



ANNEXURE – V
REPORT ON CORPORATE GOVERNANCE

The Board of Directors of your Company has taken adequate steps to adhere to all the compliances as laid down in the Clause 49 of the Listing Agreement with BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the report containing the details of Corporate Governance, as stated here below:

1. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

We, Uttam Galva Steels Limited, feel that the Corporate Governance is a process which enables the Company to operate in a systemic manner to meet its ethical, legal and business expectations and at the same time fulfill its social responsibilities. The core value of Corporate Governance lies in integrity, transparency, accountability, high degree of disclosures, emphasis on product quality, adopting best business practices.

2. BOARD OF DIRECTORS:

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

i. Composition of the Board:

Your Company maintains optimum combination of Executive and Non-executive Independent directors with at least one woman director on the Board. As on 31st March, 2015 the Board consisted of 8 Directors with considerable experience in their respective fields. Of these 4 are Non- Executive Independent Directors including a Woman Director on the Board of the Company. Accordingly, the composition of the Board is in conformity with clause 49 of the listing Agreement entered into with the stock Exchanges.

ii. The details of the directorship / Committee chairmanship and memberships held by the directors in other Companies and attendance record of them at the Board meeting and at the last AGM:

Sr. No.	Name of Directors	Promoter/ Executive/ Non-Executive/ Independent/ Nominee	*No. of Other Directorship	Chairman of the Board	Attendance at Board Meetings	Attendance at Last AGM	Board Committee of which he/she is a Member	Board Committee of which he/she is a Chairman
1.	Shri Rajinder Miglani	Non- Executive Chairman (Promoter)	10	3	4	Yes	3	1
2.	Shri O P Gahrotra	Independent Director	5	-	3	Yes	3	1
3.	Shri D L Rawal	Independent Director	2	-	4	No	3	1
4.	Shri S T Parikh	Independent Director	1	-	4	Yes	4	4
5.	**Smt. Swarna Prabha Sukumar	Additional Director	-	-	4	No	-	-
6.	Shri Anuj R Miglani	Managing Director (Promoter)	12	-	3	Yes	4	-
7.	Shri Ankit Miglani	Dy. Managing Director (Promoter)	12	-	3	Yes	1	-
8.	Shri G S Sawhney	Director (Finance) & Group CFO	2	-	4	Yes	-	-

*The Directorship includes Private Limited Company and excludes Section 8 Companies as per the Companies Act, 2013.

** Smt. Swarna Prabha Sukumar was appointed as an Additional Director on 4th November, 2014 after she vacated office as LIC Nominee Director on 3rd November, 2014.

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iii. Meetings

The Board of Directors of the Company met four times during the Financial Year 2014-15 on following dates:

- 1) 30.05.2014 2) 08.08.2014 3) 04.11.2014 4) 06.02.2015

iv. Disclosure of relationships between Directors:

Shri Rajinder Miglani – Non Executive Chairman of the Company is the Father of Shri Anuj R Miglani – Managing Director and Shri Ankit Miglani-Dy. Managing Director of the Company. Except for the abovementioned Directors, none of the other Directors are related to each other.

v. Disclosure for Independent Directors:

During the year under review, a separate Meeting of Independent directors was held on 6th February, 2015 and all independent directors were present in that meeting.

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

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee (NRC) has laid down the criteria for performance evaluation of the Independent Directors which are as follows:

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

3. AUDIT COMMITTEE:

i. Brief Description of Terms of Reference:

Your Company has constituted a well-qualified and independent Audit Committee in line with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges read with Section 177 of the Companies Act, 2013 and rules made thereunder. All the members of the Committee are Independent Directors including Chairman. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc.

