving the said appointment.

The firm of VSS & ASSOCIATES, Chartered Accountants has been formed by merging of three individual domain Chartered Accountancy firm's namely – M/s. Suresh C Jain & Co., M/s. S. G. Jain & Associates and M/s V. K. Agarwal & Associates. The firm has been carrying out various professional assignments in several specialized fields - Taxation, Company Law matters, International Finance and Taxation, Foreign Exchange matters, Joint Ventures, Management Consultancy, Documentation Systems, Accounting Services, Audits, Tax Audits and Due Diligence. The firm consists of several professional staff members who give prompt and efficient service to their prestigious clients which include manufacturing, trading, finance and service corporations. It does professional work for listed and private corporations, non-residents, foreign companies and banks.

M/s. VSS & Associates as the Statutory Auditor of the Company and has furnished a certificate of their eligibility and consent under Section 141 of the Companies Act, 2013 read with the rules made there under. In terms of the Listing Obligations & Disclosure Requirements Regulations, 2015, the Auditor's have confirmed vide their letter dated 24th April, 2017 that they hold a valid certificate issued by the Peer Review Board of the ICAI. Accordingly, the Board based on the recommendation of the Audit Committee, recommends the appointment of M/s. VSS & Associates Chartered Accountants as Statutory

Auditor of the Company for the term of one year for the approval of shareholders.

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

COST AUDITORS AND COST AUDIT REPORT

As per the requirement of Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company has been carrying out audit of cost records of the Company.

The Board of Directors, on the recommendation of Audit Committee, has appointed M/s. Manisha & Associates, Cost Accountants as Cost Auditor to audit the cost accounts of the Company for the financial year 2017-18 at a remuneration of ₹ 60,000/- per annum and reimbursement of out of pocket expenses if any. 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 convening the Annual General Meeting.

The cost audit report for the financial year 2015-16 was filed with the Ministry of Corporate Affairs.

SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of the Section 204 of the Companies Act, 2013 read with the rules made there under, the Company has re-appointed M/s. JNG & Co., a firm of Practicing Company Secretaries (CP No. 8108), to under take the Secretarial Audit of the Company. The Secretarial Audit Report, is annexed herewith and forms an integral part of this report. The said report does not contain any qualification, reservation or adverse remarks. However, the observations mentioned in the Secretarial Audit Report are statement of facts which have been suitably addressed in the Directors Report and the "Annexures VII" thereto.

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with rules 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this reports. In terms of section 136 of the Companies Act, 2013, the said information is available for inspection at the registered office of the Company before 21 days of the ensuing Annual General Meeting during business hours on working days.

WHISTLE BLOWER POLICY AND VIGIL MECHANISM

Your Company recognizes the value of transparency and accountability in its administrative and management practices. The Company promotes the ethical behavior in all its business activities. The Company has adopted the Whistle blower Policy and Vigil Mechanism in view to provide a mechanism for the directors and employees of the Company to approach Audit Committee of the Company to report existing / probable violations of laws, rules, regulations or unethical conduct.

The Whistle Blower Policy has been posted on the website of the Company (www.uttamvalue.com)

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual return in form MGT-9 as required u/s. 92 of the Companies Act, 2013 is included in the Report as "Annexure - III" and forms an integral part of this report.

RISK MANAGEMENT

As required by Regulations 17 of SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015, the Company has framed the Risk Management Policy. The Risk Management Policy defines the Risk Management Approach of the Company which includes periodic review of such risks and also documentation, mitigating controls and reports mechanism of such risks.

The Main objective of this policy is to ensure sustainable business growth with stability and to promote proactive approach and reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy established a structure and disciplined approach to risk management in order to guide decision on risk related issues.

Under the current challenging and competitive environment the strategy for mitigating inherent risk in accomplishing the growth plan of the Company are imperative. The Common risk interalia are regulatory risk, competition, financial risk, technology obsolescence, human resources risk, political risks, investments, retention of talents, expansion of facilities and product price risk.

CORPORATE SOCIAL RESPONSIBILITY:

Though the provisions of Section 135 of Companies Act, 2013 and Rules made there under regarding Corporate Social Responsibility are not attracted to the Company hence the detailed report on CSR activities is not annexed to this Report, yet the Company has formed the Corporate Social Responsibility (CSR) Committee comprises of Shri Rajiv Munjal- Chairman of the committee Shri Rajinder Miglani & Shri B I Khanna as a member as per the requirement of Companies Act, 2013, the Company believes that Corporate Social Responsibility (CSR) is 'the continuing commitment for improving the quality of life of the society at large. The Company strives to contribute to the environment to its fullest to avoid irreversible changes in the ecosystem. We contribute to this global effort with activities such as planting of tree saplings and promoting environmental protection awareness amongst our employees. Company controls the pollutions by recycling and reusing the scrap. With safety, health and environment protection high on its corporate agenda.

The Company has been, over the years, pursuing part of the corporate philosophy, and unwritten CSR Policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the Community with those of Company itself in an environment of partnership for inclusive development, the Company is committed for conducting business with a strong environment conscience, so as to ensure sustainable development, safe work places and enrichment of the quality of life.

ENVIRONMENT AND SOCIAL OBLIGATION

The Company's plants comply with all norms set up for clean and better environment by the competent authorities. The Company undertakes regular checks / inspections including certification for the maintenance of the environment. The Company values environmental protection and safety as the



major considerations in its functioning. The Company has adequate effluent Treatment Plants to prevent pollution. The Company is continuously endeavoring to improve the health and quality of life in the communities surrounding its industrial complex.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURT

There are no 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.

STATUTORY COMPLIANCE:

The Company has complied with the various provisions of the Companies Act, 2013, the SEBI, (Listing Obligations & Disclosure Requirements), Regulations 2015. Certificates are obtained from units of the Company and the Board is informed of the same at every Board meeting.

INVESTOR SERVICES

The Company and its Registrars and Share Transfer Agent, namely M/s. Bigshare Services Private Limited who is looking after the physical as well as Demat work and also shareholders correspondence, endeavored their best to service the Investors satisfactorily. Your Company has constituted a Stakeholders Relationship and Grievance Committee comprising of 3 senior Directors Shri Rajinder Miglani, Shri B L Khanna and Ms. Jagat Chandra as a member to redress the Investor Grievances.

DIRECTORS

In term of the Articles of Association of the Company, Ms. Jagat Chandra (DIN 07147686) retires by rotation and being eligible offers herself for re-appointment at the ensuing Annual General Meeting.

During the year under review Shri S. K. Soni, Non-Executive Independent Directors has resigned w.e.f 11th February, 2017 and Shri Rajeev Kumar as a Nominee Director representing IDBI Bank on the Board of the Company has been appointed in place of Shri S K Sachdev w.e.f. 23rd December, 2016. Ms. Jagat Chandra, Non-Executive Directors was appointed w.e.f. 30th May, 2016. The Board wishes to place on record the gratitude and sincere appreciation to Shri S. K. Soni, and Shri S. K. Sachdev for their immense and invaluable contribution made to the Company during their tenure as a Directors.

None of the Directors of your Company is disqualified under Section 162 (2) of the Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report.

GENERAL DISCLOSURES

- i) The information required under section 197 (12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of Directors Report for the year ending 31st March, 2017 is prepared separately forming part of this Report.

Having regard to the provisions of the first provision to section 136 (1) of the Act and as provided in the Annual Report excluding the aforesaid information is being sent to the Members of the Company. The said information is available for inspection at the Registered Office of

the Company during working hours and any members interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. The full Annual Report including the aforesaid information is being sent electronically to all those members who have registered their email addresses and is available on the Company's website.

- ii) Your Directors states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review :
 - a) Details relating to deposits covered under Chapter V of the Act.
 - b) Issue of equity shares with differential rights as to dividend, voting or otherwise.
 - c) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
 - d) Neither the Managing Director nor the Whole Time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
 - e) The Company has not offered any Shares During the Financial year under Employee Stock Option/ Purchase Scheme

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

GREEN INITIATIVES

Electronic Copies of the Annual Report and notice of the Annual General Meeting are sent to all members whose email address are registered with the Company depository participant(s). For members who have not registered their email addresses, physical copies of the Annual Report and the Notice of the Annual General Meeting under section 101 of the Companies Act 2013 are sent in the permitted mode. Members requiring a physical copies can send a request to the Company.

Your Company provides e-voting facility to all its members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to the Section 108 of the Companies Act 2013 and rules 20 of the Companies (Management and Administration) Amendment Rules 2015.

ACKNOWLEDGEMENT:

Your Directors wish to express their sincere appreciation and gratitude for the assistance and generous support extended by all Government authorities, Financial Institutions, Banks, Customers, Vendors and Members and Stakeholders during the year under review. Your Directors also wish to express their immense appreciation for the devotion, commitment and contribution made by the employees of the Company while discharging their duties.

For and on behalf of the Board

**B L Khanna
Chairman**

**Dated: 29th April, 2017
Place: Mumbai**

ANNEXURE -I

The information on conservation of energy, technology absorption stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014.

(A) CONSERVATION OF ENERGY

FORM – A

Form for Disclosure of Particulars with respect to Conservation of Energy:

A.	Power & Fuel Consumption	UNIT	2016-2017	2015-2016
1	Electricity			
	a) Purchased Units Total Amount Rate/Unit	Kwh Rs. Rs./kwh	317424526 2,18,10,86,243 6.87	286198376 1,95,19,74,741 6.82
	b) Own Generation i) Through Diesel Generator Units Units per ltr. of Diesel Oil Cost/Unit	Kwh Kwh/ltr Rs. /kwh	6320 1.81 31.58	12000 1.84 28.53
2	Fuel Oil			
	a) LDO Quantity Total Amount Average Rate	Kl Rs. Rs./Kl	909 3,04,84,858 33542	1300 4,28,50,081 32970
	b) Coke Oven Gas Quantity Total Amount Average Rate	SM3 Rs. Rs./ SM3	84306698 35,99,61,721 4.27	68416068 38,79,19,106 5.67
3	Others / Internal Generation	0	0	0
B.	Consumption per unit of production	UNIT	2016-2017	2015-2016
1	HR PRODUCTS			
	- Electricity	kwh/mt	383	337
	- LDO	ltr/mt	1.34	1.90
	- Coke oven Gas	SM3/mt	140	118
2	GP/GC PRODUCTS			
	- Electricity	kwh/mt	591	550
	- LDO	ltr/mt	0.52	1.17
	- Coke over Gas	SM3/mt	17	18.13
3	CR PRODUCTS			
	- Electricity	kwh/mt	536	497
	- LDO	ltr/mt	0.53	1.18
	- Coke oven Gas	SM3/mt	17	18.13

**(B) TECHNOLOGY ABSORPTION****Research & Development (R & D)**

- 1) Development of new grade SOPA01 & SOPA02 for application & structure of Solar Panels.
- 2) Development of new grade SH41 for white good application.
- 3) Development of new grade SAE 15B41 for chain links.
- 4) Development of new grade 16MnCr5 Spheroidization process for auto sector.
- 5) Development of new grade MCI8UG.
- 6) Development of new grade 25CrMo4.
- 7) Development of new grade ASTM A1011 CS Type B.
- 8) Development of new grade ST52Al.
- 9) Lab has been certified with TS 16949: 2000 certification to supply material for auto segment customer.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of Foreign Exchange Earnings and Outgo are as under:

(₹ in Crores)

		2016-2017	2015-2016
(1)	Foreign Exchange Earnings		
	a. FOB Value of Exports	13.57	-
(2)	Foreign Exchange Outgo		
	a. CIF Value of Imports		
	- Raw Materials , Components, Spare Parts & Production consumables	22.40	65.96
	- Capital goods	-	-
	b. Other Expenditure	0.68	0.27

ANNEXURE II**SALIENT FEATURE OF CSR POLICY**

1. Commitment for improving the quality of life of the society at large.
2. Strives to contribute to the environment to its fullest to avoid irreversible changes in ecosystem
3. To Contribute to the Global Effort with equities such as planting of Tree sapling and promoting environmental protection awareness amongst our employees.
4. To Control the pollution by recycling and reusing the scrap with safety, health and environment protection.
5. Promoting health care including preventive health care.
6. Promotion of Education by providing quality education near plant.

