



## UTTAM VALUE STEELS LIMITED

CIN:- L27100MH1970PLC014621

Registered Office: 4<sup>th</sup> Floor, Uttam House 69, P. D'Mello Road, Mumbai - 400009

### EGM NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of Uttam Value Steels Limited ("Company"), will be held at 10.30 A.M. on Saturday, the 21<sup>st</sup> day of January, 2017, at M. C. Ghia Hall, 18/20, K. Dubhash Marg, Mumbai- 400 001 to transact the following Special Business:

#### SPECIAL BUSINESS:

1. **CONVERSION OF LOAN INTO EQUITY SHARES OF THE COMPANY TO THE LENDERS UNDER STRATEGIC DEBT RESTRUCTURING (SDR) SCHEME, RBI CIRCULAR:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42,62 and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations, 2015"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("SEBI SAST Regulations, 2011"), and the regulations for preferential issue of shares prescribed under Chapter VII "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations, 2009"), provisions of the Master Circular - Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances bearing reference no. DBR. BP.BC. No.101/21.04.132/2014-15 dated June 8, 2015 ("**RBI Circular**") as issued by the Reserve Bank of India ("**RBI**") (including any amendments there to), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the RBI, etc., and subject to the approvals, permissions, sanctions and consents as may be necessary from such regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India, Joint Lenders Forum ("**JLF**"), etc.) and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents and all such other approvals (including approvals of the existing lenders of the Company), which may be agreed to by the Board of Directors of the Company (here in after referred to as the "**Board**", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and pursuant to the invocation of the provisions of strategic debt restructuring by the JLF (as approved in the meeting of the JLF held on 27<sup>th</sup> June, 2016) in terms of the RBI Circular, the consent of the Members of the Company be and is hereby accorded to the Board of the Directors of the Company to offer, issue and allot, in one or more tranches 687,77,93,737 Equity Shares of face value of INR 1/- (Indian Rupees One) each, fully paid up, at a price of INR 1/- per equity share, as determined in accordance with the RBI Circular to its lenders on preferential basis, in such manner and on such other terms and conditions of the Board may, in its absolute discretion, think fit, as may be mutually agreed between the Company and the JLF, so that the outstanding amounts to the extent of INR 687,77,93,737/- (Indian Rupees Six Hundred Eighty Seven Crores Seventy Seven Lakhs Ninety Three Thousand Seven Hundred Thirty Seven only ) payable to such lenders by the Company is converted into equity shares of the Company enabling the lenders collectively to hold not less than 51% of the total equity share capital of the Company.

**RESOLVED FURTEHR THAT** the "Reference Date" in relation to pricing of the aforesaid issue and allotment of Equity Shares, in accordance with RBI Circular would be 27<sup>th</sup> June, 2016 being the date when the Joint Lenders Forum (JLF) accorded its approval to invoke SDR.



**RESOLVED FURTEHR THAT** the Equity Shares to be so issued and allotted as above shall be listed and traded on all Stock Exchanges on which existing shares of the Company are listed.

**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTEHR THAT** the Equity Shares to be so issued and allotted as above, shall be subject to the lock in as per the provisions of SEBI (ICDR) Regulations, 2009, as amended from time to time.

**RESOLVED FURTHER THAT** in the event the Lenders decide not to proceed with the conversion of loan into equity and authorize the company to allot such shares directly to a New Investor, the Board be and is hereby authorized to allot such shares directly to the New Investor.

**RESOLVED FURTHER THAT** if any lender does not convert overdues outstanding amount to equity as mentioned under SDR, other lenders have option to increase its conversion amount subject to maximum of non-converted amount.

**RESOLVED FURTHER THAT** the equity shares arising out of proposed issue shall rank pari passu in all respects with the then existing equity shares in the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution(s), the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the equity shares to be issued and allotted to the lenders upon conversion of their outstanding due amounts (or part thereof) and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, RBI, JLF, etc.) and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the equity shares and to execute all such deeds, documents, writings, agreements, applications, including but not limited to share subscription agreements, in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee of directors or any one or more directors/ key managerial personnel/ officers of the Company."

