

Uttam Galva Steels Limited

CIN: L27104MH1985PLC035806



REGISTERED OFFICE :
UTTAM HOUSE,
69, P. D'MELLO ROAD,
MUMBAI - 400 009.
PHONE : 91-22-6656 3500
FAX : 91-22-2348 5025
6752 9295
auction portal: uttamgalva.com/auction

26.08.2014

To,
Mr. S. Subramanian - DCS-CRD
BSE Limited.
P.J. Towers,
Dalal Street,
Mumbai - 400001

The Manager - Listing Agreement
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East)
Mumbai - 400 051

Dear Sir,

Sub : Compliance of Clause 31 of the Listing Agreement

We are enclosing herewith six copies of Postal Ballot Notice and Form with instructions, which has been dispatched to the Members of the Company on 25th August, 2014.

Kindly take the same on your record.

Thanking you.

Yours faithfully,
For Uttam Galva Steels Limited


Ilia J Joshi
Asst. Company Secretary

Encl : as above



UTTAM GALVA STEELS LIMITED

CIN: L27104MH1985PLC035806

Registered Office: Uttam House, 69, P.D' Mello Road, Mumbai – 400 009

NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given pursuant to Section 110 of Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), read with the rule 22 and any other applicable rules of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, that the Company is seeking the Members' consent to pass the proposed Special Resolution as enclosed herewith by way of Postal Ballot, more specifically described in the Statement annexed to the Notice.

Accordingly, the said Resolution together with the Statement annexed to the Notice are being sent to you along with a Postal Ballot Form for your consideration.

The Board has appointed Shri Jigarkumar Gandhi, Proprietor of JNG & Co., Company Secretaries, Mumbai as Scrutinizer for conducting the voting process through Postal Ballot in accordance with the law and in a fair and transparent manner.

The Board has appointed Shri Anuj R Miglani, Managing Director and Shri R Agrawal, Sr. Vice President & Company Secretary, of the Company as the persons responsible for the entire Postal Ballot process.

As per the requirement of the Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company has given an option to the members holding shares in demat form and in physical form, to vote on the postal ballot by way of electronic voting / e-voting to enable members to cast their vote electronically. Voting by electronic mode may be a more convenient means for exercising the voting rights and may help to increase members participation in the decision-making process.

The Company has appointed Central Depository Services (India) Limited, (CDSL) to provide e-voting facility to its members. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.

You are requested to carefully read the e-Voting instructions attached alongwith the Postal Ballot Form, before casting your vote on e-Voting site: www.evotingindia.com.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed (no other form or photocopy thereof is permitted), in case of physical voting, in the attached self-addressed business reply envelope (if posted in India) so as to reach to the Scrutinizer or cast the votes by electronic mode, as applicable, not later than working hours (6.00 p.m.) on Thursday, 25th September, 2014.

Upon completion of the scrutiny of the forms, the Scrutinizer shall submit his report to the Company.

The Managing Director or any other Director or Company Secretary of the Company or any person authorized by the Board of Directors of the Company will announce the result of the postal ballot on, Saturday, 27th September, 2014, at the Registered Office of the Company, besides being communicated to the Stock Exchanges where the Company's Equity Shares are listed. The results will also be published in the Newspaper.

Circulating in the district in which the Registered Office of the Company is located and will be displayed on the web-site of the Company at, www.uttamgalva.com for the information of the Members. The date of declaration of the results of postal ballot will be taken to be the date of passing of the Resolution.