ANNEXURE III

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L27100MH1970PLC014621
ii)	Registration Date	27 TH APRIL, 1970
iii)	Name of the Company	Uttam Value Steels Limited
iv)	Category / Sub-Category of the Company	Company limited by shares
v)	Address of the Registered office and contact details	4 th Floor, Uttam House, 69, P D Mello Road, Mumbai- 400009 Phone: 022 6656 3500 Fax: 022 23485025
vi)	Whether listed company Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	BIGSHARE SERVICES PRIVATE LIMITED E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E) Mumbai-400072. Off No 40430200 Fax No:- 28475207 Email:- investor@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Hot Rolled Steel Strips/Sheets/Plates	27161	30.68
2	GP/GC Sheets/CSoils	27171	21.25

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name and address of the company	CIN/ GLN	Holding/ subsidiary/ associate	% of shares held	Applicable section
I.	Indrajit Power Pvt Ltd	U45200MH1994PTC081267	associate	26%	2(6)



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1 st April 2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter's									
(1) Indian									
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	3047361160	0	3047361160	46.12	3047361160	0	3047361160	46.12	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (1): -	3047361160	0	3047361160	46.12	3047361160	0	3047361160	46.12	0
(2) Foreign									
a) NRIs- Individual	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (2): -	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	3047361160	0	3047361160	46.12	3047361160	0	3047361160	46.12	0
B. Public Shareholding									
I. Institutions									
a) Mutual Funds	4430	2918665	2923095	0.04	4430	2918665	2923095	0.04	0
b) Banks / FI	1014762365	29545	1014791910	15.36	939681008	29545	939710553	14.22	-1.14
c) Central Govt/ State Govt.	5000	2500	7500	0.000	5000	2500	7500	0.000	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	21949470	0	21949470	0.33	0	0	0	0	-0.33

Uttam Value Steels Limited

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1 st April 2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
g) FIs	0	300000	300000	0.0045	0	300000	300000	0.0045	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	1036721265	3250710	1039971975	15.74	939690438	3250710	942941148	14.27	-1.47
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1330304100	2250705	1332554805	20.17	1255528217	2247455	1257775672	19.034	-1.14
ii) Overseas	683233870	0	683233870	10.34	683233870	0	683233870	10.34	0
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	250342075	86888020	337230095	5.10	258976806	85050805	34444027611	5.21	0.74
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	127959160	403500	128362660	1.94	269456499	518500	269974999	4.09	1.51
i) Clearing Members	2846830	0	2846830	0.043	25407554	0	25407554	0.39	0.347
ii) Trusts	16135	2000	18135	0.000	16135	2000	18135	0.000	0
iii) NRI/OCBs	31273315	5223490	36496805	0.55	31902088	5168415	37070503	0.56	0.01
iv) NBFCs registered with RBI (Qualified Foreign Investor)	0	0	0	0	265683	0	265683	0.004	0.004
Sub-total (B)(2):-	2425975485	94767715	2520743200	38.14	2524786852	92987175	2617774027	39.61	1.47
Total Public Shareholding (B)=(B)(1)+(B)(2)	3462696750	98018425	3560715175	53.88	3464477290	96237885	3560715175	53.88	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	6510057910	98018425	6608076335	100.00	6511838450	96237885	6608076335	100	



(2) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1.	Firstindia Infrastructure Private Ltd (Formerly known as Ultimate Logistics Solutions Private Ltd)	2118187345	32.05	36.63	2118187345	32.05	33.83	0
2.	Metallurgical Engineering and Equipments Ltd	929173815	14.06	77.13	929173815	14.06	77.13	0
	Total	3047361160	46.11	100	3047361160	46.11	100	0

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

Sr No	Particular	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
i)	<i>At the beginning of the year</i>	3047361160	46.11	00	00
ii)	<i>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment):</i>	00	00	00	00
iii)	<i>At the End of the year</i>	3047361160	46.11	00	00

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

Sr No	Name of top ten shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Shree Global Tradefin Ltd	941778005	14.25	866778005	13.1169
2	IDBI Bank Limited	750000000	11.35	660806892	10.00
3	UD Industrial Holding Pte Ltd	635483870	9.62	635483870	9.6168
4	State Bank of India	251309010	3.8031	251309010	3.8031
5	Triumph Trade & Properties Develope	187024830	2.55	185287152	2.8031
6	Ragini Trading & Investment Ltd	71223430	1.08	71223430	1.0778
7	UNO Metals Ltd	32850000	0.49	32850000	0.4971
8	Integrated Master Securities (P) Ltd	1000	0.00	22548833	0.3412
9	Life Insurance Corporation of India	21949470	0.33	21949470	0.3322
10	Siddhartha Suresh Khatwani	16408600	0.25	16408600	0.2483

Uttam Value Steels Limited

5) Shareholding of Directors and Key Managerial Personnel:

Sr No	Particular	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
I.	Shri Ram Gaud	140	0.00	140	0.00

v) INDEBTEDNESS

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

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING /ACCRUED BUT NOT DUE FOR PAYMENT				
₹Cr.				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total In-debtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	622.28	50.00	0	672.28
ii) Interest due but not paid	0	0	0	0.00
iii) Interest accrued but not due	5.74	0	0	5.74
Total (i + ii + iii)	628.02	50.00	0	678.02
Change in Indebtedness during the financial year				
Addition	66.40	0	0	66.40
Reduction	15.63	50.00	0	65.63
Net Change	50.77	-50.00	0.00	0.77
Indebtedness at the end of the financial year				
i) Principal Amount	606.65	0	0	606.65
ii) Interest due but not paid	72.14	0.00	0	72.14
iii) Interest accrued due but not due	0	0	0	0
Total (i + ii + iii)	678.79	0	0	678.79

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A) Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ In Crore)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Rajiv Munjal	
1	Gross salary	0.38	0.38
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.38	0.38
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	---	---
2	Other, Please Specify	NA	NA
	Total (A)	0.38	0.38

Ceiling As per Schedule V of Companies Act, 2013

**B) Remuneration to other directors:**

Sr. No.	Particulars of Remuneration	Name of Director								Total Amount
		B L Khanna	Rajeev Kumar Appointed as a Nominee Director of IDBI Ltd. appointed w.e.f. 23.12.2016	S.K. Soni Resigned dated 11.02.2016	Jagath Chandra appointed w.e.f. 30.05.2016	S K Sachdev Withdraw of Nominee Director dated 23.12.2016	B L Khurana	U N Challu (Cessation w.e.f. 30th May, 2016)	PratimaSrivasta (Cessation w.e.f. 30 th May, 2016)	
A										
1)	Independent Directors									
	Fee for attending board / committee meetings	95000	10000	10000	30000	10000	100000	20000	-	275000
	Commission	-	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-	-
	Total	95000	10000	10000	30000	10000	100000	20000	-	275000

***Note: The Company is not paying any Remuneration to its Independent Directors except the sitting fees for attending the Board and Committee Meeting.**

c) REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ In Crore)

Sr. No.	Remuneration	Key Managerial Personnel		
		Ram Gaud- Company Secretary	R. P Gupta Chief Financial Officer	Total Amount
1)	Gross Salary	0.23	0.38	0.61
	i) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.23	0.38	0.61
	ii) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	ii) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2)	Others, please specify	NA	NA	NA
	Total (A)	0.23	0.38	0.61

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no Penalties / Punishment/ Compounding of Offences for the financial year ended 31st March, 2017.

ANNEXURE IV
REPORT ON CORPORATE GOVERNANCE

In accordance with Regulation 34(3), 53(f) and Scheduled V(C) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 with BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the report containing the details of Corporate Governance systems and process at Uttam Value Steels Limited is as follows.

I. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's Philosophy is that Corporate Governance is the application of ethical business practices with all stakeholders coupled with compliance of law. The Company has all along believed in and practiced fair business and corporate practices with all its stakeholders and associates.

The Company believes that a Vibrant and Independent Board should be at the helm of affairs to ensure the highest levels of Corporate Governance. Accordingly your Company has always had adequate competent Independent Directors. For effective discharge of its functions and proper deliberations, Board has constituted various committees.

2. BOARD OF DIRECTORS:

i. Composition of the Board and details of Directorship(s) in other Companies:

As on 31st March, 2017 your Company's Board comprises of 6 Directors with considerable experience in their respective Field of these Two are Non- Executive Independent Directors, One is Nominee Director on behalf IDBI Bank and Two are Non- Executive Directors with one women Director and One Executive Director. Accordingly the composition of the Board is in conformity with Regulations 17(1) of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015. The details of the Directors with regard to their other directorship (including Private Limited Companies) and (excluding Section 8 Companies) and Committee Positions and attendance at the meetings are as follows:-

Notes

Sr No.	Name of Directors	Category of Directors	Attendance at Board Meetings	Attendance at Last AGM	*No. of Other Directorship	Chairperson of the Board	**Board Committee in which Director is a Member	Board Committee in which Director is a Chairperson	No. of shares held by Directors
1.	Shri B L Khanna	Independent Director and Chairman	5	Yes	2	1	1	1	Nil
2.	Shri Rajinder Miglani	Non- Executive Director	4	Yes	9	2	1	1	Nil
3.	Shri B L Khurana	Independent Director	5	No	6	-	3	1	Nil
4.	Shri Rajiv Munjal	Whole- Time Director	4	Yes	3	-	1	-	Nil
5.	Ms. Jagath Chandra	Non- Executive Women Director	3	No	1	-	1	-	Nil
6.	Shri Rajeev Kumar (Nominee Director)	Nominee Director	1	No	2	-	-	-	Nil

* 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 Obligation and Disclosure Requirements, Regulation 2015.

II. The Board of Directors during the Financial Year 2016 - 2017 had Five Meetings which are as follows:

- 1) 30.05.2016 2) 06.08.2016 3) 14.11.2016 4) 23.12.2016 5) 11.02.2017

III. Disclosure of relationships between Directors:

None of the other Directors are related to each other.

As required under Schedule IV of the Companies Act, 2013 and regulation 25(3) and (4) (a) (b) (c) of the SEBI (Listing Obligations and disclosure Requirement), Regulations, 2015 a separate Meeting of Independent Directors was held on 11th February, 2017 and all independent directors were present in that meeting.



The Company had kept all Board members well informed about various provisions of new amendments in Companies Act, 2013 and all other acts applicable to the Company more particularly the duties and responsibilities of the Independent Directors and Board as a whole.

IV. Disclosure for Independent Directors:

During the year under review, a separate Meeting of Independent Directors was held on 11th February, 2017 and all the Independent Directors were present in that meeting.

Pursuant to the provisions of the Regulation 25(7) of the SEBI (Listing Obligations and disclosure Requirement), Regulations, 2015 the web link of the details of Familiarization Programme for Independent Directors is disclosed here below:

<http://uttamvalue.com/company/Familiarization%20programme%20for%20independent%20directors.pdf>

3. AUDIT COMMITTEE:

I. Brief Description of Terms of Reference:-

The Audit Committee of the Company is constituted in line with the provisions of Regulations 18 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 with the Stock Exchanges read with Section 177 of the Companies Act, 2013.

The terms of reference and powers of the Audit Committee are as mentioned in Scheduled II Part C and Regulations 18(3) of the SEBI (Listing Obligations and Disclosure Requirements, Regulations 2015 entered into with the Stock Exchanges and read with Section 177 of the Companies Act, 2013 and rules made thereunder includes overseeing the Company's financial reporting process, reviewing with the management the financial statements and the adequacy of the internal audit function internal control and to discuss significant internal audit findings, statutory compliance and issues related to risk management and compliances.

II. Composition, Name of Members & Chairperson:-

Currently the Composition of the Committee is as follows:

1. Shri B L Khanna
2. Shri Rajiv Munjal
3. Shri B L Khurana

Two Members of the Audit Committee are Non-Executive Independent Directors. They are financially literate and possess sound knowledge of accounts, audit, finance etc. Shri B L Khanna is the Chairman of the Audit Committee. The Chairman, Director & Whole- Time Director, Chief Financial Officer (under the Companies Act, 2013), the Internal Auditor and the representatives of Statutory Auditors are invitees to the meetings of the Audit Committee. The Cost Auditors appointed by the Company u/s 139 and 148 of the Companies Act, 2013 attends the Audit Committee Meeting whenever Cost Audit Report is discussed.

The Operations Heads are invited to the Meetings, as and when required.

Shri Ram Gaud, Sr. General Manager & Company Secretary acts as the Secretary of the Audit Committee.

III. Meetings and attendance during the year: -

The Audit Committee during the Financial Year 2016- 2017 had four Audit Committee Meetings which are as follows:-

- 1) 30.05.2016 2) 06.08.2016 3) 14.11.2016 4) 11.02.2017

IV. During the period 01.04.2016 to 31.03.2017, the Audit Committee met four times and the attendance of the Audit Committee members at the said meetings are detailed below:

Sr. No.	Name of Members	No. of Meetings attended
1.	Shri B L Khanna	4
2.	Shri Rajiv Munjal (Appointed w.e.f 30 th May, 2016)	3
3.	Shri B L Khurana	4
4.	Shri U. N. Challu (Resigned w.e.f 30 th May, 2016)	1

4. SUBSIDIARY COMPANIES:

The Company does not have any Subsidiary Company

5. NOMINATION & REMUNERATION COMMITTEE:

I. Brief Description of Terms of Reference:-

Pursuant to the Regulations 19 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 and Schedule V and Section 178 to the Companies Act, 2013, the terms of reference of the Remuneration Committee is to determine Company's policy on remuneration to Executive Directors including pension and any compensation payments and also to approve payment of remuneration to Managing or Whole-Time Directors.

II. Composition:-

During the period, One (1) Nomination and Remuneration Committee Meeting was held on 30th May, 2016 which comprised of Two Non Executive Independent Directors and One Woman Director namely Shri B L Khurana, Shri Shri B L Khanna and Ms. Jagath Chandra.

All the members of the Remuneration Committee are Non-Executive Directors.

III. Meeting & Attendance during the Year:

During the period 01.04.2016 to 31.03.2017, the Nomination and Remuneration Committee met on 30th May, 2016 and attendance of the members at the said meeting are details below:

Sr. No.	Name of Members	No. of Meetings attended
1.	Shri B L Khurana	1
2.	Shri B L Khanna	1
3.	Ms. Jagath Chandra (Appointed from 11 th February, 2017)	0
4.	Shri S. K. Soni (Resigned dated 11 th February, 2017)	0

IV. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Nomination and Remuneration Committee (NRC) has laid down the criteria for performance evaluation of the Independent Directors which are as follows:

1. Attendance at Board Meetings and General Meetings
2. Participation in Board Meetings
3. Independence and candidness shown in Board Meetings.
4. Objectivity and constructiveness in expressing views.
5. Interaction with Executive Directors and Senior Management both during and outside Board Meetings.
6. Awareness of legal provisions regarding duties, responsibilities and obligations relating to the Company and shareholders.
7. Awareness about provisions relating to Corporate Governance, Risk Management, disclosure and legal Compliances.
8. Skills, experience and knowledge in their respective Field.
9. Any other observation Directors wish to make in this regard.

6. REMUNERATION POLICY

The Board has framed the Nomination and Remuneration Committee policy which ensure effective compliance of Section 178 of the Companies Act, 2013 and Regulations 19 and 20 and Scheduled II and Part D of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015. The Board has clearly defined terms of reference for the Nomination and Remuneration Committee, which are as follows:-

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing / Whole-time Director(s) and Senior Management (one level below the Board);



- To help in determining the appropriate size, diversity and composition of the Board
- To recommend to the Board appointment / re-appointment and removal of Directors;
- To frame criteria for determining qualifications, positive attributes and independence of Directors;
- To recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- To create an evaluation framework for Independent Directors and the Board;
- To provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- To assist in developing a succession plan for the Board;
- To assist the Board in fulfilling responsibilities entrusted from time-to-time;
- Delegation of any of its power to any Member of the Committee or the Compliance Officer.

A. Remuneration to Non-Executive Directors

The Non-Executive Directors are paid remuneration by way of Sitting Fees. The Non – Executive Directors are paid sitting fees for each meeting of the Board or Committee of Directors attended by them. The total amount of sitting fees paid during the Financial Year 2016-17 was ₹ 2,75,000/-. The Non – Executive Independent Directors do not have any material pecuniary relationship or transactions with the Company.