**By Order of the Board  
Uttam Value Steels Limited  
Sd/-**

**Ram Gaud  
Sr. General Manager & Company Secretary**

**Registered Office:**

Uttam House, 4<sup>th</sup> Floor, 69, P.D'Mello Road,  
Mumbai - 400 009

**23<sup>rd</sup> December, 2016**

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers and for those who hold shares in physical form are requested to write the folio no. on the attendance slip for easy identification of attendance at the meeting.
3. The Notice is being sent to all members whose name appeared in the Register of Members as on 23<sup>rd</sup> December, 2016.



4. All documents referred to in the notice and accompanying explanatory statement are open for the inspection at the Registered Office of the Company on all working days upto the date of EGM.
5. The statement of material facts pursuant to Section 102 (1) of the Companies Act, 2013, setting out the material facts in respect of the business under all items is annexed hereto.
6. In case of joint holders attending the Extra-ordinary General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members may also note that the Notice of the EGM will be available on the Company website [www.uttamvalue.com](http://www.uttamvalue.com). The Notice will also be available at the Company's registered office for inspection during normal business hours on working days. Members may write to us at [investor@uttamvalue.com](mailto:investor@uttamvalue.com) if they have any queries or require communication in physical form in addition to electronic communication.
8. The instrument appointing the proxy, duly, completed, stamped and signed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The Proxy form for the EGM is enclosed herewith. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Extra-ordinary General Meeting.
9. Members are requested to make all correspondences pertaining to shares to the Company's Registrar & Transfer Agent.
10. The entire document referred to in the Notice will be available for inspection at the Company's registered office during normal business hours.
11. The Company is providing its members the facility to cast their vote on the Resolution by electronic means ("E- Voting").
12. In terms of Section 108 of the Companies Act, 2013 read with Rule-20 of the Companies (Management and Administration) Rules Act, 2014 the Company has engaged the services of CDSL to provide the facility of electronic voting ('e-voting ') in respect of the resolution proposed at this EGM. The Board of Directors of the Company has appointed CS. V.B. Kondalkar, from V. B. Kondalkar & Associates, Practicing Company Secretary, for conducting the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same.
13. Shareholders shall have one vote per share as shown against their holding. The Shareholders can vote for their entire voting rights as per their discretion.
14. Members who have not registered their e-mail address so far are requested to register their e-mail address so that they can receive any communication from the Company electronically.
15. All Members are requested to kindly notify the changes including email address and all queries relating to Share Transfer and allied subject should be addressed to :-

Bigshare Services Pvt. Ltd  
E-2, Ansa Industrial Estate, Sakivihar Road,  
Sakinaka, Andheri (East) Mumbai-400072  
Phone No: 022 - 40430200  
Fax No. 022 - 2847 5207  
Email Id:- [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

#### **INSTRUCTIONS FOR ELECTRONIC VOTING {E-VOTING}**

##### **Voting through Electronic Means:**

1. In Compliance with provisions of Section 108 of the Companies Act, 2013 and rule 20 of the Companies Act (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company has provided "remote e-voting" ( e-voting from place other than venue Extra-ordinary General Meeting) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically on the Resolution mentioned in the Notice of the Extra-ordinary General Meeting (EGM) of the Company dated 23<sup>rd</sup> December, 2016 (the EGM Notice). The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).



2. The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the Extra-ordinary General Meeting. The Members attending, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM.
3. Members can opt for only one mode of voting i.e. either through remote e-voting or through ballot/polling paper at Meeting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through ballot/polling paper at meeting shall be treated as Invalid.
4. The remote e-voting period commence on 17<sup>th</sup> January, 2017 (10.00 a.m) and ends on 20<sup>th</sup> January, 2017 (5:00 p.m). During this period members of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date 14<sup>th</sup> January, 2017, may cast their vote by e-voting. Once the vote on a resolution is cast by the members, the member shall not be allowed to change it subsequently. The Remote e-voting module shall be disable by CDSL for voting thereafter. Shri V. B. Kondalkar, V. B. Kondalkar & Associates., Practicing Company Secretaries, Mumbai, has been appointed as the scrutinizer to scrutinize the voting process in a fair and transparent manner.

**The process and manner for remote e-voting are as under**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (ii) Click on “Shareholders”
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) 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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company /Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details OR 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. <ul style="list-style-type: none"><li>• 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).</li></ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen.