The terms of reference of the Audit Committee are as per the guidelines set out in the clause 49 of the listing agreement with the stock exchanges read with section 177 of the Companies Act, 2013, which *inter alia* includes overseeing the Company's financial reporting process, reviewing with the management the financial statements and the adequacy of the internal audit function, internal control and to discuss significant internal audit findings, statutory compliance and issues related to risk management and compliances.

ii. Composition, Name of Members & Chairperson:

Audit Committee comprises of three Independent Directors who are financially literate and possess sound knowledge of accounts, audit, finance etc.



Composition of the Audit Committee of Directors and details of meetings attended by the Directors during the year under review.

Sr. No.	Name of Directors	Position	No. of Meetings attended
1.	Shri S. T. Parikh	Chairman	4
2.	Shri O P Gahrotra	Member	3
3.	Shri D L Rawal	Member*	3

*Shri D L Rawal was appointed as member of Audit Committee in the Board Meeting held on 30th May, 2015 in place of Shri P G Kakodkar.

The Director & Group CEO, Director (Finance) & Group CFO, the Internal Auditor and Statutory Auditors are Permanent invitees to the meetings of the Audit Committee.

Mr. S T Parikh Chairman of Audit Committee was present in the Annual General Meeting held on 23rd August, 2014 as per Clause 49(II)(A)(4).

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

The Cost Auditors appointed by the Company under Section 148 of the Companies Act, 2013 attends the Audit Committee Meeting whenever cost Audit Report is discussed.

Shri R Agrawal, President & Company Secretary acts as the Secretary to the Audit Committee.

iii. Meetings:

During the Financial Year 2014- 15, the Audit Committee met four times on following dates:

- 1) 30.05.2014 2) 08.08.2014 3) 04.11.2014 4) 06.02.2015

4. NOMINATION & REMUNERATION COMMITTEE

i. Brief Description of Terms of Reference:

Your Company has set up the Nomination & Remuneration Committee as prescribed under the Clause 49 of the Listing Agreement and Section 178 of the Companies Act, 2013. The terms of reference is to formulate the Company's policy on determining qualifications, Positive attributes and independence of directors, to formulate the criteria for evaluation of Independent Directors and also to approve the remuneration to Directors, Managerial personnel and other employees.

ii. Composition, Name of Members & Chairperson:

All the members of the Nomination & Remuneration Committee are Non-Executive Independent Directors. Composition of the said Committee of Directors and details of meetings attended by the Directors during the year under review

Sr. No.	Name of Directors	Position	No. of Meetings attended
1.	Shri S T Parikh	Chairman	2
2.	Shri D L Rawal	Member	1
3.	Smt. Swarna Prabha Sukumar	Member	2

iii. Meetings :

During the Financial Year 2014-15, the Nomination & Remuneration Committee met two times on the following dates:

- 1) 30.05.2014 2) 04.11.2014

iv. Remuneration Policy:

To determine the remuneration of the Directors, Key Managerial Personnel (KMP) and Senior Executives of the Company, a Remuneration Policy has been framed by the Nomination & Remuneration Committee and approved by the Board with the following objectives:

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- To ensure that Whole Time Directors, Key Managerial Personnel and Senior executives of high caliber are being attracted and retained and are sufficiently compensated for their performance.
- The Policy seeks to provide criteria for determining qualifications and positive attributes of the employees.
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down in the Policy.
- Evaluate the performance of the Whole time Directors, Key Managerial Personnel and Senior executives.
- To recommend to the Board on Remuneration payable to the Whole time Directors, Key Managerial Personnel and Senior Executives.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Whole time Directors, Key Managerial Personnel and Senior Executives.

v. Details of Remuneration to all the Directors:

The details of the remuneration paid to all the Directors are broadly given in point no. (VI) of the Form MGT-9, Extract of Annual Return which is annexed to the Directors' Report.

vi. Disclosures regarding Directors appointment & re-appointment:

During the year Shri G S Sawhney was appointed as Whole-time Director designated as Director (Finance) & Group CFO with effect from 30th May, 2014.