Accordingly, this Notice is hereby given to the Members of the Company, for seeking the approval of the Members by way of Postal Ballot, for the following Special Resolution, together with the Statement as required under Section 102 of the Companies Act, 2013 setting out the material facts and reasons for the Resolutions, along with a Postal Ballot Form for your consideration:



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

“RESOLVED THAT in suppression to the earlier Resolution passed by the Members by way of postal ballot on 14th March, 2007 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and the rules made there under for time being in force and pursuant to the provisions of the Articles of Association of the Company, the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include person(s) authorized and/or any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorize to create charge/ mortgage/ encumbrance and/or hypothecate, to transfer, sell, lease, assign, deliver or otherwise dispose off, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immoveable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company on certain events of default in favour of the lender(s), agent(s), and trustee(s), for securing the borrowings availed/to be availed by the Company and/ or any of the Company’s holding/subsidiary / affiliate / associate company, by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or Non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved by the members from time to time under Section 180(1)(c) of the Companies Act, 2013, (erstwhile Section 293(1)(d) of the Companies Act, 1956) as the case may be and as may be applicable, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s)/trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other document, entered into/ to be entered into between the Company and the lender(s)/agent(s) and trustee(s), in respect of the said loans/borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s) and Trustee(s).

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to finalize terms & conditions for such transfer, sell, lease, disposal or for creating the aforesaid charge, mortgage, hypothecation and to do all such acts, deeds, matters and things as may be deemed necessary or expedient by them to give effect to this Resolution and also to agree to any amendments thereto from time to time as it may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/ or its duly constituted committee be and are hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”

By Order of the Board of Directors
For **Uttam Galva Steels Limited**

R Agrawal
Sr. Vice President & Company Secretary

Date : 8th August, 2014

Place : Mumbai

Registered Office:

Uttam House, 69, P.D’Mello Road,

Mumbai-400 009

CIN: L27104MH1985PLC035806



NOTES:

1. The relative Statement under Section 102 of the Companies Act, 2013, as applicable & in force, setting out material facts is annexed hereto.
2. All documents referred to in the accompanying Notice and the Statement are open for inspection at the registered office of the Company by any member, without any fee, during normal business hours on working days between 10:00 a.m. to 6:00 p.m. up to Thursday, 25th September, 2014.
3. A member desiring to exercise vote by e-Voting / physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form, as applicable, and cast their votes in electronic mode / return the duly completed form in the enclosed self-addressed business reply envelope, so as to reach Shri Jigarkumar Gandhi, Scrutinizer of Uttam Galva Steels Limited, C/o. Univarsal Capital Securities Private Limited, 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400 093 on or before 6:00 p.m., on Thursday, 25th September, 2014. The Postal Ballot Forms received after this date will be treated as if the reply from the member has not been received.
4. Only a Member entitled to vote is entitled to exercise his/her vote through Postal Ballot. Any person other than the member of the company receives this notice should treat it as intimation only.

Item No. 1

Statement pursuant to Section 102 of the Companies Act, 2013 ("The Act")

The borrowings by a Company, in general, is required to be secured by mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s)

The mortgage and/or charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company to secure borrowings of the Company with a power to the charge holders to take over the management of the business and concern of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1)(a) (corresponding to Section 293(1)(a) of the Companies Act, 1956). The Company has obtained the said approval from the members through Ordinary resolution via Postal Ballot on 14th March, 2007.

However, as per the provisions of Section 180 (1)(a) of the Companies Act, 2013, the Company requires your approval by Special Resolution through Postal Ballot.

Hence, the Board of Directors recommends the Resolution set out at Item No. 1 of the Notice for the approval of the Members. Your approval is sought by voting by Postal Ballot in terms of the provisions of Section 110 of Companies Act, 2013, read with the provisions of Companies (Management and Administration) Rules, 2014, as amended from time to time.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested in the said Resolution.

By Order of the Board of Directors
For **Uttam Galva Steels Limited**
R Agrawal
Sr. Vice President & Company Secretary

Registered Office:

Uttam House 69, P.D'Mello Road

Mumbai-400 009

CIN : L27104MH1985PLC035806

Date: 8th August, 2014





UTTAM GALVA STEELS LIMITED

CIN: L27104MH1985PLC035806

Regd. Office: Uttam House, 69, P.D'Mello Road, Mumbai - 400 009

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Sr. No.

