Uttam Galva Steels Limited

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

UTTAM

31st May, 2021

To,
BSE Limited.
Mumbai - 400001

National Stock Exchange of India Limited
Mumbai – 400 051

Sub: Outcome of Resolution Professional (RP) chaired Meeting held today i.e. 31st May, 2021.

Dear Sir / Madam,

Pursuant to the provisions of Regulation 33 and Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the following as approved and taken on record by Shri Milind Kasodekar- Resolution Professional of the Company in the Meeting held today i.e. 31st May, 2021.

1. Audited Financial Results (Standalone) for the quarter and financial year ended 31st March, 2021;
2. Audited Financial Results (Consolidated) for the financial year ended 31st March, 2021;
3. Statement of Assets and Liabilities (Standalone and Consolidated) for the period ended 31st March, 2021;
4. Cash Flow statements for the (Standalone and Consolidated) for the period ended 31st March, 2021;
5. Auditors Report (Standalone) for the quarter and financial year ended 31st March, 2021; and
6. Auditors Report (Consolidated) for the financial year ended 31st March, 2021.

Further, we hereby declare that the Statutory Auditors' of the Company, M/s Todarwal and Todarwal LLP, have issued their Audit reports with unmodified opinion with respect to the Audited Financial results (Standalone and Consolidated) for the financial year ended 31st March, 2021.

Kindly take the same on your records.
Thanking you,

For **UTTAM GALVA STEELS LIMITED**

R Agrawal

Raggvendra Agrawal
Company Secretary

The Company is going through Corporate Insolvency Resolution Process vide National Company Law Tribunal order dated 01.10.2020

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UTTAM

AUDITED STANDALONE FINANCIAL RESULTS FOR THE PERIOD ENDED 31ST MARCH, 2021

(Rupees in Crores)

Sr.No	Particulars	For the Quarter Ended			Year Ended	
		31.03.2021	31.12.2020	31.03.2020	31.03.2021	31.03.2020
		Audited	Reviewed	Audited	Audited	Audited
1	**Income from Operations**					
(a)	Income from Operations (Net of GST)	190.45	181.42	116.58	647.13	490.96
(b)	Other Income	4.51	4.89	27.96	16.00	32.21
	Total Income (a+b)	**194.96**	**186.31**	**144.54**	**663.13**	**523.17**
2	**Expenses**					
	a) Cost of Materials Consumed	89.00	89.90	48.73	297.31	157.48
	b) Purchase of Traded Goods	-	-	-	-	-
	c) (Increase) / Decrease in FG, WIP & Stock In Trade	11.14	(6.52)	(2.21)	(3.45)	(4.54)
	d) Employee Benefits Expense	17.91	18.09	18.43	71.15	76.17
	e) Finance Costs	(0.05)	(22.36)	219.22	(34.95)	390.87
	f) Depreciation & Amortisation Expense	57.54	58.86	61.46	233.50	247.61
	g) Other Expenses	82.91	79.38	75.19	284.83	291.06
	Total Expenses (a to g)	**258.45**	**217.35**	**420.82**	**848.39**	**1,158.65**
3	Profit / (Loss) from Operations before Exceptional Items and Tax(1-2)	(63.49)	(31.04)	(276.28)	(185.26)	(635.48)
4	Exceptional Items	0.56	-	255.73	41.26	765.44
5	Profit / (Loss) before Tax (3-4)	(64.05)	(31.04)	(532.02)	(226.52)	(1,400.92)
6	Tax Expense - Current Tax	-	-	-	-	-
	- Deferred Tax	-	-	-	-	-
	- Prior period Tax	-	-	-	-	-
7	Net Profit / (Loss) after Tax (5-6)	(64.05)	(31.04)	(532.02)	(226.52)	(1,400.92)
8	Share of Profit /(Loss) from Joint Venture					
9	Other Comprehensive Income / (Expense) - Net of Tax					
(i)	Items that will be reclassified subsequently to the statement of profit and loss					
	a) Changes in Foreign Currency Monitery Items Translation Difference Account					
	b) Remeasurement Gain / (Loss) of Defined Benefit Palans	1.04	-	1.21	1.04	1.21
(ii)	Income tax on items that will be reclassified subsequently to the statement of profit and loss	-	-	-	-	-
(iii)	Items that will not be reclassified subsequently to the statement of profit and loss	-	-	-	-	-
(iv)	Income tax on items that will not be reclassified subsequently to the statement of profit and loss	-	-	-	-	-
10	Total Comprehensive Income for the period (7+8+9)	(63.01)	(31.04)	(530.81)	(225.48)	(1,399.71)
11	Paid up Equity Share Capital (of Rs 10/-each)	142.26	142.26	142.26	142.26	142.26
12	EPS - Basic & Diluted (in Rs) (not annualised)	(4.50)	(2.18)	(37.40)	(15.92)	(98.48)