Smt. Swarna Prabha Sukumar was appointed as an Additional Director with effect from 4th November, 2014 after she vacated the office as LIC Nominee Director on 3rd November, 2014.

Shri P G Kakodkar and Shri S G Tudekar have resigned from the Board with effect from 30th May, 2014 and 27th October, 2014 respectively.

In accordance with the requirements of the Companies Act, 2013 and the Articles of Association of the Company Shri Rajinder Miglani retires by rotation and being eligible have offered himself for reappointment.

Brief profile of the Directors being appointed/reappointed are as follows:

Name of Directors	Brief Resume	Nature of expertise/ (Share Holding)	The details of the Directorships / Committee Memberships/chairmanship in other Companies
Shri Rajinder Miglani	He is an Industrialist and joined the Board as the Promoter Director since the inception of the Company. He is a graduate and having more than 49 years of experience in the Steel Industry.	Industrialist (1391855 Equity Shares.)	<ul style="list-style-type: none"> o Uttam Value Steels Limited o Uttam Galva Metallics Limited o Shree Uttam Steel and Power Limited o Mig Oil & Gas Limited o Real ID Limited o Uttam Galva Ferrous Limited o Paritosa Properties Private Limited o Revive Buildzone and Dealers Private Limited o Heli Properties Private Limited o Vibrant Realty & Infrastructure Limited o M. Visvesvaraya Industrial Research and Development Centre

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9. GENERAL BODY MEETINGS:

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

Financial Year	Day, Date and Time	Time	Location	Number of Special Resolution Passed
2011-2012	27 th AGM held on Saturday, the 21 st July, 2012	11:00 a.m	M C Ghia Hall, 18/20, K Dubhash Marg, Mumbai 400 001.	1
2012-2013	28 th AGM held on Saturday, the 17 th August, 2013.			1
2013-2014	29 th AGM held on Saturday, the 23 rd August, 2014			1

Note: All the Resolutions set out in the respective Notices for the above Meetings were duly passed by the Shareholders with the requisite majority in each case.

ii. Special Resolution through Postal Ballot: -

Last year, the Company has passed a Special resolution through postal ballot under section 180(1)(c) of the Companies Act, 2013 to authorize the Board of directors to create the charge/ mortgage/ disposal / sale the property(ies) of the Company. The details of the voting pattern in respect of the said Special Resolution is as under:

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on Out standing shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/ (1)]* 100	(4)	(5)	(6)=[(4)/ (2)] *100	(7)=[(5)/ (2)] *100
Promoter and Promoter Group	86594151	86594151	100.00	86594151	0	100.00	0.00
Public – Institutional holders	39001564	342719	0.88	0	342719	0.00	100.00
Public-Others	16664388	691939	4.15	689737	2202	99.68	0.32
Total	142260103	87628809	61.60	87283888	344921	99.61	0.39

Postal Ballot process was done as per provisions of the Companies Act, 2013 and rules made thereunder, through the Postal ballot forms and e-voting. Mr. Jigar Kumar Gandhi- JNG & Co., Practising Company Secretaries had conducted the Postal ballot process and the said resolution was passed with the requisite majority.

10. DISCLOSURES:

i. Disclosure of Accounting Treatment

In the preparation of Financial Statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accounts of India (ICAI).

ii. Disclosure on Materiality significant Related Party Transactions

There were no materially significant related party transactions during the year having potential conflict with the interest of the Company at large. The Company has formulated the Policy on Materiality of Related party



transactions to decide the materiality for the related party transaction and to deal with related party transaction. The said Policy has been posted on the website of the Company. Web link is http://www.uttamgalva.com/investors/pdf/policies/Policy_materiality_related_party_transaction.pdf.

iii. Disclosure on Requirements of the Listing Agreement

The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges, SEBI Regulations and/ or any other statutory authority. No penalties or strictures have been imposed by SEBI, Stock Exchanges or any other statutory authority on matters relating to capital markets during last three years.