However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (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 for the relevant <Company Name> 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Note for Non - Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sr. no. (i) to sr. no. (xix) above to cast vote.
- (B) The remote e-voting period commence on 17<sup>th</sup> January, 2017 (10.00 a.m) and ends on 20<sup>th</sup> January, 2017 (5:00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, 14<sup>th</sup> January, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

### Item No. 1

The Company has availed financial assistance from Banks / Financial Institutions (The Lenders) for the purpose set forth in the respective financing documents entered into amongst, inter-alia, the Company and the lenders. Owing to adverse market conditions prevailing in the steel industries and consequent impact on the operation, the Company has not been able to perform satisfactorily, leading to significant decline in the operating profits and liquidity in the Company and consequently, the Company has not been able to service its maturing liabilities.

In view of the above, the debt servicing ability of the Company was impaired and Lenders Consortium decided to implement Strategic Debt Restructuring (SDR) in terms of RBI Circular dated 8<sup>th</sup> June 2015 and amendments thereof issued by RBI. Subsequently, during the JLF Meeting held on 27<sup>th</sup> June, 2016, SDR Lenders have resolved for invoking SDR based on approval from their respective Competent Authorities. As a result, Date of Reference, for asset classification purpose and for determining the timeline, is to be taken as 27<sup>th</sup> June, 2016.

As per sections 42, 62 and other applicable provision of the Companies Act, 2013 and rules made there under, SEBI (ICDR) Regulations, 2009, SEBI (LODR) Regulations, 2015, SEBI (SAST) Regulations, 2011, RBI Guidelines and other provisions of the applicable laws, the approval of shareholders is required for issuance and allotment of INR 687,77,93,737/- (Indian Rupees Six Hundred Eighty Seven Crores Seventy Seven Lakhs Ninety Three Thousand Seven Hundred Thirty Seven only ) fully paid up equity share of face value of Re. 1/- each at a price of Rs 1/- per share on preferential basis to the SDR Lenders which shall entitle them to hold not less than 51% of the paid up share capital of the Company as mandated under RBI Circular and guidelines applicable for Strategic Debt Restructuring (SDR).

The consideration of allotment of said shares is agreed to be paid by the JLF lenders by conversion of loans granted to the Company amounting to Rs. INR 687,77,93,737/- into 687,77,93,737 fully paid up equity share of face value of Re. 1/- each as per the SDR Scheme. The conversion of debt into equity shares of the Company shall either be pro-rata to the debt owed by the Company to each lender or in such other proportion as the SDR Lenders may inter-se agree and notify to the Company in the notice of conversion given by the Lenders to the Company.

**The disclosure in compliance with Regulation 73 of the SEBI (ICDR) Regulations, 2009 are as follows:**

#### **1. Object of the issue**

The purpose of the proposed issue and allotment of equity shares is to convert outstanding debt of Rs. 687,77,93,737/- into 687,77,93,737 fully paid up equity share of face value of Re. 1/- each at a price of Rs 1/- per share i.e., the price determined in compliance with the RBI notification dated 8<sup>th</sup> June, 2015 and amendments thereof.

#### **2. Reference date and Pricing of shares to be issued**

Since the preferential allotment is to be made as per the SDR Scheme, the reference date for the purpose of calculating the price of equity shares to be issued will be the date on which JLF accorded its approval to invoke SDR i.e. 27<sup>th</sup> June, 2016.

Under the SDR Scheme, subject to the floor of 'Face Value', conversion of outstanding debt into equity share should be at a 'Fair Value' which will not exceed the lowest of the following:

- a. 'Market Value': average of the closing price of the equity shares of the Company on a recognized stock exchange during the 10 trading days preceding the 'reference date':- Rs.1.65/- per share, or
- b. 'Break-up value'; book value per share to be calculated from the Company's latest audited balance sheet (without revaluation reserves, if any) adjusted for cash flows and financials post the earlier restructuring:- Nil (Being Negative).