FOR UTTAM GALVA STEELS LIMITED

Certified by — **Taken on record by**

GS Sawhney
Chief Financial Officer

Milind Kasodekar
Resolution Professional

Place: Khopoli-Pen Road, District- Raigad
Date: 31st May, 2021

The Company is going through Corporate Insolvency Resolution Process vide National Company Law Tribunal order dated 01.10.2020

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UTTAM

AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE PERIOD ENDED 31ST MARCH, 2021

(Rupees in Crores)

Sr.No	Particulars	For the Quarter Ended			Year Ended	
		31.03.2021	31.12.2020	31.03.2020	31.03.2021	31.03.2020
		Audited	Reviewed	Audited	Audited	Audited
1	**Income from Operations**					
(a)	Income from Operations (Net of GST)	192.24	184.56	118.66	654.21	521.18
(b)	Other Income	4.51	4.89	28.93	16.00	32.46
	Total Income (a+b)	**196.75**	**189.45**	**147.59**	**670.21**	**553.64**
2	**Expenses**					
	a) Cost of Materials Consumed	89.00	89.90	48.73	297.31	157.48
	b) Purchase of Traded Goods	0.16	0.17	1.88	0.77	17.96
	c) (Increase) / Decrease in FG, WIP & Stock In Trade	12.17	(5.16)	(1.77)	1.05	5.25
	d) Employee Benefits Expense	20.22	19.52	20.26	80.07	84.89
	e) Finance Costs	(0.04)	(22.35)	219.23	(34.91)	390.89
	f) Depreciation & Amortisation Expense	57.54	58.86	61.55	233.50	247.75
	g) Other Expenses	85.18	81.12	78.02	292.11	301.97
	Total Expenses (a to g)	**264.23**	**222.06**	**427.90**	**869.90**	**1,206.19**
3	Profit / (Loss) from Operations before Exceptional Items and Tax(1-2)	(67.48)	(32.61)	(280.31)	(199.69)	(652.55)
4	Exceptional Items	0.56	-	255.73	41.26	765.44
5	Profit / (Loss) before Tax (3-4)	(68.04)	(32.61)	(536.04)	(240.95)	(1,417.99)
6	Tax Expense - Current Tax	(0.02)	(5.79)	-	(5.81)	(5.47)
	- Deferred Tax	-	-	-	-	-
	- Prior period Tax	-	-	-	-	-
7	Net Profit / (Loss) after Tax (5-6)	(68.02)	(26.82)	(536.04)	(235.14)	(1,412.52)
8	Share of Profit /(Loss) from Joint Venture	(0.68)	0.13	-	(0.37)	(1.71)
9	Other Comprehensive Income / (Expense) - Net of Tax					
(i)	Items that will be reclassified subsequently to the statement of profit and loss					
	a) Changes in Foreign Currency Monitery Items Translation Difference Account	(9.77)	-	-	(9.77)	9.42
	b) Remeasurement Gain / (Loss) of Defined Benefit Palans	1.04	-	-	1.04	1.21
(ii)	Income tax on items that will be reclassified subsequently to the statement of profit and loss	-	-	-	-	-
(iii)	Items that will not be reclassified subsequently to the statement of profit and loss	-	-	-	-	-
(iv)	Income tax on items that will not be reclassified subsequently to the statement of profit and loss	-	-	-	-	-
10	Total Comprehensive Income for the period (7+8+9)	(77.43)	(26.69)	(536.04)	(244.24)	(1,403.61)
11	Paid up Equity Share Capital (of Rs 10/-each)	142.26	142.26	142.26	142.26	142.26
12	EPS - Basic & Diluted (in Rs) (not annualised)	(4.83)	(1.88)	(37.68)	(16.56)	(99.41)