B. Remuneration to Executive Directors

The appointment and remuneration of Executive Directors including Chairman and Managing Director and Whole- Time Director is governed by the recommendation of the Nomination and Remuneration Committee, Resolutions passed by the Board of Directors and shareholders of the Company. Payment of remuneration to Executive Directors is governed by the provisions of the Companies Act, 2013 and Rules made there under. The remuneration package of Whole-Time Director comprises of salary, perquisites, allowances and contributions to Provident funds and other Retirement Benefit Funds as approved by the shareholders at the General Meetings. Increments are recommended by Remuneration and Nomination Committee to the Board for their approval.

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent.

Presently, the Company does not have a scheme for grant of stock options or performance linked incentives for its Directors.

C. Details of Remuneration to all the Directors

a) Non-Executive directors:

The Non-Executive Directors are paid sitting fees as remuneration for attending the Meetings of Board of Directors, Audit Committee, Remuneration Committee, Committee of Directors and Independent Directors Meeting. Save and except the following, there are no pecuniary relationships or transactions of the Non- Executive Directors viz-a-viz the Company.

Sr. No.	Name of Directors	Sitting Fees	Equity Shares held in the Company
1.	Shri B L Khanna	95000	Nil
2.	Shri B L Khurana	100000	Nil
3.	Ms. Jagath Chandra	30000	Nil
4.	Shri Rajeev Kumar (Appointment w.e.f. 23 rd December, 2016)	10000	Nil
5.	Shri S. K. Sachdev (Cessation w.e.f. 23 rd December, 2016)	10000	Nil
6.	Shri S. K. Soni (Cessation w.e.f. 11 th February, 2017)	10000	Nil
7.	Shri U N Challu (Cessation w.e.f. 30 th May, 2016)	20000	150000
8.	Ms. Pratima Srivasta (Cessation w.e.f. 30 th May, 2016)	Nil	Nil
TOTAL		275000	

b) **Executive Directors:**

Sr. No.	Name of Directors	Position	All elements of remuneration i.e salary, benefits, allowances, bonus, contributions and perquisites (₹ in Lakhs)
I.	Shri Rajiv Munjal	Whole Time Director	37.72

D. **Disclosures regarding Directors appointment & re-appointment:**

a) **Appointment and Resignation of Directors:**

During the year Shri U. N. Challu, Ms. Pratima Srivastava Shri S. K. Soni Non-Executive Independent Directors has ceased w.e.f 30th May, 2016 and 11th February, 2017 respectively and Shri S. K. Sachdev ceased w.e.f 23rd December, 2016 and replaced by Shri Rajeev Kumar as a Nominee Director representing IDBI Bank on the Board of the Company. Ms. Jagath Chandra, Non-Executive Women Directors was appointed w.e.f. 30th May, 2016.

b) **Re-appointment of Directors:**

Ms. Jagath Chandra retire by rotation and being eligible have offered herself for re-appointment.

The Brief profile of the Director entitled for re-appointment are given herein below:-

Name of Director	Brief Resume	Nature of expertise in specific areas	The details of the Directorships/ Committee Memberships in other Companies (excluding Private Companies and Section 8 Companies of Companies Act, 2013)	Equity Shares held in the Company.
Ms. Jagath Chandra	She is a Science Graduate having done her B.SC having an highly Skilled at public relations and organizational abilities with respect with more than forty Years of demonstrated success. Worked more exclusively in relocation of expatriates and foreign clients and haved worked for reputed national and international clients on a consultant basis.	B.SC	I. Uttam Galva Ferrous Limited	Nil

7. **MANAGEMENT DISCUSSION AND ANALYSIS:**

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



8. STAKEHOLDERS RELATIONSHIP COMMITTEE

I. Name of Non-Executive Director Heading the Committee:

In terms of section 178 of the Companies Act, 2013 and as per the provisions of the Regulations 20 of the SEBI (Listing Obligations and Disclosure Requirement), Regulations 2015 (as amended), the Company has duly constituted Stakeholders Relationship Committee. This Committee is responsible for the satisfactory redressal of investors' complaints which generally includes complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends and committee also recommends measures for overall improvement in the quality of investor services. Shri Rajinder Miglani, Non-Executive Director, is Chairman of the Shareholders' Relationship Committee. The Committee is looking after the Shareholders' / Investors' Grievance and redressal of investors' / shareholders' complaints related to transfer of shares, non-receipt of balance sheets, non-receipt of declared dividends etc. The meeting of the Stakeholders Relationship Committee is generally held on weekly basis.

This Committee consists of the following Directors as its members:-

1. Shri Rajinder Miglani
2. Shri B L Khanna
3. Ms. Jagath Chandra

II. Name and Designation of Compliance Officer:

Shri Ram Gaud, Sr. General Manager and Company Secretary is the Compliance Officer of the Company.

III. Number of Shareholders Complaints received during the Financial Year:

During the Financial Year 2016-2017, the Company has received 112 complaints.

IV. Number of Complaints not solved to the satisfaction of the shareholders:

Nil

V. Number of pending Complaints:

Nil

9. EQUITY SHARES IN THE SUSPENSE ACCOUNT:

Pursuant to SEBI (Listing Obligations and Disclosure Requirement), Regulations 2015 of the Company has sent 3 (three) reminders letters to those shareholders whose shares are remaining unclaimed and lying with Company/ Registrar and Share Transfer Agents and has initiated the process of opening an unclaimed suspense account for transferring the said unclaimed share.

10. GENERAL BODY MEETINGS:

I. Location and time when the Last three Annual General Meetings held:-

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

Year	Day, Date and Time	Location
2013-2014	44 th AGM held on Thursday, the 21 st August, 2014 at 11:00 a.m.	M. C. Ghia Hall, 18/20, K. Dubhash Marg, Mumbai – 400 001.
2014-2015	45 th AGM held on Saturday the 22 nd August, 2015 at 10.00 a.m.	M. C. Ghia Hall, 18/20, K. Dubhash Marg, Mumbai – 400 001.
2015-2016	46 th AGM held on Wednesday the 24 th August, 2016 at 11.00 a.m.	M. C. Ghia Hall, 18/20, K. Dubhash Marg, Mumbai – 400 001.

II. Special Resolution passed in previous three Annual General Meetings:-

Date of AGM	Details of Special Resolution
21 st August, 2014	Authorizing Borrowing power to the Board of Director of the Company.
22 nd August, 2015	1) Re-appointment Shri Ashok Tandon for the Period of 3 Years. 2) Related Party Transaction with M/s. Uttam Galva Metallics Ltd. 3) Adopting new set of Article of Association.
24 th August, 2016	Re-appointment Shri Rajiv Munjal Whole Time Director for the Period of 3 Years.

III. Special Resolution passed last year through Postal Ballot: - NO

IV. Special Resolution proposed to be conducted through Postal Ballot: - N.A.

V. Procedure for Postal Ballot: -N.A

VI. Special Resolution and Ordinary Resolution through Postal Ballot : N.A

II. DISCLOSURES

I. Disclosure on Materially Significant Related Party Transactions

The Company have one material significant related party transactions during the year having potential conflict with the interest of the Company. Critical risk management frameworks have been put in place across the Company. The Company is continuously evolving and improving systems and measures to take care of all the risk exigencies involved in the business.

The Company has formulated the Policy on Materiality of Related Party Transactions to decide the materiality for the related party transaction and to deal with related party transaction. The said Policy has been posted on the website of the Company. Web link is

http://uttamvalue.com/investors/pdf/policies/Policy_materiality_related_party_transaction.pdf.

II. Disclosure on Compliance of the SEBI (Listing Obligations and Disclosure Requirement), Regulations 2015

The Company has complied with all the requirements of the SEBI (Listing Obligations and Disclosure Requirement), Regulations 2015 with the Stock Exchanges as well as regulations and guidelines of SEBI. 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.

III. Whistle Blower Policy & Vigil Mechanism:

The Company recognizes the value of transparency and accountability in its administrative and management practices. The Company promotes the ethical behavior in all its business activities. The Whistle blower Policy has been laid down by the Company in view to provide a mechanism for the directors and employees of the Company to approach to the person authorized by the Audit Committee of the Company to report existing/probable violations of laws, rules, regulations or unethical conduct. Each and every employee has access to the Audit committee.

It is confirmed that no personnel has been denied access to the Audit Committee.

IV. Mandatory / Non- Mandatory Requirements:-

During the Financial Year ended 31st March, 2017, the Company has duly complied with all mandatory requirements of Regulations 27 of the SEBI (Listing Obligations and Disclosure requirements), Regulations 2015. The Company will implement other non mandatory requirements as mentioned in Regulations 27 of the SEBI (Listing Obligations and Disclosure Requirement), Regulations 2015 as and when needed.



12. MEANS OF COMMUNICATION

I. 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 modes specified by the respective stock exchanges.

II. Newspapers wherein results normally published:

Un-audited and Audited Financial Results are published in Business Standard (English) having all India coverage and Mumbai Lakshadweep (Marathi) local newspaper.

III. Website:

Name of the Company's Website where the results are displayed is www.uttamvalue.com

IV. Official News Releases:

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

V. Presentations:

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

13. GENERAL SHAREHOLDERS' INFORMATION

i.	Annual General Meeting (Date, Time and Venue)	4 th August, 2017 at 11.00 a.m on Friday at M. C. Ghia Hall, 18/20, K. Dubhash Marg, Mumbai – 400 001	
ii.	Financial Year	1 st April, 2016 to 31 st March, 2017	
iii.	Date of Book Closure	From 28 th July, 2017 to 4 th August, 2017 (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 – 400 001 Scrip Code: 500254	National Stock Exchange of India Ltd (NSE) Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051. Scrip Code: UVSL
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	M/s. BIGSHARE SERVICES PRIVATE LIMITED (Unit: Uttam Value Steels Limited) E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai - 400 072.	
viii.	Share Transfer System	Request sent for share transfer in physical form are registered and the Certificates have been duly issued by our Registrars and Share Transfer Agent within the period of 15 days of receipt of the documents, provided documents received are found in order. Shares under objections are returned to the persons who have lodged it.	
ix.	Dematerialization of Shares and Liquidity	Nearly 98.96% 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	UTTAM NAGAR, BHUGAON LINK ROAD, WARDHA, MAHARASHTRA, INDIA	
xii.	Address for correspondence	Registered office : 4 th Floor, Uttam House, 69, P. D'Mello Road, Mumbai-400009. Email : investor@uttamvalue.com Website : www.uttamvalue.com	

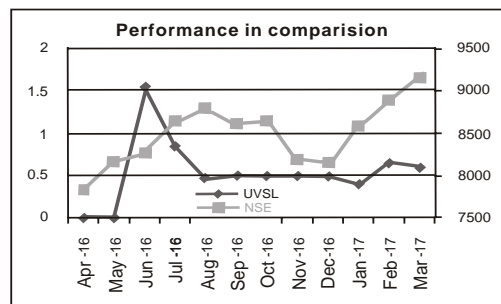
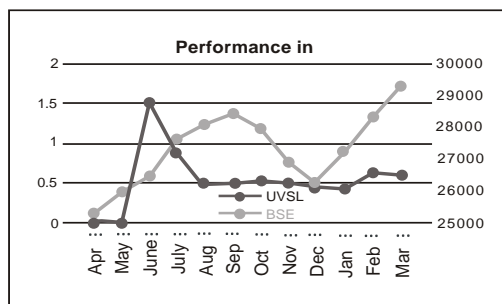
Uttam Value Steels Limited

XIII. Market Price Data: High, Low of each month during the financial year 2016- 2017

Month	Quotation at Bombay Stock Exchange		Quotation at National StockExchange	
	High	Low	High	Low
*April 2016	-	-	-	-
*May 2016	-	-	-	-
June 2016	1.70	1.33	1.65	1.45
July 2016	1.27	0.47	1.40	0.30
August 2016	0.61	0.38	0.70	0.25
September 2016	0.56	0.41	0.60	0.40
October 2016	0.60	0.43	0.60	0.40
November 2016	0.57	0.42	0.60	0.40
December 2016	0.54	0.40	0.55	0.40
January 2017	0.50	0.32	0.50	0.30
February 2017	0.86	0.41	0.90	0.40
March 2017	0.76	0.45	0.80	0.40

Note:- Scrips was relisted on the BSE / NSE we.f. 24th June, 2016 pursuant to the Scheme of Arrangement between Uttam Value Steels Ltd (“UVSL” or “Demerged Company”) and Lloyds Steels Industries Limited (“LSIL” OR “Resulting Company”) Duly approved by Hon’ble High Court Judicature at Bombay on 30th October, 2015 and 30th November, 2015.

XIV. Performance in comparison to BSE SENSEX & NSE NIFTY



XV. Registrar and Share Transfer Agent:

Bigshare Services Pvt. Ltd.
 E-2/3, Ansa Industrial Estate, Sakivihar Road,
 Saki Naka, Andheri (East), Mumbai - 4000072
 Phone: 022 - 40430200
 Fax: 022 - 28475207
 Email Id: investor@bigshareonline.com

**XVI. Share transfer system :**

Shares sent for transfer in physical form are registered and returned by our Registrars and Share Transfer Agent in approximately 15 days of receipt of the documents, provided documents received are found in order. Shares under objections are returned within 15-20 days. The Share Transfer Committee meets generally on weekly basis to consider the transfer proposals.

XVII. Distribution of Shareholding :

The Shareholding distribution of equity shares as on 31st March, 2017 is given here below:

Sr. No.	Nominal Value of Shares (Rupees)	No. of Shareholders	Share Amount	Percentage of Shareholding
1	1-5000	140619	179179663	2.71
2	5001-10000	4976	39268820	0.59
3	10001-20000	2303	34101942	0.52
4	20001-30000	1074	27234550	0.41
5	30001-40000	380	13713741	0.21
6	40001-50000	484	23311379	0.35
7	50001-100000	635	48680820	0.74
8	100001-ABOVE	740	6242585420	94.47
	TOTAL	151211	6608076335	100.00

XVIII. Commodity price risk or Foreign Exchange Risk and Hedging activities :

NIL

XIX. Code of Conduct:

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company which is posted on the website of the Company

All Board Members and Senior Management Personnel have affirmed compliance with the Code on an annual basis. A declaration to this effect signed by the chairman forms part of this Report.