iv. Disclosure on Risk Management

The Company has laid down procedures to inform the Board of Directors about the Risk Assessment and Minimization Procedure. These procedures are periodically reviewed by the Board to ensure that Executive management controls risk through means of a properly defined framework.

v. Whistle blower & Vigil Mechanism

The Company recognizes the value of transparency and accountability in its administrative and management practices. The Company promotes the ethical behavior in all its business activities. The Whistle blower Policy and Vigil Mechanism has been laid down by the Company in view to provide a mechanism for the directors and employees of the Company to approach to the person authorized by the Audit Committee of the Company to report existing/probable violations of laws, rules, regulations or unethical conduct. Each and every employee has access to the Audit committee. It is confirmed that no personnel has been denied access to the Audit Committee.

vi. Details of the Compliance with Mandatory and Non-mandatory requirements of clause 49 of the Listing Agreement.

During the Financial year under review, your Company has duly complied with all the mandatory requirements of Clause 49 of the Listing Agreement.

Following is the status of the compliances with Non-mandatory requirements.

- During the year under review there is no audit qualification on the Company's financial statements.
- The Chairman of the Board as a Non-executive Chairman and his position is separate from that of the Managing Director and CEO of the Company.
- The Internal Auditor reports to the Audit Committee of the Company.

11. MEANS OF COMMUNICATION

i. Quarterly Results:

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board.

ii. News papers wherein results normally published:

Un-audited and Audited Financial Results are published in Free Press Journal (English) having all India coverage and Navshakti (Marathi) local newspaper.

iii. Website:

The Company's website (www.uttamgalva.com) contains section called 'Financials' and 'Investors' which give information on Audited and Un-audited financial results, Annual Report(s) and various policies applicable to the Company.

iv. Official News Releases:

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

v. Presentations:

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

vi. Email id: shares@uttamgalva.com

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12. GENERAL SHAREHOLDERS' INFORMATION

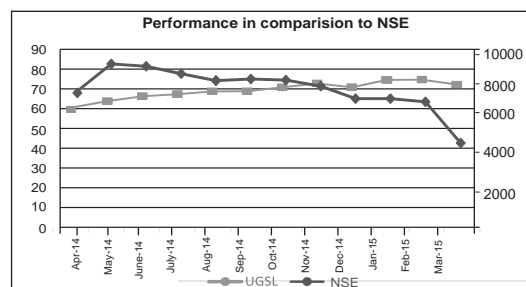
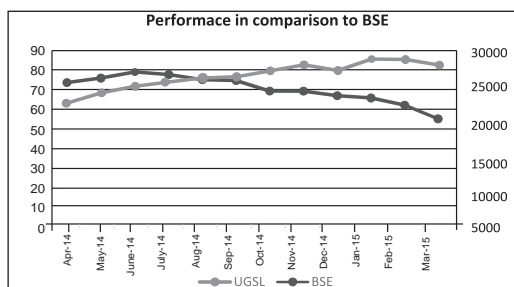
i.	Annual General Meeting (Date, Time and Venue)	29 th August, 2015, at 11.00 am at M C Ghia Hall, 18/20,K Dubhash Marg, Mumbai- 400 001.
ii.	Financial Year	1 st April, 2014 to 31 st March, 2015
iii.	Date of Book Closure	From 24 th August, 2015 to 29 th August, 2015 (both days inclusive)
iv.	Dividend Payment Date	Not Applicable
v.	Listing on Stock Exchanges and Stock Codes	BSE Ltd. (BSE) : 513216 National Stock Exchange of India Ltd (NSE) : UTTAMSTL
vi.	Registrar and Share Transfer Agent	Universal Capital Securities Private Limited 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Tele No.: 28207203/05 E-mail: info@unisec.in
vii.	Share Transfer System	Request sent for share transfer in physical form are registered and the Certificates have been duly issued by our Registrars and Share Transfer Agent within the period of 15 days of receipt of the documents, provided documents received are found in order. Shares under objections are returned to the persons who have lodged it. The Share Transfer Committee meets generally on fortnightly basis to consider the transfer proposals
viii.	Dematerialization of Shares and Liquidity	Nearly 98.95% of total Equity Share Capital is held in dematerialized form with National Securities Depository Limited and Central Depository Services (India) Limited.
ix.	Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity	Nil
x.	Plant Locations	Khopoli - Pen Road, Donvat, Dist.-Raigad, Maharashtra Khopoli - Pali Road, Dahivali, Dist.-Raigad Maharashtra
xi.	Address for correspondence	Registered office : Uttam House, 69, P.D'Mello Road, Mumbai-400009. Email : shares@uttamgalva.com Website : www.uttamgalva.com