Notes :

1. The Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench has admitted the petition of State Bank of India, for initiating Corporate Insolvency Resolution process (CIRP) under the Insolvency and Bankruptcy Code, 2016 (IBC) vide its order dated 1st October, 2020. Mr. Milind Kasodekar was appointed as the Interim Resolution Professional (IRP) and thereafter appointed as Resolution Professional (RP) of the Company at the first meeting of the Committee of Creditors held on 4th November, 2020 . Accordingly, he has taken control of the Management and operations of the Company.
2. In view of the above, audited (standalone and consolidated) financial results have not been considered and recommended by Audit committee and, consequently by the Board of Directors. However, the same have been certified by Mr. G S Sawhney –Chief Financial Officer (CFO) of the Company. Based on this certification, these audited (standalone and consolidated) financial results have been taken on record by RP of the Company on 31st May,2021.
3. The Company is in manufacturing of Steel Products and also has a Captive Power Plant, Hence it is reporting its results in single segment.
4. Previous year's figures have been regrouped / rearranged wherever necessary.
5. Exceptional item consists of Rs. 0.46 Crores provision against deposits in PMC bank, and Rs. 0.10 Cores diminution in value of investment in PMC bank.
6. The figures for the quarter ended 31st March 2021 and 31st March 2020 are arrived at as difference between audited figures for the respective full financial year and reviewed figures up to 9 months ended 31st December 2020 and 31st December 2019 respectively.

FOR UTTAM GALVA STEELS LIMITED

Certified by | **Taken on record by**

G S Sawhney
Chief Financial Officer

Milind Kasodekar
Resolution Professional

Place: Khopoli-Pen Road, District- Raigad
Date: 31st May, 2021

The Company is going through Corporate Insolvency Resolution Process vide National Company Law Tribunal order dated 01.10.2020

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UTTAM

STATEMENT OF ASSETS AND LIABILITIES AS ON 31.03.2021

(Rupees in Crores)

Particulars	Standalone		Consolidated	
	As at 31st March, 2021	As at 31st March, 2020	As at 31st March, 2021	As at 31st March, 2020
ASSETS				
Non-Current Assets				
(a) Property, Plant and Equipment	4,457.87	4,691.28	4,457.88	4,691.29
(b) Intangible Assets	0.07	0.17	0.07	0.17
(c) Capital Work in Progress	102.02	102.02	102.02	102.02
(d) Financial Assets				
(i) Investments	39.75	74.83	3.97	4.44
(ii) Trade Receivables	1.44	36.42	1.44	36.43
(iii) Loans	0.09	0.09	0.09	0.09
(iv) Other Financial Assets	0.00	0.00	-	0.00
(e) Income Tax Asset(net)	26.40	24.19	26.40	31.27
(f) Deferred Tax Assets	853.55	853.55	853.55	853.55
(g) Other non-current Assets	0.96	1.06	2.77	7.59
Total Non Current Assets	**5,482.16**	**5,783.61**	**5,448.19**	**5,726.85**
Current Assets				
(a) Inventories	400.11	382.66	400.14	387.20
(b) Financial Assets				
(i) Trade Receivables	8.27	5.75	132.01	134.03
(ii) Cash and Cash Equivalent	19.80	10.04	39.06	26.82
(iii) Bank Balances Other than (ii) above	1.60	0.46	1.60	0.46
(iv) Other Financial Assets	-	0.69	-	0.69
(c) Other Current Assets	101.81	102.22	108.79	108.32
Total Current Assets	**531.59**	**501.83**	**681.60**	**657.52**
TOTAL ASSETS	**6,013.75**	**6,285.44**	**6,129.79**	**6,384.37**
EQUITY AND LIABLITIES				
Equity				
(a) Equity Share Capital	142.26	142.26	142.26	142.26
(b) Other Equity	(4,042.20)	(3,816.72)	(3,952.84)	(3,743.59)
	(3,899.94)	**(3,674.46)**	**(3,810.58)**	**(3,601.33)**
Liabilities				
Non Current Liabilities				
(a) Financial Liabilities				
(i) Long-term Borrowings	62.20	6,719.47	62.20	6,719.47
(ii) Trade and other Payables	1,072.05	1,103.52	1,072.05	1,103.52
(iii) Other Financial Liabilities	-	-	-	-
(b) Provisions	9.60	10.23	9.60	10.35
(c) Deferred Tax Liabilities	412.34	412.34	412.34	412.34
(d) Other non-current Liabilities	606.46	622.38	606.57	622.38
Total Non Current Liabilities	**2,162.65**	**8,867.93**	**2,162.76**	**8,868.06**
Current Liabilities				
(a) Financial Liabilities				
(i) Short-term Borrowings	-	-	-	-
(ii) Trade and other Payables	43.16	29.40	43.16	52.43
(iii) Other Financial Liabilities	7,670.70	1,013.52	7,670.70	1,013.52
(b) Provisions	8.11	21.42	8.11	24.07
(c) Other Current Liabilities	29.07	27.62	55.64	27.62
Total Current Liabilities	**7,751.04**	**1,091.96**	**7,777.61**	**1,117.64**
TOTAL EQUITY AND LIABILITIES	**6,013.75**	**6,285.44**	**6,129.79**	**6,384.37**