XX. Auditors' Certificate on Corporate Governance:

The Auditors' Certificate on Compliance of Regulation 34(3) and 53(f) and Scheduled V (E) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 relating to Corporate Governance is published as an Annexure to this Report.

XXI. CEO & CFO Certification:

As required by Regulations 34(3) and 53(f) and Scheduled V (D) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, The Whole Time Director certification on the financial statements, Cash Flow Statements and internal control Systems for the financial reporting for the period ended 31st March, 2017.

XXII. Mandatory / Non- Mandatory Requirements:-

During the Financial Year ended 31st March, 2017, the Company has duly complied with all mandatory requirements of Regulation 34(3) and 53(f) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015. The Company will implement other non mandatory requirements as mentioned in Regulation 34(3) and 53(f) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, at the appropriate time.

DECLARATION

To,
The Members of
Uttam Value Steels Limited,
Mumbai

I, B L Khanna, Chairman of Uttam Value Steels Limited, having its Registered Office at Uttam House, 4th Floor, 69, P. D' Mello Road, Mumbai – 400 009, do hereby declare that the Code of Conduct for Directors and Senior Management have been prepared in terms of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, (as amended) and the same have been affirmed by the Board Members and Senior Management of the Company.

I further declare that the said Code of Conduct have been posted on the website of the Company in accordance with the Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

For Uttam Value Steels Limited

**B L Khanna
Chairman**

Place: Mumbai
Date: 29th April, 2017

CERTIFICATE

To,
The Members of
Uttam Value Steels Limited,
Mumbai.

We have examined the compliance of the conditions of Corporate Governance by **UTTAM VALUE STEELS LIMITED** for the financial year ended 31st March, 2017, as stipulated in Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 of the said Company, with the Stock Exchanges.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions 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, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

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

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

**Sunil L. Todarwal
Partner
Membership No. 032512**

Place: Mumbai
Date : 29th April, 2017



ANNEXURE – V
Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

Sr. No	
	Name of the Subsidiary
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period
	Reporting currency
	Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.
	Share capital
	Reserves & surplus
	Total assets
	Total Liabilities
	Investments
	Turnover
	Profit before taxation
	Provision for taxation
	Profit after taxation
	Proposed Dividend
	% of shareholding

NOT APPLICABLE

Part “B”: Associates and Joint Venture

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sr. No.	Name of Associate Company	Indrajit Power Private Limited
1.	Latest audited Balance Sheet Date	31/03/2017
2.	Shares of Associate held by the company on the year end:	
	Number	6344
	Amount of Investment in Associate	63440
	Extend of Holding %	26%
3	Description of how there is significant influence	Significant influence by way of control of 20% of total Share Capital
4.	Reason why the associate is not consolidated	In the light of the Companies (Accounts) Amendment Rules, 2014, the accounts of the said associate is not required to consolidate
5.	Net worth attributable to Shareholding as per latest audited Balance Sheet (Amt in Lacs)	₹ 9303.79
6.	Profit / Loss for the year (Amt in lacs)	₹ (607.90)
i.	Considered in Consolidation	Yes
ii.	Not Considered in Consolidation	Not Applicable

Notes:

- The Company do not have any associate or joint venture, which is yet to commence operations.
- The Company has not liquidated or sold any associate or joint venture, during the year under consideration.

FOR UTTAM VALUE STEELS LIMITED

Place: Mumbai
Date: 29th April, 2017

B L Khanna
(Chairman)

(Rajiv Munjal)
Whole-Time Director

**ANNEXURE – VI
FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NIL (All contracts or arrangement or transaction with related parties at arm's length basis).
2.	Nature of contracts/arrangements/transaction	
3.	Duration of the contracts/arrangements/transaction	
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	
5.	Justification for entering into such contracts or arrangements or transactions'	
6.	Date of approval by the Board	
7.	Amount paid as advances, if any	
8.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material, contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Uttam Galva Metallics Ltd.(UGML) (Enterprises over which KMP/ Relative have significant influence).
b)	Nature of contracts / arrangements / transaction	Purchase of Pig Iron in Molten Form, Purchase of Coke Oven gas, finance charges & Other Services, Purchase of Skull, Utility & Facility Services provided, Sale of Nitrogen Gas and Oxygen Gas, sale of HR/ GP Sheets & Job work & Others and other fabrication of equipments/ spares Purchase of Misc item.
c)	Duration of the contracts/ arrangements/transaction	5 Years
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchase of Pig Iron in Molten Form, Purchase of Coke Oven gas, finance charges & Other Services, Purchase of Skull, Utility & Facility Services provided, Sale of Nitrogen Gas and Oxygen Gas, sale of HR/ GP Sheets & Job work & Others and other fabrication of equipments/ spares Purchase of Misc item.
e)	Date of approval by the Board	21 st January, 2016
f)	Amount paid as advances, if any	NIL

FOR UTTAM VALUE STEELS LIMITED

Place: Mumbai
Date: 29th April, 2017

B L Khanna
(Chairman)

(Rajiv Munjal)
Whole-Time Director



ANNEXURE VII
Form No. MR-3 SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 2017

[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 Value 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 Value 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2017** 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 I** for the financial year ended on **March 31, 2017** according to the provisions of:

- | | |
|--|---|
| <ul style="list-style-type: none"> i) The Companies Act, 2013 (Act) and the rules made thereunder; ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder; iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder; iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; | <ul style="list-style-type: none"> v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act): <ul style="list-style-type: none"> a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 vi) Other sector specific laws as applicable to the Company <ul style="list-style-type: none"> I. 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.

Uttam Value Steels Limited

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

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

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

I further report made by the Company and also on the review of the compliance that, based on the information provided and the representation reports of Company Secretary / Chief Executive Officer 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, 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 audit during 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 explained to us the company will recover excess amount paid to managerial personnel if required.
2. As per the records available for verification, the Company has defaulted in repayment of dues to a financial institution and banks.

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.

**For JNG & Co.,
Jigarkumar Gandhi**

**Place: Mumbai
Date: 29th April, 2017**

**FCS: 7569
C.P. No. 8108**

Note: This report is to be read with our letter of even date which is annexed as **Annexure II** 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. Communications / Letters issued to and acknowledgements received from the Independent directors for their appointment
12. Various policies framed by the company from time to time as required under the Companies Act as well as SEBI LODR Regulations.

ANNEXURE B

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

Sir,

Sub : Secretarial Audit Report for the Financial Year ended on 31st March, 2017

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**

**Place: Mumbai
Date: 29th April, 2017**

**FCS: 7569
C.P. No. 8108**

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF M/S UTTAM VALUE STEELS
LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of M/S Uttam Value Steels Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

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

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

Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2017 ("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 and the Cash flow statement dealt with by this Report are in agreement with the books of account;
 - e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;



- f) On the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 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 in the Financial Statement.
 - ii. The Company has not entered into any long-term contracts including derivative contracts hence this clause is not applicable.
 - iii. During the year, no amounts were required to be transferred to the Investor Education and Protection Fund by the Company. The question of delay in transferring such sums does not arise.
 - iv. The Company has provided requisite disclosures in the standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.

For **Todarwal & Todarwal**
ICAI Firm Registration No. 111009W
Chartered Accountants

Sunil Todarwal
Partner
M. No. : 032512

Place: Mumbai
Dated 29th April 2017

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 2017, 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 are physically verified by the management according to a phased programme 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 standalone financial statements.
- (iii) According to the information and explanation given to us, the Company has not granted any secured or unsecured loans to companies, firms, parties covered in the register maintained under Section 189 of the Act.
- (iv) According to the information and explanation given to us, we are of the opinion that in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) According to the information and explanation given to us, the company has not accepted any deposits within the meaning of Section 73 to 76 of the Act and the rules framed there under.
- (vi) According to the information and explanation given to us, the Company has maintained cost records as specified by the Central Government under sub-section (1) of section 148 of the Act.
- (vii) (a) According to the books and records as produced and audited by us in accordance with generally accepted auditing practices in India and also Management representations, undisputed statutory dues in respect of Provident fund, Employees' State Insurance, Income Tax, Sales Tax, Service tax, Custom duty, Excise duty, Value Added Tax, Cess and other statutory dues has been regularly deposited with the appropriate authorities.
- (b) According to the information and explanation given to us and the record produced before us, the disputed amounts payable in case of Income Tax, Excise Duty and Sales Tax is as per 'Annexure I' attached.
- (viii) According to the information and explanation given to us and based on the records produced before us, the company has defaulted in repayment of dues to banks. The details are as per 'Annexure II' attached.

Uttam Value Steels Limited

- (ix) According to the information and explanation given to us and the record produced before us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or by way of any term loan during the year.
- (x) During the course of our examination of the books of account carried in accordance with the generally accepted auditing standards in India, we have neither come across any instance of fraud on or by the Company by its officers or employees, either noticed or reported during the year, nor have we been informed of such case by the Management.
- (xi) According to the information and explanation given to us and the record produced before us, managerial remuneration has been paid during the year as per the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company as specified in the Nidhi Rules, 2014. Accordingly, paragraph 3(xii) of the order is not applicable.
- (xiii) According to the information and explanation given to us and the record produced before us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the standalone financial statements etc., as required by the applicable accounting standards.
- (xiv) According to the information and explanation given to us and the record produced before us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence the provision of this clause is not applicable to the company.
- (xv) As per the information and explanation given to us and the record produced before us, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Tadarwal & Tadarwal
ICAI Firm Registration. No. 111009W
Chartered Accountants

Sunil Tadarwal
Partner
M. No. : 032512

Place: Mumbai
Dated 29th April 2017

Annexure I

Name of the Statute	Nature of Dues	Amount(₹ in Lacs)	Forum where dispute is pending
The Central Excise Act, 1944	Central Excise	32.95	Assistant Commissioner
	Central Excise	1,562.90	Commissioner
	Central Excise	7.23	High Court
	Central Excise	34.02	Supreme Court
Income Tax Act, 1961	Income Tax	21,546.00	CIT (A)
Sales Tax	Sales Tax	532.87	High Court
	Sales Tax	68.00	MSTT-Mumbai

Annexure II

Name of Lenders	Default in (₹ in Crores)			Default Since		
	Principal Repayment	Interest	LC Devolvement	Principal Repayment	Interest	LC Devolvement
IDBI Bank	7.37	5.11	-	Mar-16	Mar-16	-
State Bank of India	21.55	21.80	189.41	Jun-16	Jun-16	Mar-16
Corporation Bank	10.78	13.93	46.72	Jan-16	Jan-16	Apr-16
Canara Bank	11.60	28.77	120.63	Jan-16	Jan-16	Mar-16
Andhra Bank	12.82	21.04	92.15	Feb-16	Feb-16	Feb-16
Bank of Baroda	13.65	19.41	77.70	Mar-16	Mar-16	Mar-16
Allahabad Bank	7.47	11.71	78.37	Mar-16	Mar-16	Jun-16
Punjab National Bank	1.27	21.00	192.28	Mar-16	Mar-16	Mar-16
Union Bank of India	1.43	19.82	102.27	Jan-16	Jan-16	Mar-16
Vijaya Bank	0.40	5.47	30.00	Apr-16	Apr-16	Mar-16
Indian Overseas Bank	0.99	17.10	121.88	Mar-16	Mar-16	Apr-16
Oriental Bank of Commerce	0.52	12.17	76.75	Mar-16	Mar-16	Feb-16
Total	89.85	197.35	1,128.16			



Annexure – B to the Independent Auditors' Report

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

We have audited the internal financial controls over financial reporting of Uttam Value Steels Limited ("the Company") as of 31st March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Todarwal & Todarwal**
ICAI Firm Registration. No. 111009W
Chartered Accountants

Sunil Todarwal
Partner
M. No. : 032512

Place: Mumbai
Dated 29th April 2017

BALANCE SHEET AS AT 31ST MARCH, 2017

(₹ in Crores)

Particulars	Notes	As at 31st March, 2017	As at 31st March, 2016
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share capital	2	670.14	670.14
Reserves and surplus	3	(1,393.34)	(884.10)
		(723.20)	(213.96)
NON-CURRENT LIABILITIES			
Long-term borrowings	4	724.29	732.05
Other long-term liabilities	5	1,418.73	1,436.36
Long-term provisions	6	29.97	28.16
		2,172.99	2,196.57
CURRENT LIABILITIES			
Short-term borrowings	7	1,128.16	529.51
Trade payables	8	957.44	1,565.56
Other current liabilities	9	324.93	158.75
Short-term provisions	10	1.75	1.29
		2,412.28	2,255.11
TOTAL		3,862.07	4,237.72
ASSETS			
NON-CURRENT ASSETS			
Fixed assets			
Tangible assets	11	2,371.22	2,510.21
Non-current investments	12	17.57	17.57
Long-term loans and advances	13	620.50	738.54
		3,009.29	3,266.32
CURRENT ASSETS			
Inventories	14	363.34	336.52
Trade receivables	15	313.17	358.31
Cash and bank balances	16	59.67	70.96
Short-term loans and advances	17	84.70	170.63
Other current assets	18	31.90	34.98
		852.78	971.40
TOTAL		3,862.07	4,237.72
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **Todarwal & Todarwal**
ICAI Firm Registration No. 111009W
Chartered Accountants

Sunil Todarwal
Partner
Membership No : 032512
Place: Mumbai
Date : 29th April, 2017

For and on behalf of the Board of Directors

B. L. Khanna
Chairman
DIN 00841927
R. P. Gupta
Chief Financial Officer

Rajiv Munjal
Whole Time Director
DIN 05195651
Ram Gaud
Sr. General Manager & Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

(₹ in Crores)