The regulations of Chapter VII of SEBI ICDR Regulations shall not apply since the proposed preferential issue and allotment of equity shares to JLF is pursuant to conversion of debt as part of SDR Scheme and in compliance with the following conditions:

- a. Conversion price of the debt into equity shares is at the face value of Rs.1 /- per share.
- b. Conversion price of the debt into equity shares has been certified by the two independent valuers as defined under SEBI (Issue of Sweat Equity) Regulations, 2002.
- c. Aforesaid Equity shares proposed to be issued shall be locked in for a period of one year from the date of trading approval granted from both the Stock Exchanges i.e. National Stock Exchange of India Limited and Bombay Stock Exchange Limited. However, for the purpose of transferring the control, lenders may transfer their shareholding to an entity before completion of locked- in period subject to the continuation of the lock-in on such shares for the remaining period with the transferee.

### 3 Class of persons to whom the allotment is proposed

The proposed preferential issue and allotment of equity shares would be made to SDR Lenders, as mutually agreed between JLF and Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include any Committee which the Board has constituted or may constitute to exercise its powers including the powers conferred or any person duly authorised by the Board in this behalf.)

### 4 Intention of Promoter, Directors or Key Managerial Personnel (KMP) to subscribe to the offer

The Promoters, Directors or KMP do not have intention to subscribe for the shares.

### 5 Proposed time within which allotment shall be completed

The allotment of shares shall be completed within 12 months from the date of approval of the resolution by the shareholders of the Company. Since the proposed allotment is pursuant to SDR Scheme, the requirement of SEBI (ICDR) Regulations is not applicable in this case.

### 6 The change in control, if any, in the Company that would occur consequent to preferential offer:

In terms of RBI Circular, SDR Lenders will hold not less than 51% of paid up share capital of the Company subsequent to proposed issue notwithstanding the current holding of promoters. However, as per the current guidelines the management control of the Company will remain with existing management of the Company. Subsequently, SDR lenders shall have right to divest their holding in the equity shares of the Company to New Investor(s) in accordance with RBI Circular.

### 7 The number of persons to whom allotment on preferential basis have already been made during the year in terms of number of securities as well as price

During the year, Company has not made any allotment on preferential basis to any person.

### 8 The pre-issue and post-issue shareholding pattern of the Company in following format (based on shareholding pattern as on 23<sup>rd</sup> December 2016):

Sr. No	Category of Investor	Pre-Issue shareholding		Post-Issue shareholding	
		No. of Shares	%	No. of Shares	%
<b>A</b>	<b>Promoters and Promoters Group (Indian)</b>				
a.	Individual	0	0	0	0
b.	Bodies Corporate	3047361160	46.12	3047361160	22.60
	<b>Sub Total (A)</b>	<b>3047361160</b>	<b>46.12</b>	<b>3047361160</b>	<b>22.60</b>
<b>B</b>	<b>Non-Promoters' holding:</b>				
1	Institutional Investors	34151545	0.52	34151545	0.25
2	Non-Institution Investors:				



a.	Bodies Corporate	1255707550	19.00	1255707550	9.31
b.	Indian Public	541308802	8.19	541308802	4.02
c.	NRIs	37586872	0.57	37586872	0.28
d.	Others	690647476	10.45	690647476	5.12
	<b>Sub Total (B)</b>	<b>2559402245</b>	<b>38.73</b>	<b>2559402245</b>	<b>18.98</b>
<b>C</b>	SDR Lenders	1001312930	15.15	7879106667	58.42
	<b>Grand Total (A)+(B)+(C)</b>	<b>6608076335</b>	<b>100.00</b>	<b>13485870072</b>	<b>100.00</b>

The figures mentioned in above table assumes:

- Issue and allotment of 687,77,93,737 equity shares or as may be mutually agreed between JLF and the Board.
- The holding of other shareholders do not change.

As per the RBI Circular, acquisition of 51% equity by the SDR lenders pursuant to proposed preferential allotment on account of conversion of debt into equity under SDR is exempted from the obligation to make open offer in terms of SEBI (SAST) Regulations.

## 9. Voting Rights

Voting rights will change according to the change in the shareholding pattern mentioned above

## 10 Auditors Certificates

The Valuation Certificate of two Independent Valuers certifying the Conversion Price shall be open for inspection at the registered office of the Company on all working days except Saturdays, Sundays and Public holidays between 11.00 a.m. to 1.00 p.m. till the date of Extra-Ordinary General Meeting and shall also be placed at the Extra-Ordinary General Meeting.