FOR UTTAM GALVA STEELS LIMITED

Certified by | **Taken on record**

GS Sawhney
Chief Financial Officer

Milind Kasodekar
Resolution Professional

Place: Khopoli-Pen Road, District- Raigad
Date: 31st May, 2021

The Company is going through Corporate Insolvency Resolution Process vide National Company Law Tribunal order dated 01.10.2020

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UTTAM

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2021

(Rupees in Crores)

	PARTICULARS	Standalone		Consolidated	
		FY 2020-21	FY 2019-20	FY 2020-21	FY 2019-20
A	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit/(Loss) Before Tax	(226.52)	(1,400.92)	(240.95)	(1,417.99)
	Provision for Doubtful Debts	4.61	2.79	4.61	2.79
	Adjustments for Depreciation	233.50	247.61	233.50	247.75
	Adjustments for Diminution in Capital WIP	0.00	15.69	0.00	15.69
	Adjustments for Diminution in Value of Investments	35.07	0.00	35.45	0.00
	(Profit) / Loss on Sale of Assets	0.00	0.00	0.00	0.00
	Share Issue Expenses W/off	0.00	0.00	0.00	0.00
	Unrealised Currency Translation (Gains)/Losses	0.00	0.00	(9.77)	9.42
	Interest & Financial Charges	(34.95)	390.87	(34.91)	390.89
	Operating Profit Before Working Capital Changes	**11.71**	**(743.95)**	**(12.07)**	**(751.45)**
	Adjustments for :				
	(Increase)/Decrease in Trade and other Receivables	29.04	785.48	37.43	781.62
	(Increase)/Decrease in Inventories	(17.44)	(10.45)	(12.94)	(0.68)
	Increase/(Decrease) in Trade Payables and Other Liabilities	(92.55)	273.44	(92.03)	272.04
	Cash Generated from Operations	**(69.23)**	**304.51**	**(79.60)**	**301.53**
	Direct Taxes Paid (Net of Refunds)	(2.20)	(9.50)	10.69	(6.37)
	Cash Flow from Operating Activities	**(71.44)**	**295.01**	**(68.91)**	**295.16**
B	**CASH FLOW FROM INVESTING ACTIVITIES :**				
	Purchase of Property, Plant & Equipment	-	-	-	-
	Revaluation of Land	-	-	-	-
	Sale of Property, Plant & Equipment	-	-	-	-
	Purchase of Investments / Investments in Subsidiaries	-	-	-	-
	Sale of Investments	-	-	-	-
	Net Cash Used in Investing Activities	**-**	**-**	**-**	**-**
C	**CASH FLOW FROM FINANCING ACTIVITIES :**				
	Proceeds from / Increase in Long Term Borrowings	-	124.98	-	124.98
	Repayments / Decrease in Long Term Borrowings	-	(94.87)	-	(94.87)
	Repayment of Working Capital Loans	-	-	-	-
	Interest & Financial Charges Paid	(0.06)	(33.86)	(0.10)	(33.87)
	Gain / (Loss) on Forward Contracts/ Foreign Exchange	82.39	(292.85)	82.39	(292.85)
	Proceeds (Repayments) of deferred Sales Tax Loan /ICD/Unsecured Loan	0.00	(0.03)	0.00	(0.03)
	Net Cash Generated from Financing Activities	**82.33**	**(296.61)**	**82.29**	**(296.64)**
	Net Increase in Cash & Cash Equivalents (A+B+C)	**10.90**	**1.61**	**13.38**	**(1.48)**
	Cash & Cash Equivalents (Opening)	10.50	12.11	27.28	28.76
	Cash & Cash Equivalents (Closing)	21.40	10.50	40.66	27.28