Particulars	Notes	For the year ended 31st March 2017	For the year ended 31st March 2016
Continuing operations			
Income			
Revenue from operations (gross)	19	3,771.90	3,998.41
Less : Excise duty		260.27	255.51
Revenue from operations (net)		3,511.63	3,742.90
Other income	20	46.11	34.54
Total revenue (I)		3,557.74	3,777.44
Expenses			
Cost of raw material consumed	21	1,499.97	1,418.42
Purchase of traded goods		1,344.08	1,456.31
Changes in inventories of Finished goods ,Work-in-progress and Stock-in-Trade	22	(56.44)	359.06
Employee benefits expense	23	68.23	73.88
Other expenses	24	694.20	615.30
Total (II)		3,550.04	3,922.97
Earnings before interest, tax, depreciation and amortization (EBITDA) (I-II)		7.70	(145.53)
Depreciation and amortization expense	25	145.38	117.24
Finance costs	26	258.91	257.37
Profit/(Loss) before exceptional items and tax		(396.59)	(520.14)
Exceptional items		112.65	-
Profit/(Loss) before tax		(509.24)	(520.14)
Tax expenses			
Current tax		-	-
Deferred tax		-	-
Total tax expense		-	-
Profit/(Loss) for the year		(509.24)	(520.14)
Earnings per equity share [nominal value of share ₹ 1]			
Basic & Diluted (before Exceptional items)	31	₹(0.60)	₹(0.79)
Basic & Diluted (after Exceptional items)		₹(0.77)	₹(0.79)
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **Todarwal & Todarwal**
ICAI Firm Registration No. 111009W
Chartered Accountants

Sunil Todarwal
Partner
Membership No : 032512

Place: Mumbai
Date : 29th April, 2017

For and on behalf of the Board of Directors

B. L. Khanna
Chairman
DIN 00841927

R. P. Gupta
Chief Financial Officer

Rajiv Munjal
Whole Time Director
DIN 05195651

Ram Gaud
Sr. General Manager & Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(₹ in Crores)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
A: CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) before Tax	(509.24)	(520.14)
Adjustment for:		
Depreciation and amortization expenses	145.38	117.24
Profit on Fixed Assets Sold/Discarded (Net)	(0.00)	(0.39)
Interest Income	(3.48)	(5.93)
Interest & Finance Charges	258.91	257.37
Unrealized Exchange (gain)/Loss (net)	(0.17)	1.01
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(108.60)	(150.84)
Movements in Working Capital		
Adjustments for :		
(Increase) in Trade and Other receivables	284.95	40.93
(Increase) in Inventories	(26.81)	368.97
Increase in Trade Payable and other liabilities	(623.24)	(20.41)
CASH GENERATED FROM/(USED IN) OPERATIONS (A)	(473.70)	238.65
B: CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (including CWIP and capital advances)	(6.39)	(224.72)
Proceeds from sale of Fixed Assets	0.00	0.46
Interest Received	3.48	5.93
NET CASH GENERATED FROM/(USED IN) INVESTING ACTIVITIES (B)	(2.91)	(218.33)
C: CASH FLOW FROM FINANCING ACTIVITIES:		
Repayment of Long term loans	(15.63)	(82.67)
Receipts/(Repayment) of Long term Deposit	(17.63)	312.00
Receipts/(Repayment) of Short term borrowing (Net)	598.65	8.57
Interest and Finance Charges	(67.31)	(281.14)
NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES (C)	498.08	(43.24)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	21.47	(22.92)
Cash and cash equivalent at the beginning of the Year	2.11	25.03
Cash and cash equivalent at the end of the Year	23.58	2.11
Notes:-		
Components of Cash and Cash Equivalents		
Cash on hand	0.15	0.13
Balance with Bank in		
- Current Accounts	23.43	1.98
- FDR with bank (including for Margin Money)	36.08	68.85
Cash and Bank balances as per Notes 13	59.66	70.96
Less: Margin money not considered as cash and cash equivalent in cash flow	36.08	68.85
Total Cash and Cash Equivalents	23.58	2.11

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **Todarwal & Todarwal**
ICAI Firm Registration No. 111009W
Chartered Accountants

Sunil Todarwal
Partner
Membership No : 032512
Place: Mumbai
Date : 29th April, 2017

For and on behalf of the Board of Directors

B. L. Khanna
Chairman
DIN 00841927
R. P. Gupta
Chief Financial Officer

Rajiv Munjal
Whole Time Director
DIN 05195651
Ram Gaud
Sr. General Manager & Company Secretary

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017.****I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****Basis of Preparation of Accounts**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material aspects with the Accounting Standards notified under section 133 of the Companies Act 2013 read together with paragraph 7 of the Companies (Accounts) Rules 2014 issued by the Ministry of Corporate Affairs. The financial statements have been prepared under the historical cost convention on an accrual basis. Further, insurance & other claims, on the ground of prudence or uncertainty in realisation, are accounted for as and when accepted / received. The accounting policies adopted in the preparation of financial statements are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle for the purpose of current – non current classification of assets and liabilities.

Significant accounting policies**a) System of Accounting**

The financial statements are prepared under the historical cost convention and comply in all material aspects with the applicable accounting principles in India, accounting standards notified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013. The Company accrues individual items of Income/Expenses above ₹ 5000/- per item.

b) Fixed assets

- (i) Fixed Assets are valued at cost, net of CENVAT, unless revalued, for which proper disclosure is made.
- (ii) All expenditure and interest cost during the project construction period, are accumulated and shown as Capital Work-in- Progress until the project/assets commences commercial production. Assets under construction are not depreciated. Expenditure/Income arising out of trial run is part of pre-operative expenses included in Capital Work-in-Progress.

c) Depreciation

Depreciation on fixed assets is provided on depreciable value of assets using straight-line method on the basis of useful life specified in Schedule II to the Companies Act, 2013.

d) Revenue Recognition

Sales/Income in case of contracts/orders spreading over more than one financial year are booked to the extent of work billed. Sales include export benefits & net of sales return & trade discounts. Export benefits accrue on the date of export, which are utilized for custom duty free import of material / transferred for consideration.

e) Excise duty

Excise duty is accrued for at the point of manufacture of goods and accordingly is considered for valuation of finished goods stock lying in the factory as on the balance sheet date.

f) Custom duty

Customs Duty payable on imported raw materials, components and stores and spares is recognized to the extent assessed by the customs department.

g) Custom duty benefit

Customs duty entitlement eligible under pass book scheme / DEPB is accounted on accrual basis. Accordingly, import duty benefits against exports effected during the year are accounted on estimate basis as incentive till the end of the year in respect of duty free imports of raw material yet to be made.

h) Lease Rentals

Lease rentals are expensed with reference to lease terms

i) Inventories

The general practice adopted by the company for valuation of inventory is as under:-

- | | | |
|---|---|---|
| i) Raw Materials | : | *At lower of cost and net realizable value. |
| ii) Stores and spares | : | At cost |
| iii) Work-in-process/semi-finished goods | : | At cost. |
| iv) Finished Goods/Traded Goods | : | At lower of cost and market value. |
| v) Finished Goods at the end of trial run | : | At net realizable value. |
| vi) Scrap material | : | At net realizable value. |
| vii) Tools and equipments | : | At lower of cost and disposable value. |

*Material and other supplies held for use in the production of the inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost.

j) Research and development expenses

Research and Development costs (other than cost of fixed assets acquired) are expensed in the year in which they are incurred.

k) Provision for Gratuity

Provision for Gratuity is made on the basis of actuarial valuation based on the provisions of the Payment of Gratuity Act, 1972.

l) Provision for Leave encashment

Provision for Leave encashment is made on the basis of actuarial valuation at the end of the year.

m) Investments

Long term investments are carried at cost less provision for permanent diminution in value. Current investments are carried at lower of cost or fair value.

n) Amortization of expenses

- | | | |
|--------------------------------|---|--|
| i) Equity Issue expenses | : | Expenditure incurred in equity issue is being treated as Deferred Revenue
Expenditure to be amortized over a period of 10 years |
| ii) Debenture Issue Expenses | : | Debenture Issue expenditure is amortized over the period of 10 years |
| iii) Deferred Revenue Expenses | : | Deferred Revenue expenses are amortized over a period of 5 years. |

o) Foreign currency transactions

Foreign currency transactions during the accounting year are translated at the rates prevalent on the transaction date. Exchange differences arising from foreign currency fluctuations are dealt with on the date of payment/receipt. Assets and Liabilities related to foreign currency transactions remaining unsettled at the end of the period/year are translated at the period/ year end rate. The exchange difference is credited / charged to Profit & Loss Account in case of revenue items and capital items. Forward exchange contracts entered into, to hedge foreign currency risk of an existing asset/ liability.

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/ income over the life of the contract. Exchange differences on such contracts, except the contracts which are



long-term foreign currency monetary items, are recognized in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or as expense for the period.

p) Impairment of assets

The carrying amount of assets is reviewed at each balance sheet date to determine if there is any indication of impairment thereof based on external/ internal factors. An impairment loss in accordance with Accounting Standard-28 "Impairment of Assets " is recognized wherever the carrying amount of an assets exceeds its recoverable amount, which represent the greater of the net selling price of assets and their value in use.

q) Provision for doubtful debts

The management reviews on a periodical basis the outstanding debtors with a view to determine as to whether the debtors are good, bad or doubtful after taking into consideration all the relevant aspects. On the basis of such review and in pursuance of other prudent financial considerations the management determines the extent of provision to be made in the accounts.

r) Cash and Cash Equivalents

Cash and cash equivalents for the purposes of Cash Flow Statement comprises cash at bank and in hand and fixed deposits with an original maturity of three months or less.

s) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that any outflow of resources will be required to settle the obligation. A contingent liability also arises in an extremely rare case where there is a liability that cannot be recognised because it cannot be measured reliably. The company does not recognise a contingent liability but discloses its existence in the Financial statements.

t) Earning per Share

The company reports basic and diluted earning per share in accordance with AS - 20 'Earning per share' issued by the ICAI. Basic earning per share is computed by dividing the net profit after tax by the weighted average number of shares outstanding for the year.

2. Share Capital

(₹ in Crores)

Particulars	(₹ in Crores)	
	As at 31st March, 2017	As at 31st March, 2016
Authorized Shares		
1500,00,00,000 (1500,00,00,000) Equity Shares of ₹ 1 each	1,500.00	1,500.00
50,00,00,000 (50,00,00,000) Cumulative Redeemable Preference Shares of ₹ 10 each	500.00	500.00
	2,000.00	2,000.00
Issued, Subscribed and fully paid-up shares		
660,80,76,335 (660,80,76,335) Equity shares of ₹ 1 each	660.81	660.81
	660.81	660.81
93,25,420 (93,25,420) Redeemable Preference Shares of ₹ 10 each fully paid up	9.33	9.33
	9.33	9.33
Total	670.14	670.14

Uttam Value Steels Limited

a) Reconciliation of the shares outstanding at the beginning and at the end of the year.

Particulars	As at 31st March 2017		As at 31st March 2016	
	(Nos.)	(₹ in Crores)	(Nos.)	(₹ in Crores)
Equity Shares				
At the beginning of the Year (₹1 each)	6,608,076,335	660.81	1,321,615,267	1321.62
Reduced as per Demerger Scheme (₹ 5 each)	-	-	1,321,615,267	660.81
Split as per Demerger Scheme (₹ 1 each)	-	-	6,608,076,335	660.81
Outstanding at the end of the Year	6,608,076,335	660.81	6,608,076,335	660.81
Redeemable Preference Shares				
At the beginning of the Year	9,325,420	9.33	9,325,420	9.33
Outstanding at the end of the Year	9,325,420	9.33	9,325,420	9.33

(b) Terms and Rights attached to equity shares

The company has only one class of shares having a par value at ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share.

(c) Terms and Rights attached to redeemable preference shares

The Redeemable preference shares will be redeemed with a premium of 11.50% in 6(six) annual installments commencing from financial year 2016. No such shares shall be redeemed except out of the profits of the company which would otherwise be available for dividend or out of the proceeds of the fresh issue of shares made for the purpose of the redemption.

(d) Details of shareholders holding more than 5% shares in the company

Name of Shareholder	As at 31st March 2017		As at 31st March 2016	
	(Nos.)	(% holding in the class)	(Nos.)	(% holding in the class)
Equity shares of ₹ 1 each fully paid				
Firstindia Infrastructure Private Limited	2,118,187,345	32.05%	2,118,187,345	32.05%
Metallurgical Engineering and Equipments Ltd	929,173,815	14.06%	929,173,815	14.06%
Shree Global Tradefin Ltd.	866,778,005	13.12%	941,778,005	14.25%
IDBI Bank Limited	660,806,892	10.00%	750,000,000	11.35%
UD Industrial Holding Pte Ltd	635,483,870	9.62%	635,483,870	9.62%



3. Reserves and Surplus

(₹ in Crores)

Particulars	As at	
	31st March, 2017	31st March, 2016
Capital Reserve	-	319.10
Add : Transfer from Equity Share Forfeited as per Demerger Scheme	-	1.32
Less : Transfer to LSIL as per Demerger Scheme	-	88.91
Less : Transfer to Retained Earnings as per Demerger Scheme	-	231.51
	-	-
Share Premium Account		
Balance as per the last financial statements	-	582.57
Less : Transfer to Retained Earnings as per Demerger Scheme	-	582.57
Closing Balance	-	-
Surplus/ (deficit) in the statement of profit and loss		
Balance as per last financial statements	(884.10)	(1,927.76)
Add/(Less) : Transfer as per Demerger Scheme	-	1,563.80
Add: Profit/(Loss) for the Year	(509.24)	(520.14)
Net deficit in the statement of profit and loss	(1,393.34)	(884.10)
Total	(1,393.34)	(884.10)

4 Long-Term Borrowings

(₹ in Crores)

Particulars	Non-current portion		Current maturities	
	As at 31st March 2017	As at 31st March 2016	As at 31st March 2017	As at 31st March 2016
Term Loans (Secured)				
Rupee loan from banks	380.23	515.56	136.57	106.72
Installment due but not paid	89.85	-	-	-
Interest accrued & due but not paid	72.14	5.74	-	-
Deferred Payment Liabilities (Unsecured)				
Sales Tax Deferral	182.07	160.75	-	-
Loan from Related Parties (Unsecured)				
	-	50.00	-	-
Total	724.29	732.05	136.57	106.72
The above amount includes				
Secured borrowings	542.22	521.30	136.57	106.72
Unsecured borrowings	182.07	210.75	-	-
Amount disclosed under the head "other current liabilities" (Note No 9.)	-	-	(136.57)	(106.72)
Net Amount	724.29	732.05	-	-

Uttam Value Steels Limited

Repayment Schedule :

a) IDBI Bank Ltd .

