



## **NOTICE**

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

### **ORDINARY BUSINESS**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Todarwal & Todarwal LLP, Chartered Accountants, (Firm Registration No. 111009W), be and are hereby re-appointed as Statutory Auditors of the Company for term of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 40<sup>th</sup> Annual General Meeting to be held in the year 2025, on such remuneration plus service tax, out of pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Auditors.”

### **SPECIAL BUSINESS**

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

**“RESOLVED THAT** Shri Surendra Sharma (DIN: 03539486), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 15<sup>th</sup> October, 2019 and who holds office upto the date of the ensuing Annual General Meeting under Section 161 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in terms of applicable articles of association of the Company, and who is eligible for appointment and has consented to act as a

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

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or any amendment or any substitution or re-enactment(s) thereof for the time being in force and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Surendra Sharma (DIN:03539486), who meets the criteria for independence as provided in section 149(6) of the act, and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term upto 14<sup>th</sup> October, 2024”.

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

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

#### **Remuneration**

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

#### **Perquisites**

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

#### **PART A**

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

#### **PART B**

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



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

c. Leave and Encashment: As per rules of the Company.

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

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

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

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

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

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

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

**"RESOLVED THAT** pursuant to the provisions of Section 148

and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the aggregate remuneration of Rs. 1,50,000/- (Rupees One Lakh and Fifty Thousand only) plus applicable taxes and out of pocket expenses payable to M/s. Manisha & Associates, Cost Accountant (Firm Registration No. 000321), appointed by the Board of Directors of the Company as the Cost Auditors, to conduct the audit of Steel and Power division of the Company for the financial year 2020-21, be and is hereby ratified."

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

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

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

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

## NOTES

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



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



### 16. INSTRUCTIONS FOR REMOTE E-VOTING:

- i) The voting period begins on Monday, 21<sup>st</sup> September, 2020 at 9.30 a.m. (IST) and ends on Thursday, 24<sup>th</sup> September, 2020 at 5.00 p.m. (IST). During these period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 18<sup>th</sup> September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iii) Click on Shareholders/ Members.
- iv) Now Enter your User ID:
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.OR
  - Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
  - Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

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

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN of "UTTAM GALVA STEELS LIMITED" on which you choose to vote.
- xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**17. PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- ii) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

**18. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Shri Nitin Kunder (022- 23058738) or Shri Mehboob Lakhani (022-23058543) or Shri Rakesh Dalvi (022-23058542).**

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

- 19. The voting rights of the Members shall be in proportion to their shares of the Paid up share capital of the Company as on 18<sup>th</sup> September, 2020.
- 20. The Company has appointed Shri Jigarkumar Gandhi, Proprietor of M/s. JNG & Co., Company Secretaries, Mumbai, as the scrutinizer for conducting remote e-voting and the voting process at the AGM.

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

- The Company has appointed CDSL to provide Video Conferencing facility for the AGM and the attendant enablers for the conduct of the AGM.
- Members will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM by logging on the website of CDSL at <https://www.evotingindia.com> using their secure login credentials.
- The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- Up to 1000 members will be able to join on a first come first served basis to the AGM.
- No restrictions on account of First come first served basis entry into AGM will be applicable to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- The attendance of the Members (Members logins) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Members will be required to allow Camera, if any, and hence are encouraged to use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID



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

- Only those Members/ shareholders, who will be present in the AGM through Video Conference OAVM / facility and have not cast their vote through remote e-Voting are eligible to vote in the AGM. However, members who have voted through Remote e-Voting will be eligible to attend the AGM.
22. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
  23. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
  24. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
  25. The Scrutinizer shall, after scrutinizing the votes cast at the AGM and through remote e-voting not later than 48 hours from the conclusion of the AGM, make a consolidated Scrutinizer's Report and submit it to the Chairman of the Company.
  26. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.uttamgalva.com](http://www.uttamgalva.com) and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

### ANNEXURE TO NOTICE

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

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

##### Item No. 4

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

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

The Company has received declarations from Shri Surendra Sharma that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time.

Shri Surendra Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and hence it is proposed that he be appointed as an Independent Director on the Board of the Company for 5 (Five) consecutive years for a term upto 14<sup>th</sup> October, 2024.

The Company has received notice in writing from a member under section 160 of the Act, proposing the candidature of Shri Surendra Sharma for the office of Director of the Company. In the opinion of the Board, Shri Surendra Sharma fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the Management. Copy of the draft letter for appointment of an Independent Director setting out the terms and conditions will be available for inspection at the registered office with prior intimation upto the date of AGM.

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

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

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

## Item No. 5

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

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

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

## I. General Information

### i) Nature of Industry:

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

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

The Company carries on the steel business since its incorporation.

### iii) Financial performance based on given indicators:

Rs. in Crore

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

### iv) Foreign investments or collaborations, if any:

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

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

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

The Company has not entered into any material foreign collaboration.



### II. Information about Shri Gursharan Singh Sawhney

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

#### i) Past remuneration:

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

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

#### ii) Job profile and his suitability:

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

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

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

##### PART A

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

##### PART B

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

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

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

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

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

### III. Other Information

#### i) Reason of Loss:

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

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

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

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

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

**IV. Disclosures**

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

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

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

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

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

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

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

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

**Item No. 6**

The Board, on the recommendation of the Audit Committee in their Meeting held on 8<sup>th</sup> May, 2020 has considered and approved the appointment of M/s. Manisha & Associates, Cost Accountants, as Cost Auditor to conduct the cost audit for Steel and Power division of the Company for the financial year ending 31<sup>st</sup> March, 2021 at the remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus taxes and reimbursement of out of pocket expenses on actuals. Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be subsequently ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2021.

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

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



### Item No. 7:

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

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

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

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

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

### Item No. 8:

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

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

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

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

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

### Registered Office:

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

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