Notes :

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

FOR UTTAM GALVA STEELS LIMITED

Certified by | **Taken on record by**

GS Sawhney
Chief Financial Officer

Milind Kasodekar
Resolution Professional

Place: Khopoli-Pen Road, District- Raigad
Date: 31st May, 2021

The Company is going through Corporate Insolvency Resolution Process vide National Company Law Tribunal order dated 01.10.2020

Independent Auditors Report

To the Resolution Professional of Uttam Galva Steels Limited

Report on the audit of the Standalone Annual Financial Results

Opinion

We have audited the accompanying standalone annual financial results of Uttam Galva Steels Limited (hereinafter referred to as the "Company") for the year ended 31st March 2021, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone annual financial results:

1. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
2. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the net loss and other comprehensive income and other financial information for the year ended 31st March 2021.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results* section of our report. We are independent of the Company, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our opinion on the Standalone annual financial results.

Management's Responsibilities for the Standalone Annual Financial Statement

The standalone annual financial results have been prepared on the basis of the standalone annual financial statements.

The Company's Management under the direction of Resolution Professional is responsible for the matters stated in Section134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance 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 Companies(Indian Accounting Standards) Rules, 2015.

The company has gone into Corporate Insolvency Resolution Process ("CIRP") vide order of the National Company Law Tribunal, Mumbai Bench ("NCLT") dated 1st October, 2020, under the provisions of the Insolvency & Bankruptcy Code 2016 ("Code"). Pursuant to the Order, the powers of the Board of Directors stand suspended and such powers are exercisable by Mr. Milind Kasodekar, who

has been appointed as Interim Resolution Professional by NCLT vide order dated 1st October, 2020 and was consequently confirmed as Resolution Professional by the Committee of Creditors (COC) in its meeting held on 4th November, 2020.

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; 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.

In preparing the standalone annual financial results, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Management under the direction of Resolution Professional is responsible for overseeing the Company's financial reporting process of the company.

Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results

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

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

- Identify and assess the risks of material misstatement of the standalone annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial results made by the Management.

- Conclude on the appropriateness of the Management under the direction of Resolution Professional use of the going concern basis of accounting and, based on the audit evidence

Todarwal & Todarwal LLP Regn. No. 111009W/W100231 Chartered Accountants

obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone annual financial results, including the disclosures, and whether the standalone annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Emphasis of Matters

On 1st October 2020, Hon'ble National Company Law Tribunal (NCLT), Mumbai bench, had admitted the petition for initiating Corporate Insolvency Resolution Process (CIRP) against the company under section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) vide its Order dated 1st October, 2020 and appointed Mr. Milind Kasodekar as the Interim Resolution Professional in terms of the IBC. Subsequently Mr. Milind Kasodekar was confirmed as the Resolution Professional (RP) in the 1st Committee of Creditors (COC) meeting held on 4th November 2020.

Our opinion remains unmodified in respect of the matters above.

Other Matters

The standalone annual financial results include the results for the quarter ended 31st March 2021 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For **Todarwal & Todarwal LLP**
Chartered Accountant
Firm Reg. No.: W100231

Todarwal & Todarwal LLP Regn. No. 111009W/W100231 Chartered Accountants

Sunil Todarwal
Partner
M. No.: 032512
UDIN: 21032512AAAACA2973
Date: 31st May, 2021
Place: Mumbai

Independent Auditors Report

To the Resolution Professional of Uttam Galva Steels Ltd.