Installments due	Term Loan IDBI Bank ₹ 7.37 Crs		ZCL ₹ 78.42 Crs	
	Monthly Installment	(₹ in Crores)	Monthly Installment	(₹ in Crores)
Installments due but not paid		7.37	-	-
Within one year from Balance Sheet Date (Shown under Current maturities of long-term borrowings - Note No 9.)		-	12	26.14
One year to Three Year	-	-	24	52.28
More than Three Year	-	-	-	-
Total		7.37	36	78.42

i) **i) Term Loan from IDBI** :Repayment in 56 monthly installments commencing from Sept 1,2011 to April 1, 2016, in a manner such that 20 % of the outstanding dues to be paid in first 24 installments and remaining 80 % in balance 32 installments.

ii) ZCL : Repayment in 36 monthly installment commencing from April 1, 2017 carrying 5% interest rate.

Charge : The loan is secured by way of first pari-passu charge on company's immovable properties both present and future and by way of second pari-passu charge on company's movable properties both present and future.

b) Term Loan Facility A

Installments due	Term Loans of ₹ 301.19 Crs from Allahabad Bank, Andhra Bank, Bank of Baroda, Canara Bank, Indian Overseas Bank, Corporation Bank, State Bank of India, Vijaya Bank, Union Bank of India, Punjab National Bank and Oriental Bank of Commerce Payable in Monthly Installments	
	Installment	(₹ in Crores)
Installments due but not paid	-	10.94
Within one year from Balance Sheet Date (Shown under Current maturities of long-term borrowings - Note No 9.)	12	13.17
One year to Three Year	24	107.67
More than Three Year	28	169.41
Total	64	301.19

Charge : The Term Loan facilities are secured by way of 1st charge on all fixed assets of the company both present & future at pari passu basis with all lenders and 2nd pari passu charge on entire current assets of the company and also personal guarantee of Mr. Rajendra Miglani, Mr. Anuj R. Miglani, & Mr. Ankit Miglani.

c) Term Loan Facility B

Installments due	Term Loan from State Bank of India ₹ 47.05 Crs payable in Monthly Installments	
	Installment	(₹ in Crores)
Installments due but not paid	-	19.05
Within one year from Balance Sheet Date (Shown under Current maturities of long-term borrowings - Note No 9.)	12	24.50
One year to Three Year (Last Installment due on 31 - 05- 2018)	2	3.50
More than Three Year	-	-
Total	14	47.05



Installments due	Term Loans of ₹ 172.61 Crs from, Bank of Baroda , Canara Bank, Corporation Bank , Andhra Bank & Allahabad Bank Payable in Monthly Installments	
	Installment	(₹ in Crores)
Installments due but not paid	-	52.49
Within one year from Balance Sheet Date(Shown under Current maturities of long-term borrowings - Note No 9.)	12	72.76
One year to Three Year (Last Installment due on 30 - 11- 2018)	8	47.36
More than Three Year	-	-
Total	20	172.61

Charge : The Term Loan facilities are secured by way of 1st charge on all fixed assets of the company both present & future at pari passu basis with all lenders and 2nd pari passu charge on entire current assets of the company and also personal guarantee of Mr. Rajendra Miglani, Mr. Anuj R. Miglani, & Mr. Ankit Miglani.

- d) **Sales Tax Deferral is interest free and payable in seven equal annual installments commencing 18 years from collecting year.**

Installments due	Installment	(₹ in Crores)
More than Five Year	7	182.07
Total	7	182.07

5. Other Long-term Liabilities

(₹ in Crores)

Particulars	As at 31st March 2017	As at 31st March 2016
Deposit Received From Related Party (UGML)	294.37	312.00
Advances from customer - Related Party (UGSL)	1,124.36	1,124.36
Total	1,418.73	1,436.36

The company has entered into Long term Utility and Facility service agreement dated 31st March 2016, with Uttam Galva Metallics Ltd. And has received interest free security deposit of ₹ 294.37Cr (P.Y.₹312.00Cr.)

6. Long-term Provisions

(₹ in Crores)

Particulars	As at 31st March 2017	As at 31st March 2016
Provision for employee benefits		
Provision for gratuity	24.22	22.43
Provision for leave benefits	5.75	5.73
Total	29.97	28.16

7. Short-term Borrowing

(₹ in Crores)

Particulars	As at 31st March 2017	As at 31st March 2016
Working Capital Loan from Banks (Secured)	1,128.16	529.51
Total	1,128.16	529.51

Charge : Working Capital Non-fund based limits are secured by way of 1st hypothecation charge on entire current assets of the company on pari passu basis with all the lenders and 2nd pari passu charge on all fixed assets of the company both present & future.

Working Capital Loan from Bank is net of ₹45.07 Crs. Penal Interest.

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8. Trade Payables

(₹ in Crores)

Particulars	As at 31st March 2017	As at 31st March 2016
Trade Payables		
Micro, Small and Medium Enterprises *		
Acceptances	27.83	664.96
Other than Acceptances	929.60	900.60
Total	957.43	1,565.56

Details of dues to micro and small enterprises as defined under the Micro and Small Enterprise Development (MSMED) Act, 2006* :

Sr. No.	Particulars	As at 31st March 2017	As at 31st March 2016
1	Principal amount due and remaining unpaid	-	-
2	Interest due on (1) above and the unpaid interest	-	-
3	Interest paid on all delayed payments under the MSMED Act	-	-
4	Payment made beyond the appointed day during the year	-	-
5	Interest due and payable for the period of delay other than (3) above	-	-
6	Interest Accrued and remaining unpaid	-	-
	Amount of further interest remaining due and payable in succeeding year	-	-

* The company has initiated the process of identification of suppliers registered under Micro and small enterprise development Act, 2006, by obtaining confirmations from all suppliers. The above information has been determined on the basis of information available with the company. This has been relied upon by the auditors.

9. Other Current Liabilities

(₹ in Crores)

Particulars	As at 31st March 2017	As at 31st March 2016
Current maturities of long-term borrowings (Note No. 4) #	136.57	106.72
Interest on Working Capital Loan due but not paid	125.20	-
Trade and other deposits	0.93	0.94
Advances from customers	39.86	33.19
Statutory Dues	12.60	8.86
Expenses Payable	7.96	7.62
Employee related liabilities	1.81	1.42
Total	324.93	158.75

10. Short-term Provisions

(₹ in Crores)

Particulars	As at 31st March 2017	As at 31st March 2016
Provision for employee benefits		
Provision for gratuity	1.45	1.03
Provision for leave benefits	0.30	0.26
Total	1.75	1.29



11. FIXED ASSETS

Tangible Assets

(₹ in Crores)

Sr. No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 01.04.2016	Additions during the Year	Discarded/Sold/Transfer	As at 31.03.2017	As at 01.04.2016	For the year	Written back during the year	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
1	Land	133.33	-	-	133.33	-	-	-	-	133.33	133.33
2	Building	59.90	-	-	59.90	22.48	3.00	-	25.48	34.42	37.42
3	Plant & Machinery	4336.23	6.35	-	4342.58	2117.88	132.56	-	2250.44	2092.14	2218.35
4	Computers	3.44	0.02	0.19	3.27	2.69	0.25	0.19	2.75	0.52	0.75
5	Office Equipment	2.74	0.01	-	2.75	2.27	0.13	-	2.40	0.35	0.47
6	Furniture & Fixtures	0.56	0.00	-	0.56	0.22	0.06	-	0.28	0.28	0.34
7	Motor Vehicles	0.47	0.01	0.00	0.48	0.20	0.05	0.00	0.25	0.23	0.27
8	Railway Siding	154.91	-	-	154.91	35.63	9.33	-	44.96	109.95	119.28
	Total	4691.58	6.39	0.19	4697.78	2181.37	145.38	0.19	2326.56	2371.22	2510.21
	Capital Work -in-Progress	0.00	4.11	4.11	0.00	-	-	-	-	-	0.00
	Total	4691.58	10.50	4.30	4697.78	2181.37	145.38	0.19	2326.56	2371.22	2510.21
	Previous Year	4440.31	919.37	668.10	4691.58	2064.16	117.24	0.03	2181.37	2510.21	

Note : Gross Block, accumulated depreciation and net block of plant & machinery includes asset given on operating lease.

12. Non-Current Investments

(₹ in Crores)

Particulars	As at 31st March 2017	As at 31st March 2016
Trade investments (valued at cost)		
Unquoted equity instrument		
Investment in fully paid equity shares		
(a) Associate Company		
6344 (6344) Equity shares of ₹ 10 each fully paid-up in Indrajit Power Private limited.	15.87	15.87
(b) Other Companies		
16,00,000 (16,00,000) Equity shares of ₹ 10 each fully paid-up in Aura Minerals Private Limited.	1.60	1.60
39,960 (39,960)Equity shares of ₹ 25 each fully paid-up in Punjab & Maharashtra Co-op Bank Ltd.	0.10	0.10
Total	17.57	17.57

13. Long-term Loans and advances

(₹ in Crores)

Particulars	As at 31st March 2017	As at 31st March 2016
Capital Advances		
Considered good	-	277.45
Considered doubtful	277.45	-
	277.45	277.45
Less: Provision for doubtful advances	55.49	-
	(A) 221.96	277.45

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Particulars	As at 31st March 2017	As at 31st March 2016
Deposits		
Security deposits	5.49	5.55
	(B)	5.49
Loan and advances to related parties		
Considered good (LSIL)	163.04	163.04
Considered doubtful	-	-
	163.04	163.04
Less: Provision for doubtful advances	-	-
	(C)	163.04
Advances recoverable in cash or kind		
Considered good	-	285.80
Considered doubtful	285.80	-
	285.80	285.80
Less provision for doubtful advances	57.16	-
	(D)	228.64
Other loans and advances		
Prepaid expenses	1.37	6.70
	(E)	1.37
Total (A+B+C+D+E)	620.50	738.54

14. Inventories (₹ in Crores)

Particulars	As at 31st March 2017	As at 31st March 2016
Raw materials	7.51	7.53
Work-in-progress	34.03	32.47
Finished goods	94.16	57.80
Traded goods	172.46	150.27
Stores and spares	49.88	83.49
Scrap & Byproducts	5.30	4.96
Total	363.34	336.52

15. Trade Receivables (₹ in Crores)

Particulars	As at 31st March 2017	As at 31st March 2016
Unsecured, considered good unless stated otherwise		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	-	-
Doubtful	122.70	136.40
	122.70	136.40
Less : Provision for bad & doubtful debt	29.59	6.67
	(A)	93.11
Other Receivables		
Unsecured, considered good	220.06	228.58
	(B)	220.06
Total (A+B)	313.17	358.31



16. Cash and Bank Balances

(₹ in Crores)

Particulars	As at 31st March 2017	As at 31st March 2016
Cash and cash equivalents		
Balances with banks:		
- On current accounts	23.44	1.98
Cash on hand	0.15	0.13
	23.59	2.11
Other bank balances		
Margin money deposit *	36.08	68.85
	36.08	68.85
Total	59.67	70.96

* Amount held in Margin / fixed deposits accounts with banks, is also having lien for guarantee's provided.

17. Short-term Loans and advances

(₹ in Crores)

Particulars	As at 31st March 2017	As at 31st March 2016
Capital Advances		
Considered good	-	0.78
Considered doubtful	-	-
	(A) -	0.78
Loan and advances to related parties		
Considered good	-	57.77
Considered doubtful	-	-
	(B) -	57.77
Advances recoverable in cash or kind		
Considered good	28.76	31.48
Considered doubtful	-	-
	28.76	31.48
Less: Provision for doubtful advances	-	-
	(C) 28.76	31.48
Other loans and advances		
Advance tax and tax deducted at source	4.62	3.53
Income Tax Paid (Demand)	26.50	26.50
Prepaid expenses	2.71	2.17
Other recoverables	0.75	0.75
Balances with Statutory / Government authorities		
(i) CENVAT Credit Receivable	7.44	16.57
(ii) VAT Receivable	11.79	24.89
(iii) Service Tax Credit Receivable	2.13	6.19
	(D) 55.94	80.60
Total (A+B+C+D)	84.70	170.63

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18. Other Current Assets

(₹ in Crores)

Particulars	As at 31st March 2017	As at 31st March 2016
Mega subsidy receivable	29.51	27.77
Interest accrued on fixed deposit	2.12	7.21
Export Incentive receivable	0.27	-
Total	31.90	34.98

19. Revenue from Operations

(₹ in Crores)

Particulars	For the year ended	
	31st March 2017	31st March 2016
Revenue from Operations		
Sale of Products		
Finished goods	2,344.35	2,228.34
Traded goods	1,324.40	1,671.39
	3,668.75	3,899.73
Other Operating Revenue		
Saleable Scrap & By products sale	95.82	96.79
Export Benefits	0.30	0.10
Job work charges	7.03	1.79
Revenue from Operations (gross)	3,771.90	3,998.41
Less: Excise duty	260.27	255.51
Revenue from Operations (net)	3,511.63	3,742.90

Sales includes captive consumption of ₹ 2.49 crores (previous year ₹ 1.59 crores) out of which ₹ 2.48 crores (previous year ₹ 1.29 crores) charged to expenses & ₹ 0.01 crores (previous year ₹ 0.30 crores) to capital work in progress, at cost.

Detail of Products Sold

(₹ in Crores)

Particulars	For the year ended	
	31st March 2017	31st March 2016
Products		
Hot Rolled Coils/ Slab	1,310.48	1,331.06
Galvanised Coils/ Sheets	950.48	877.98
Trading Sales	1,324.40	1,671.40
Others	83.39	19.29
Total	3,668.75	3,899.73



20. Other Income

(₹ in Crores)

Particulars	For the year ended	
	31st March 2017	31st March 2016
Interest Income on		
Bank deposits	3.48	5.93
From Customers and others (Full Figure ₹. 9928.00)	0.00	0.11
	3.48	6.04
Mega subsidy	21.25	20.97
Miscellaneous Income	21.21	7.14
Net Gain/Loss on Foreign currency transaction	0.17	-
Profit on fixed assets sold/discarded (Full Figure ₹ 38556.45)	0.00	0.39
Total	46.11	34.54

21. Cost of Raw Material Consumed

(₹ in Crores)

Particulars	For the year ended	
	31st March 2017	31st March 2016
Cost of Raw Material Consumed	1,499.97	1,418.42
Total	1,499.97	1,418.42

Detail of Raw Materials Consumed

(₹ in Crores)

Particulars	For the year ended	
	31st March 2017	31st March 2016
Pig Iron / Hot Metal	1,138.62	1,070.53
Direct reduced iron	208.65	170.67
HR Coil	40.65	87.90
Scrap	18.77	8.74
Zinc	92.13	75.08
Others	1.15	5.50
Total	1,499.97	1,418.42

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22. Changes in Inventories of Finished goods, Work-in-progress and Stock in trade.