1. Name & Registered Address :
of the sole/first named Member/
Beneficial Owner:

2. Name(s) of the joint holder(s) (if any) :

3. Registered Folio No. :
Client ID/ DP ID No.*
*(Applicable to Members
holding shares in
dematerialised form)

4. Number of shares held: :

I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through Postal Ballot for the business stated in the notice of the Company dated 8th August, 2014, by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below. (Tick in both boxes will render the ballot invalid)

Item No.	Description	No. of Shares	(FOR)	(AGAINST)
			I/We assent to the resolution	I/We dissent to the resolution
1	Special Resolution Authority for transfer, sell, lease, mortgage, charge, or otherwise dispose off the whole or substantially the whole of the undertaking of the Company and authority to borrow			

Place:

Date:

(Signature of the Member/ Power of Attorney holder)

Note:

- Please read carefully the instructions printed overleaf before exercising the vote.

IMPORTANT INSRUCTIONS

1. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders/beneficial owners as on Friday, 8th August, 2014.
2. Voting by Postal Ballot, in physical form or e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person by Board Resolution. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from Tuesday, 26th August, 2014 at 10.00 a.m., and ends on Thursday, 25th September, 2014 at 6.00 p.m.
4. The result of the voting on the Resolutions will be declared at the registered office of the Company on Saturday, 27th September, 2014 at 3.00 p.m.
5. A member need not use all his/her votes or cast his/her votes in the same way.
6. Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.
7. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
8. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to: shares@uttamgalva.com.

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

9. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postagepre-paid envelope will also be accepted. Members are requested to convey their assent or dissent in thisPostal Ballot form only. The assent or dissent received in any other form or manner shall be consideredas invalid.
10. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
11. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar /Depository. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered/recorded with the Registrar /Depository) by the first named memberand in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf ofmember may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attestedcopy of POA. Unsigned Postal Ballot Form will be rejected.
12. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 p.m. on Thursday, 25th September, 2014. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit.
13. In case of shares held by Companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory (ies) giving requisite authority to the person voting on the Postal Ballot Form Where the form has been signed by a representative of the President of India or of the Governor of a state, a certified copy of the nomination should accompany the Postal Ballot Form.
14. The consent must be accorded by recording the assent in the column FOR and dissent in the column AGAINST by placing a tick mark (✓) in the appropriate column. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.
15. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instruction no. 2 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
16. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
17. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the scrutinizer not later than the last date for voting.
18. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
19. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolutions.

INSTRUCTIONS FOR ELECTRONIC VOTING (e-VOTING)

For the Shareholders who wish to cast their votes electronically instead of physical mode of voting, the procedure and instructions are as follows:

In case of members receiving e-mail:

20. Log on to the e-voting website www.evotingindia.com
20. Click on "Shareholders" tab.
21. Now, select the COMPANY NAME "UTTAM GALVA STEELS LIMITED" from the drop down menu and click on "SUBMIT"
22. 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.
23. Next enter the Image Verification as displayed and Click on Login.
24. 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.
25. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable forboth demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the Sequence number which is mentioned in postal ballot form as Sr. No. in the PAN field. • In case the sequence number i.e. Sr. No. 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	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. • Please enter Dividend Bank Details i.e. bank account number registered with the depository or company in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

26. After entering these details appropriately, click on "SUBMIT" tab.
27. 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 bealso 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 notto share your password with any other person and take utmost care to keep your password confidential.
28. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
29. Click on the EVSN for the relevant Company Name that is "UTTAM GALVA STEELS LIMITED" on which you choose to vote.
30. 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.
31. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
32. 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.
33. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
34. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
35. 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.

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. After receiving the login details they have to create a Compliance User who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from Sl. No. 9 to Sl. No. 19 above to cast vote.
- (B) The voting period begins on Tuesday, 26th August, 2014 at 10.00 a.m. and ends on Thursday, 25th September, 2014 at 6.00 p.m. 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) i.e. Friday, 8th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.