Pursuant to section 62 of the Companies Act, 2013 and the provisions of SEBI (LODR) Regulations 2015 when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be first offered to the existing shareholders of such Company in the manner laid down in Section 62 unless the shareholders decide otherwise. Since the resolution proposed in the notice results the issue of equity shares otherwise than to the members of the Company, the consent of the shareholders is being sought by passing of the Special Resolution.

The Board of Directors recommends the resolutions for member's approval.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution except to the extent of their shareholding in the Company.

**By Order of the Board**  
**Uttam Value Steels Limited**  
Sd/-  
**Ram Gaud**  
**Sr. General Manager & Company Secretary**

## Registered Office:

Uttam House, 4<sup>th</sup> Floor,  
69, P. D'Mello Road,  
Mumbai - 400 009  
23<sup>rd</sup> December, 2016.





# UTTAM VALUE STEELS LIMITED

Registered Office: 4<sup>th</sup> Floor, Uttam House 69, P. D'Mello Road, Mumbai - 400009

## Form No. MGT-11

### PROXY FORM

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

CIN : **L27100MH1970PLC014621**  
**Name of the Company** : Uttam Value Steels Limited  
**Registered office** : 4<sup>th</sup> floor, Uttam House, 69, P. D'Mello Road, Mumbai : 400 009.  
 Tel. No. 022- 66563500 Fax No.: 022- 23485025,  
 E-Mail:investor@uttamvalue.com, Website: www.uttamvalue.com

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

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

1 Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_ or failing him

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_ or failing him

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra –ordinary General Meeting of Uttam Value Steels Limited to be held on 21<sup>st</sup> January, 2017 at 10.30 a.m. at “M. C. Ghia Hall, 18/20, K. Dubhash Marg, Mumbai – 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	
Special Business	
1.	Conversion of Loan into Equity Shares of the Company

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

Signature of Shareholder .....

Signature of Proxy holder(s) .....



#### Notes:

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

## IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs undertook a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the companies and has issued circular Nos. 17/2011 dated 21-4-2011 and 18/2011 dated 29-4-2011 stating that service of notice / documents including Annual Report can be sent by electronic mode to its members.

To support this Green initiative of the Government in full measure, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses and changes therein from time to time along with their name, address and Folio No./Client Id Nos., in respect of their shareholding with:

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

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

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

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

-----Cut here-----

### REGISTRATION FORM FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

**M/s. BIGSHARE SERVICES PRIVATE LIMITED**

**(Unit: Uttam Value Steels Limited)**

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

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

Name of First Member

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Joint Holder - 1

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Joint Holder - 2

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E-mail id for registration

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Date: \_\_\_\_\_ Signature (1st holder) \_\_\_\_\_

Regd. Folio /Client Id No. \_\_\_\_\_



# UTTAM VALUE STEELS LIMITED

Registered Office: 4<sup>th</sup> Floor, Uttam House 69, P. D'Mello Road, Mumbai - 400009

## ATTENDANCE SLIP

CIN : L27100MH1970PLC014621  
Name of the Company : Uttam Value Steels Limited  
Registered office : 4<sup>th</sup> floor, Uttam House, 69, P. D'Mello Road, Mumbai : 400 009.  
Tel. No. 022 66563500, Fax No.: 022 23485025,  
E-Mail: [investor@uttamvalue.com](mailto:investor@uttamvalue.com), Website: [www.uttamvalue.com](http://www.uttamvalue.com)

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

I / We, hereby record my / our attendance at the **Extra-ordinary General Meeting** at 10.30 a.m. on 21<sup>st</sup> day of January 2017 at M. C. Ghia Hall, 18/20 K. Dubhash Marg, Mumbai: 400 001.

Signature of Shareholder or Proxy \_\_\_\_\_

E-mail address \_\_\_\_\_

### Note:

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

*If undelivered please return to:*

**BIGSHARE SERVICES PVT. LTD**

**(UNIT: UTTAM VALUE STEELS LIMITED)**

E-2/3, Ansa Industrial Estate, Sakivihar Road,  
Sakinaka, Andheri (East)

Mumbai-400072

Phone No: 022 - 4043 0200

Fax No: 022 - 2847 5207

Email Id :- [investor@bigshareonline.com](mailto:investor@bigshareonline.com)