(₹ in Crores)

Particulars	For the year ended	
	31st March 2017	31st March 2016
Inventories at the end of the year		
Finished goods [Including saleable scrap & byproduct ₹ 5.30 crs (₹ 4.96 crs)]	99.46	62.75
Work-in-progress	34.03	32.48
Stock in trade	172.46	150.27
	305.95	245.50
Inventories at the beginning of the year		
Finished goods [Including saleable scrap & byproduct ₹ 4.96 crs (₹ 4.51 crs)]	62.75	152.17
Work-in-progress	32.48	95.25
Stock in trade	150.27	367.08
	245.50	614.50
Net (Increase)/ Decrease in Stock	(60.45)	369.00
Excise duty on account of Increase / (Decrease) on stock of Finished goods	4.01	(9.94)
Total (Increase)/ Decrease in Stock	(56.44)	359.06

Detail of Inventory

(₹ in Crores)

Particulars	31st March 2017	31st March 2016
Work-in-Progress		
Slabs	9.96	18.82
HR products	17.08	2.56
CR products	6.99	11.10
	34.03	32.48
Finished Goods*		
HR products	14.25	43.22
GP products	79.91	14.57
	94.16	57.79

* excluding scrap & by product

23. Employee Benefit Expenses

(₹ in Crores)

Particulars	For the year ended	
	31st March 2017	31st March 2016
Salaries, wages and bonus	58.41	63.84
Contribution to provident and other fund	4.62	4.96
Gratuity & leave encashment expenses	4.01	3.56
Staff welfare /workmen expenses	0.83	1.16
Managerial Remuneration	0.36	0.36
Total	68.23	73.88



24. Other Expenses

(₹ in Crores)

Particulars	For the year ended	
	31st March 2017	31st March 2016
Manufacturing Expenses		
Consumption of stores and spare parts	233.05	187.05
Power Charges	218.11	195.20
Fuel & Gases Charges	66.05	69.25
Other Expenses of Production	23.16	21.29
Repairs and Maintenance:		
Plant and machinery	10.75	5.90
Buildings	0.05	0.10
Others	0.53	0.62
Total - Manufacturing Expenses	551.70	479.41
Selling and Distribution Expenses		
Other Selling Expenses	33.76	16.88
Freight and forwarding charges (net)	87.95	93.10
Commission and Brokerage	0.03	-
Total - Selling and Distribution Expenses	121.75	109.98
Administration Expenses		
Rent	0.17	0.22
Rates and Taxes	0.52	0.63
Insurance	5.10	4.76
Items Pertaining to Previous Years		
At Debit	-	(0.01)
Less: At Credit	-	-
Legal & Professional Charges	4.21	7.76
Directors' Sitting Fees	0.03	0.04
Payment to Auditor (Refer details below)	0.10	0.10
Travelling & Conveyance Expenses	1.84	2.35
Swacha Bharat Cess Paid	0.50	0.24
Loss on Exchange Rates	-	1.01
Miscellaneous Expenses	8.28	8.81
Total - Administration Expenses	20.75	25.91
Total - Other Expenses	694.20	615.30

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Payment to Auditor

(₹ in Crores)

Particulars	For the year ended	
	31st March 2017	31st March 2016
As Auditor:		
Audit fee	0.07	0.07
Tax audit fee	0.03	0.03
In Other Capacity:		
Other Services (Certification Fees)	-	0.01
Reimbursement of Expenses (Full figure ₹ 7,448.00)	0.00	(0.01)
Total	0.10	0.10

25. Depreciation and Amortisation Expenses

(₹ in Crores)

Particulars	For the year ended	
	31st March 2017	31st March 2016
Depreciation of tangible assets	145.38	117.24
Total	145.38	117.24

26. Finance Costs

(₹ in Crores)

Particulars	For the year ended	
	31st March 2017	31st March 2016
Interest Expense :		
On Term Loans	81.11	106.91
Others	132.69	18.07
Other Borrowing Costs :		
Bill Discounting Charges (net)	25.58	114.75
Bank & Finance Processing Charges	19.48	44.21
Others	0.05	0.07
Gross Interest and Financial Charges	258.91	284.01
Less : Interest & Financial Charges to Capital Work in Progress	-	(26.64)
Total	258.91	257.37



27. Contingent Liabilities and Commitments

(₹ in Crores)

	As at 31st March 2017	As at 31st March 2016
CONTINGENT LIABILITIES		
A) Claims against the company / disputed liabilities not acknowledged as Debts		
- Show cause notices under hearing in respect of excise duty which is disputed by the company	16.37	2.85
- Income tax demand, disputed by the company	215.46	215.46
- Sales Tax Liability	6.01	6.01
- Others claims not acknowledged as debts	0.27	0.27
B) Guarantees		
- Guarantees issued by the Company's banker on behalf of the company.	77.40	98.43
C) Other money for which the company is contingently liable		
- Letter of credits opened by Banks.	0.04	13.72
COMMITMENTS		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	1.29	4.33

28. Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016

	Specified Bank Notes	Other Denominatio Notes	Total
Closing cash on 8th November 2016	572000	1,71,333.00	7,43,333.00
Add : Permitted receipts	-	13,70,000.00	13,70,000.00
Less : Permitted payments	-	10,81,996.00	10,81,996.00
Less : Amount deposited in bank	572000	-	5,72,000.00
Closing cash on 30th December, 2016	-	4,59,337.00	4,59,337.00

29. Employee Benefits

The Company operates one defined benefit plan, viz., gratuity benefit, for its employees. The Gratuity plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. The company does not have any fund for gratuity liability and the same is accounted for as provision.

Under the other long term employee benefit plan, the company extends benefit of compensated absences to the employees, whereby they are eligible to carry forward their entitlement of earned leave for encashment upon retirement / separation or during tenure of service. The Plan is not funded by the company.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss account for the respective plans.

a) Net employee benefit expense recognized during the period

(₹ in Crores)

	Leave Encashment		Gratuity	
	Current Year	Previous year	Current Year	Previous year
i) Current Services Cost	(0.23)	0.22	1.75	1.74
ii) Interest Cost	0.48	0.49	1.88	1.70
iii) Net actuarial (Gain)/Loss recognized during the year	0.72	(0.18)	(0.58)	(0.40)
iv) Expenses included in 'employee benefit expense'	0.97	0.52	3.05	3.03

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b) Changes in the present value of the defined benefit obligation are as follows

(₹ in Crores)

	Leave Encashment		Gratuity	
	Current Year	Previous year	Current Year	Previous year
i) Opening Defined benefit obligation plan	6.00	6.24	23.46	21.83
ii) Current Services Cost	(0.23)	0.22	1.75	1.74
iii) Interest on obligation	0.48	0.49	1.88	1.70
iv) Net actuarial (Gain)/Loss recognized during the year	0.72	(0.18)	(0.58)	(0.40)
v) Benefits paid	(0.90)	(0.77)	(0.85)	(1.41)
vi) Closing Defined benefit obligation plan	6.07	6.00	25.66	23.46

c) The principal assumptions used in determining gratuity obligations for the company's plan are shown below.

(₹ in Crores)

	31st March 2017	31st March 2016
i) Discounting rate	7.50% Per Annum	8% Per Annum
ii) Escalation of salary	8.00% Per Annum	8% Per Annum
iii) Withdrawal rate	1%	1%
iv) Mortality rate	Indian Assured Lives (2006-08) Ultimate Mortality Rates	Indian Assured Lives (2006-08) Ultimate Mortality Rates
v) Retirement Age	60 Years	60 Years

d) Amounts for the current and previous four periods are as follows

(₹ in Crores)

	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015	As at 31st March 2014	As at 31st March 2013
Present Value of Defined Benefit Obligation	27.60	25.03	23.29	18.65	15.60
Fair Value of Plan Assets	-	-	-	-	-
(Surplus)/Deficit	27.60	25.03	23.29	18.65	15.60
Experience adjustment on plan Liabilities (Gain)/Loss	(1.78)	(0.96)	(0.51)	1.70	0.08



30. Earning per share (EPS)

Particulars		Current Year	Previous Year
The following reflects the profit and share data used in the basic and diluted EPS computations :			
Profit/(Loss) for the year after Tax	₹ in Crores	(509.24)	(520.14)
Weighted average number of equity shares in calculating basic and diluted EPS	Nos.	6,608,076,335	6,608,076,335
Basic earning per share before exceptional items	₹	(0.60)	(0.79)
Diluted earning per share after exceptional items	₹	(0.77)	(0.79)
Nominal value of equity shares	₹	1.00	1.00

31. Forward Contracts and Unhedged Foreign Currency Exposure

The year end Foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below .

	Foreign Currency		
	Yen	US Dollars	EURO
Current Year			
Trade payables - Foreign currency (full figures)	-	5,28,550	52,856
Trade payables - ₹ in Crores	-	3.43	0.37
Trade receivables - Foreign currency (full figures)	3,554,100	189,281	114,279
Trade receivables - ₹ In Crores	0.21	1.23	0.79
Previous Year			
Trade payables - Foreign currency (full figures)	-	1,887,810	127,098
Trade payables - ₹ in Crores	-	12.52	0.95
Trade receivables - Foreign currency (full figures)	-	94,302	21,150
Trade receivables - ₹ In Crores	-	0.63	0.16

32. Imported and Indigenous Raw Material, Components and Spare Parts Consumed

Particulars	Current Year		Previous Year	
	Value (₹ in Crores)	% of total Consumption	Value (₹ in Crores)	% of total Consumption
Raw Material				
Imported	-	-	20.20	1.42%
Indigenous	1,499.97	100.00%	1398.22	98.58%
Components & Spare Parts				
Imported	43.92	14.68%	39.23	15.31%
Indigenous	255.18	85.32%	217.07	84.69%

33. C.I.F. Value of Imports

(₹ in Crores)

Particulars	Current Year	Previous Year
Raw Materials	-	19.70
Production consumables , stores and spares	22.40	46.26

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34. Earning in Foreign Currency (Accrual Basis)

(₹ in Crores)

Particulars	Current Year	Previous Year
FOB value of exports	13.57	-

35. Expenditure in Foreign Currency (Accrual Basis)

(₹ in Crores)

Particulars	Current Year	Previous Year
i) Travelling , books & periodicals (P. Y. Full Figure ₹ 38403.00)	-	0.00
ii) Professional fees	0.36	-
iii) Repair and maintenance	0.32	0.27

36. Related Party Disclosures

A. Parties with whom the Company has entered into transactions during the year where control exists:

i) Key Management Personnel :	Mr. Rajiv Munjal Mr. Ram Gaud Mr. R. P. Gupta
ii) Enterprise over which key management personnel /relatives have significant influence	Uttam Galva Metallica Limited. Uttam Galva Steels Limited. Sainath Trading Company Private Limited. Kredence Multi Trading Limited. Grow well Mercantile Private Limited. Lloyds Steel Industries Ltd.
iii) Associate	Indrajit Power Private Limited.

B. Transaction with related party as per the books of accounts

I. In relation to the statement of profit and loss

(₹ in Crores)

	Nature of relationship	For the year ended 31st March 2017	For the year ended 31st March 2016
Purchase of Goods/Services			
Uttam Galva Metallica Limited	Enterprises over which Key Management personnel/relatives have significant influence.	1,398.89	1,544.12
Uttam Galva Steels Limited		27.36	16.17
Grow well Mercantile Private Limited (Full Figure ₹39826/-)		0.00	9.22
Indrajit Power Private Limited	Associate	195.30	181.93
Total		1,621.56	1,751.44



(₹ in Crores)

	Nature of relationship	For the year ended 31st March 2017	For the year ended 31st March 2016
Sale of Goods / Service			
Uttam Galva Metallics Limited	Enterprises over which Key Management personnel/ shareholder/relatives have significant influence.	65.40	72.20
Uttam Galva Steels Limited		620.94	110.36
Grow well Mercantile Private Limited		-	49.96
Indrajit Power Private Limited	Associate	5.15	5.48
Total		691.48	238.00
Others			
Indrajit Power Private Limited	Associate	1.50	4.87
Total		1.50	4.87
Rent			
Sainath Trading Company Private Limited	Enterprises over which Key Management personnel/ shareholder/relatives have significant influence.	0.14	0.14
Total		0.14	0.14
Remuneration *			
Mr. Rajiv Munjal	Key Management Personnel	0.38	0.38
Mr. Ram Gaud		0.23	0.23
Mr. R. P. Gupta		0.38	0.42
Total		1.00	1.03
Loan Outstanding			
Kredence Multi Trading Limited	Enterprises over which Key Management personnel/ shareholder/relatives have significant influence.	-	50.00
Balance outstanding as at the year end - Debit			
Indrajit Power Private Limited		-	7.77
Lloyds Steel Industries Ltd.		163.04	163.04
Kredence Multi Trading Limited		-	50.00
Balance Outstanding as at the year end - Credit			
Uttam Galva Metallics Limited (Incl. Deposit)		587.01	519.21
Uttam Galva Steels Limited (Net)		1,028.66	1,065.16
Indrajit Power Private Limited		15.75	-
Sainath Trading Company Private Limited		0.06	-
Grow well Mercantile Private Limited		2.00	-

* The remuneration to the Key Managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

37. Previous years figures have been regrouped and recast wherever necessary.

**INDEPENDENT AUDITORS REPORT ON
CONSOLIDATED FINANCIAL STATEMENTS
TO THE MEMBERS OF M/S UTTAM VALUE STEELS
LIMITED**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Uttam Value Steels Limited ('the Holding Company') and its associate (collectively referred to as 'the Group'), comprising the Consolidated Balance Sheet as at 31 March 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

Management's Responsibility for the Consolidated Financial Statement

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014. The Boards of Directors of the Company is responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Holding Company's preparation of the Consolidated Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2017, their consolidated loss and their consolidated cash flows for the year ended on that date.