Report on the audit of the Consolidated Annual Financial Results

Opinion

We have audited the accompanying consolidated annual financial results of Uttam Galva Steels Ltd. (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its Joint Ventures for the year ended 31st March 2021, attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of report of the other auditor on separate audited financial statements of the subsidiary, the aforesaid consolidated annual financial results:

a. include the annual financial results of the following entities:

Wholly Owned Subsidiaries:
- Uttam Galva International FZE
- Uttam Galva North America Inc
- Uttam Galva Holdings Limited
- Atlantis International Services Limited
- Uttam Galva Steels, Netherlands BV
- Neelraj International Trade Limited
- Uttam Export BVI Limited

Joint Ventures:
- Texturing Technology Private Limited (TTPL)
- Moira Madhujore Coal Limited

b. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
c. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of consolidated net loss and other comprehensive income and other financial information of the Group for the year ended 31st March 2021.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results* section of our report. We are independent of the Group and its associates in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us along with the

consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated annual financial results.

Management's Responsibilities for the Consolidated Annual Financial Results

These consolidated annual financial results have been prepared on the basis of the consolidated annual financial statements.

The Company's Management is responsible for the matters stated in Section134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these Consolidated Financial Results that give a true and fair view of the financial position, financial performance and cash flows of the Holding Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015.

The Holding Company has gone into Corporate Insolvency Resolution Process ("CIRP") vide order of the National Company Law Tribunal, Mumbai Bench ("NCLT") dated 1st October, 2020, under the provisions of the Insolvency & Bankruptcy Code 2016 ("Code"). Pursuant to the Order, the powers of the Board of Directors stand suspended and such powers are exercisable by Mr. Milind Kasodekar, who has been appointed as Interim Resolution Professional by NCLT vide order dated 1st October, 2020 and was consequently confirmed as Resolution Professional by the Committee of Creditors (COC) in its meeting held on 4th November, 2020.

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

The respective Management of the companies included in the Group and of its joint ventures are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results

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

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

- Identify and assess the risks of material misstatement of the consolidated annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the consolidated financial results made by the Management.

- Conclude on the appropriateness of the Management use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated annual financial results, including the disclosures, and whether the consolidated annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group and its associates and joint ventures to express an opinion on the consolidated annual financial results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated annual financial results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled "Other Matters" in this audit report.

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

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

We also performed procedures in accordance with the circular No CIR/CFD/CMD1/44/2019 issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

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Emphasis of matter

1. On 1st October 2020, Hon'ble National Company Law Tribunal (NCLT), Mumbai bench, had admitted the petition for initiating Corporate Insolvency Resolution Process (CIRP) against the holding company under section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) vide its Order dated 1st October, 2020 and appointed Mr. Milind Kasodekar as the Interim Resolution Professional in terms of the IBC. Subsequently Mr. Milind Kasodekar was confirmed as the Resolution Professional (RP) in the 1st Committee of Creditors (COC) meeting held on 4th November 2020.

   Our opinion remains unmodified in respect of the matters above.

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

   Our opinion remains unmodified in respect of the matters above.

3. In the Independent Auditor's Report of five out of the seven subsidiaries, not audited by us, the companies are in continued loss situation and are financially dependent on the funds injected by the shareholders, Until the companies get financial stability, their management shall inject the necessary funds to meet liabilities as they fall due. However, their auditors have not received any assurance from their management for the same.

   Our opinion on the consolidated annual financial results is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial results/financial information certified by the Management.

Other Matters

(a) The consolidated annual financial results include the audited financial results of 7 subsidiaries, whose financial statements/financial information reflect total assets (before consolidation adjustments) of Rs 152.39 Crores as at 31st March 2021, total revenue (before consolidation adjustments) of Rs 7.08 Crores and total net loss after tax (before consolidation adjustments) of Rs 14.52 Crores for year ended 31st March 2021 and net cash inflows of Rs 2.48 Crores for the year ended on that date, as considered in the consolidated annual financial results, which have been audited by their respective independent auditors. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated annual financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates is based solely on the audit reports of the other auditors.

(b) The accompanying consolidated financial results include the Group's share of Net Loss after tax of Rs. 0.37 Crores for the year ended on that date, in respect 2 Joint Ventures, which have been audited by other auditors, whose financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these jointly controlled entities and associates is based solely on the reports of such other auditors and the procedures performed by us are as stated in paragraph above.

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(c) The consolidated annual financial results include the results for the quarter ended 31st March 2021 being the balancing figure between the audited figures in respect of the full financial year and the published audited year to date figures up to the third quarter of the current financial year.

For **Todarwal & Todarwal LLP**
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