xii. Market Price Data: High, Low of each month during the financial year 2014-2015:

Month	Quotation at BSE Ltd.		Quotation at National Stock Exchange of India Ltd.	
	HIGH	LOW	HIGH	LOW
April, 2014	79.55	66.35	70.4	66.95
May, 2014	88.7	65.4	83.55	79.25
June, 2014	89.75	75.1	81.4	79.3
July, 2014	91.75	71	77.9	76
August, 2014	84.45	72.1	75	72.55
September, 2014	85.5	71.45	75.75	73.25
October, 2014	75.5	67.2	75.4	72.7
November, 2014	76	68.1	72.25	70.1
December, 2014	77.45	61.3	66.45	64.55
January, 2015	74.9	62.1	66.8	64.3
February, 2015	67.45	60.25	65.3	62.8
March, 2015	68	40.65	46.55	44.55

xiii. Performance in comparison to BSE and NSE indices.



xiv. Distribution of Shareholding:

The Shareholding distribution of Equity Shares as on 31st March, 2015 is given here below:

Sr. No.	Nominal value of shares	No. of Shareholders	No. of Shares	Percentage of Shareholding
1	UPTO - 5,000	24315	3580852	2.52
2	5,001 - 10,000	1637	1353099	0.95
3	10,001 - 20,000	699	1099451	0.77
4	20,001 - 30,000	197	510934	0.36
5	30,001 - 40,000	93	334415	0.24
6	40,001 - 50,000	70	330071	0.23
7	50,001 - 1,00,000	131	972707	0.668
8	1,00,001 ABOVE	126	134078574	94.25
	TOTAL	27268	142260103	100

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xv. Code of Conduct:

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

All Board Members and Senior Management Personnel have affirmed compliance with the Code on annual basis. A declaration to this effect signed by the Managing Director of the Company is given below:

Declaration on Code of Conduct

I hereby declare that the Company has obtained affirmation from all the members of the Board and Senior Management Personnel that they have complied with the Code of Business Conduct & Ethics for Board Members/ Senior Management Personnel in respect of the financial year 2014-15.

I further declare that the said Code of Conduct have been posted on the website of the Company in accordance with the Clause 49 of the Listing Agreement.

Mumbai
22nd May, 2015

Anuj R Miglani
Managing Director

xvi. CEO & CFO Certification:

Shri Anuj R Miglani, Managing Director and Shri G. S. Sawhney, Director (Finance) & Group CFO of the Company have given annual certification on financial reporting and internal controls to the board in terms of Clause 49 of the Listing Agreement. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement

xvii. Auditors' Certificate on Corporate Governance:

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

We have examined the compliance of the conditions of Corporate Governance by **UTTAM GALVA STEELS LIMITED** for the Financial Year ended 31st March, 2015, as stipulated in Clause 49(as amended) of the Listing Agreement of the said Company, with the Stock Exchanges.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

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

For M/s. Prakash Muni & Associates
Chartered Accountants
Firm Registration No. 111792W

Place: Mumbai
Date : 22nd May, 2015

Sd/-
Prakash R. Muni
Partner
Membership No. 30544