For **Todarwal & Todarwal**
ICAI Firm Registration. No. 111009W
Chartered Accountants

Sunil Todarwal
Partner
M. No. : 032512

Place: Mumbai
Dated 29th April 2017



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

(₹ in Crores)

Particulars	Notes	As at 31st March, 2017	As at 31st March, 2016
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share capital		670.14	670.14
Reserves and surplus	2	(1,326.38)	(815.56)
		(656.24)	(145.42)
NON-CURRENT LIABILITIES			
Long-term borrowings		724.29	732.05
Other long-term liabilities		1,418.73	1,436.36
Long-term provisions		29.97	28.16
		2,172.99	2,196.57
CURRENT LIABILITIES			
Short-term borrowings		1,128.16	529.51
Trade payables		957.44	1,565.56
Other current liabilities		324.93	158.75
Short-term provisions		1.75	1.29
		2,412.28	2,255.11
TOTAL		3,929.03	4,306.26
ASSETS			
NON-CURRENT ASSETS			
Fixed assets			
Tangible assets		2,371.22	2,510.21
Non-current investments	3	84.52	86.11
Long-term loans and advances		620.50	738.54
		3,076.24	3,334.86
CURRENT ASSETS			
Inventories		363.34	336.52
Trade receivables		313.17	358.31
Cash and bank balances		59.67	70.96
Short-term loans and advances		84.71	170.63
Other current assets		31.90	34.98
		852.79	971.40
TOTAL		3,929.03	4,306.26
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **Todarwal & Todarwal**
ICAI Firm Registration No. 111009W
Chartered Accountants

Sunil Todarwal
Partner
Membership No : 032512
Place: Mumbai
Date : 29th April, 2017

For and on behalf of the Board of Directors

B. L. Khanna
Chairman
DIN 00841927
R. P. Gupta
Chief Financial Officer

Rajiv Munjal
Whole Time Director
DIN 05195651
Ram Gaud
Sr. General Manager & Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

(₹ in Crores)

Particulars	Notes	For the year ended 31st March 2017	For the year ended 31st March 2016
Continuing operations			
Income			
Revenue from operations (gross)		3,771.90	3,998.41
Less : Excise duty		260.27	255.51
Revenue from operations (net)		3,511.63	3,742.90
Other income		46.11	34.54
Total revenue (I)		3,557.74	3,777.44
Expenses			
Cost of raw material consumed		1,499.97	1,418.42
Purchase of traded goods		1,344.08	1,456.31
Changes in inventories of Finished goods ,Work-in-progress and Stock-in-Trade		(56.44)	359.06
Employee benefits expense		68.23	73.88
Other expenses		694.20	615.30
Total (II)		3,550.04	3,922.97
Earnings before interest, tax, depreciation and amortization (EBITDA) (I-II)		7.70	(145.53)
Depreciation and amortization expense		145.38	117.24
Finance costs		258.91	257.37
Profit/(Loss) before exceptional items and tax		(396.59)	(520.14)
Exceptional items		112.65	-
Profit/(Loss) before tax		(509.24)	(520.14)
Tax expenses			
Current tax		-	-
Deferred tax		-	-
Total tax expense		-	-
Share of Profit/(Loss) of Associate		(1.58)	(1.60)
Profit/(Loss) for the year		(510.82)	(521.74)
Earnings per equity share [nominal value of share ₹ 1]			
Basic & Diluted (before Exceptional items)		₹(0.60)	₹(0.79)
Basic & Diluted (after Exceptional items)		₹(0.77)	₹(0.79)
Summary of significant accounting policies	I		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **Todarwal & Todarwal**
ICAI Firm Registration No. 111009W
Chartered Accountants

Sunil Todarwal
Partner
Membership No : 032512
Place: Mumbai
Date : 29th April, 2017

For and on behalf of the Board of Directors

B. L. Khanna
Chairman
DIN 00841927
R. P. Gupta
Chief Financial Officer

Rajiv Munjal
Whole Time Director
DIN 05195651
Ram Gaud
Sr. General Manager & Company Secretary



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(₹ in Crores)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
A: CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) before Tax and after Share in associates Profit/(Loss)	(510.82)	(521.74)
Adjustment For :		
Depreciation and amortization expenses	145.38	117.24
Profit on Fixed Assets Sold/Discarded (Net)	(0.00)	(0.39)
Interest Income	(3.48)	(5.93)
Interest & Finance Charges	258.91	257.37
Unrealized Exchange (gain)/Loss (net)	(0.17)	1.01
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(110.18)	(152.44)
Movements in Working Capital		
Adjustments for :		
(Increase) in Trade and Other receivables	284.95	40.93
(Increase) in Inventories	(26.81)	368.97
Increase in Trade Payable and other liabilities	(623.24)	(20.41)
CASH GENERATED FROM/(USED IN) OPERATIONS (A)	(475.28)	237.05
B: CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (including CWIP and capital advances)	(6.39)	(224.72)
Proceeds from sale of Fixed Assets	0.00	0.46
Investment in associates	1.58	1.60
Interest Received	3.48	5.93
NET CASH GENERATED FROM/(USED IN) INVESTING ACTIVITIES (B)	(1.33)	(216.73)
C: CASH FLOW FROM FINANCING ACTIVITIES:		
Repayment of Long term loans	(15.63)	(82.67)
Receipts/(Repayment) of Long term Deposit	(17.63)	312.00
Receipts/(Repayment) of Short term borrowing (Net)	598.65	8.57
Interest and Finance Charges	(67.31)	(281.14)
NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES (C)	498.08	(43.24)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	21.47	(22.93)
Cash and cash equivalent at the beginning of the Year	2.11	25.03
Cash and cash equivalent at the end of the Year	23.58	2.11
Notes:-		
Components of Cash and Cash Equivalents		
Cash on hand	0.15	0.13
Balance with Bank in		
- Current Accounts	23.43	1.98
- FDR with bank (including for Margin Money)	36.08	68.85
Cash and Bank balances as per Notes 13	59.66	70.96
Less: Margin money not considered as cash and cash equivalent in cash flow	36.08	68.85
Total Cash and Cash Equivalents	23.58	2.11

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **Todarwal & Todarwal**
ICAI Firm Registration No. 111009W
Chartered Accountants

Sunil Todarwal
Partner
Membership No : 032512
Place: Mumbai
Date : 29th April, 2017

For and on behalf of the Board of Directors

B. L. Khanna
Chairman
DIN 00841927
R. P. Gupta
Chief Financial Officer

Rajiv Munjal
Whole Time Director
DIN 05195651
Ram Gaud
Sr. General Manager & Company Secretary

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017.

I. Summary of Significant Accounting Policies

a) Basis of Preparation of Accounts

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP). Including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

b) Principles of Consolidation

i. Investment in Associates Companies has been accounted under the equity method as per Accounting Standard (AS) 23-"Accounting for Investments in Associates in Consolidated Financial Statements".

ii. The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as Goodwill or Capital Reserve, as the case may be.

c) Other significant accounting policies

These are set out under "Significant Accounting Policies" as given in the Company's standalone financial statements.

2. Reserves and Surplus

(₹ in Crores)

Particulars	As at	
	31st March, 2017	31st March, 2016
Capital Reserve	-	319.10
Add : Transfer from Equity Share Forfeited as per Demerger Scheme	-	1.32
Less : Transfer to LSIL as per Demerger Scheme	-	88.91
Less : Transfer to Retained Earnings as per Demerger Scheme	-	231.51
	-	-
Share Premium Account		
Balance as per the last financial statements	-	582.57
Less : Transfer to Retained Earnings as per Demerger Scheme	-	582.57
Closing Balance	-	-
Surplus/ (deficit) in the statement of profit and loss		
Balance as per last financial statements	(815.56)	(1,857.62)
Add/(Less) : Transfer as per Demerger Scheme	-	1,563.80
Add: Profit/(Loss) for the Year	(510.82)	(521.74)
Net deficit in the statement of profit and loss	(1,326.38)	(815.56)
Total	(1,326.38)	(815.56)



3. Non-Current Investments

(₹ in Crores)

	As at 31st March 2017	As at 31st March 2016
Trade investments (valued at cost)		
Unquoted equity instrument		
Investment in fully paid equity shares		
(a) Associate Company#	82.83	84.41
(b) Other Companies		
16,00,000 (16,00,000) Equity shares of ₹ 10 each fully paid-up in Aura Minerals Private Limited.	1.60	1.60
39,960 (Nil) Equity shares of ₹ 25 each fully paid-up in Punjab & Maharashtra Co-op Bank Ltd.	0.10	0.10
Total	84.53	86.11

Includes Profit of ₹ 68.55 crs. From date of acquiring till 31st March, 2016 & Loss of ₹ 1.58 Crs. For the current year.

4. Significant Enterprises consolidated as Associates in accordance with Accounting Standard 23.

Name of the Enterprises	Country of Incorporation	Proportion of ownership interest
Indrajit Power Private Limited	India	26%

5. Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Associates.

(₹ in Crores)

Name of the Enterprises	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of Consolidated net assets	Amount (₹ in Crore)	As % of Consolidated profit or loss	Amount (₹ in Crore)
Associates (Investments as per equity method)				
Indrajit Power Private Limited	-3.69%	24.20	-	(1.58)

6. Statement containing salient features of the Financial Statement of Associate Companies and Joint Ventures

FORM AOC I

Part "B" : Associates

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate

Sr. No.	Name of the Associate	Latest audited Balance Sheet Date	Share of Associate held by the company at the year end			Description of how there is significant influence	Reasons why the associate is not consolidated	Net worth attributable to shareholding as per latest audited Balance Sheet	Profit/Loss for the year	
			No.	Amount of Investment in Associate	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
I	Indrajit Power Pvt. Ltd.	31.03.2017	6344	15.87	26%	UVSL holding more than 20% in the company	N.A.	24.20	(1.58)	-

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs undertook a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the companies and has issued circular Nos. 17/2011 dated 21-4-2011 and 18/2011 dated 29-4-2011 stating that service of notice / documents including Annual Report can be sent by electronic mode to its members. To support this Green initiative of the Government in full measure, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses and changes therein from time to time along with their name, address and Folio No./Client Id Nos., in respect of their shareholding with:

- 1) The Registrar and Share Transfer Agents viz. Bigshare Services Private Limited for shares held in physical form and;
- 2) The concerned Depository Participants in respect of shares held in electronic / demat mode

Upon registration of e-mail address(es), the Company would send Notices / Circulars / Documents including Annual Report and other communications via electronic mode.

In case any Member opts / insists for physical copies of above documents, the same would be send to him by post free of cost at the address registered with the Company.

Note : You can register your e-mail address at the RTA/ Company's E-mail address: investor@uttamvalue.com / investor@bigshareonline.com

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REGISTRATION FORM FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

M/s. BIGSHARE SERVICES PRIVATE LIMITED

(Unit: Uttam Value Steels Limited)

E-2/3, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (East), Mumbai - 400 072.

I/We, am/are member/s of M/s. UTTAM VALUE STEELS LIMITED and hereby exercise my/our option to receive the documents such as Notices / Circulars / Documents including Annual Reports and other communications in electronic mode pursuant to the circular Nos. 17/2011 date 21-4-2011 and 18/2011 dated 29-4-2011 by the Ministry of Corporate Affairs. Please register my following e-mail id in your records for sending communication through electronic mode.

Name of First Member _____

Joint Holder – 1 _____

Joint Holder – 2 _____

E-mail id for registration _____

Date: _____ Signature (1st holder) _____

Regd. Folio /Client Id No. _____



UTTAM VALUE STEELS LIMITED

Registered office: 4TH Floor, Uttam House, 69, P. D'Mello Road, Mumbai: 400 009.

Tel. No. 022 66563500, Fax No.: 022 23485025, CIN: L27104MH1985PLC035806

Website: www.uttamvalue.com, E-Mail:investor@uttamvalue.com

Form No. MGT-I I

PROXY FORM

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

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

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 47TH Annual General Meeting of Uttam Value Steels Limited to be held on the 4th day of August, 2017 at 11.00 a.m. on Friday at M C Ghia Hall, 18/20, K. Dubhash Marg, Mumbai – 400 001 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1	Adoption of Audited Financial Statements and Consolidated Financial Statements for the year ended 31 st March, 2017.
2	Re-appointment of Ms. Jagath Chandra (DIN 07147686) who retires by rotation and being eligible, offers himself for re-appointment.
3	To appoint M/s. VSS Associates, Chartered Accountants, (Registration No. 105787W)
Special Business	
4	Approval of the remuneration of the cost auditor for the Financial Year 2017-2018.

Signed this..... day of..... 2017

Signature of shareholder



Signature of Proxy holder(s)

Notes:

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



UTTAM VALUE STEELS LIMITED

Registered office: 4TH Floor, Uttam House, 69, P. D'Mello Road, Mumbai: 400 009.

Tel. No. 022 66563500, Fax No.: 022 23485025, CIN: L27104MH1985PLC035806

Website: www.uttamvalue.com, E-Mail: investor@uttamvalue.com

ATTENDANCE SLIP

(To be presented at the entrance)

**47th Annual General Meeting of Uttam Value Steels Limited to be held on Friday 4th day of August, 2017
at 11.00 a.m. at M C Ghia Hall, 18/20, K. Dubhash Marg, Mumbai – 400 001.**

Name and Address of Shareholder or Proxy	
Folio No.	
DP ID - Client ID	
No. of Shares	

I / We, hereby record my / our attendance at the 47th Annual General Meeting at 11.00 a.m. on Friday, 4th August, 2017 at M C Ghia Hall, 18/20 K Dubhash Marg, Mumbai: 400 001.

Signature of Shareholder or Proxy _____

E-mail address _____

Note:

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

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ROUTE MAP FOR THE AGM VENUE



AGM Venue:

M. C. Ghia Hall, 4th Floor,
Bhogilal Hargovindas Building, 18/20,
Kaikhushru Dubash Marg, Kala Ghoda,
Mumbai – 400 001.

Prominent landmark:

- I. Near Chhatrapati Shivaji Maharaj Vastu Sangrahalaya (Formerly known as Prince of Wales Museum of Western India)



If undelivered please return to:

**BIGSHARE SERVICES PRIVATE LIMITED
(UNIT : Uttam Value Steels Limited)**

E-2/3, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (East).

Mumbai - 400 072.

Tel. No. : 022-4043 0200

Fax No : 2847 5207

Email ID: investor@bigshareonline.com