GALLANTT™

...Building Tomorrow

GML/KOL/2017-18
October 11, 2017

Bombay Stock Exchange Limited	National Stock Exchange of India Limited
Floor 25, P. J. Towers, Dalal Street, Mumbai – 400 001. INDIA.	"EXCHANGE PLAZA", Bandra – Kurla Complex, Bandra (East), Mumbai- 400 051. INDIA.

Kind Attn: Corporate Compliance Manager

Dear Sir,

SUB: SUBMISSION OF ANNUAL REPORTS FOR THE YEAR 2016-17.

In compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are sending herewith 13th Annual Reports of the Company for the year ended 31st March, 2017 duly approved and adopted by the Shareholders of the Company at the 13th Annual General Meeting of the Company held on September 26, 2017.

Copies of the Annual Reports are available at our website – www.gallantt.com.

Please acknowledge the receipt and oblige.

Thanking you,

Yours faithfully,
GALLANTT METAL LIMITED

GALLANTT METAL LTD.
Rajesh Upadhyaya
Company Secretary

Rajesh Upadhyaya
(COMPANY SECRETARY)
Encl: As above.

GALLANTT

GALLANTT METAL LIMITED

Annual Report 2016-17

Letter to Shareowners

Dear Shareowners

This has been an exciting year for your Company and we have delivered a good financial and operational performance. We continued to focus on cost optimisation and productivity enhancement. It has also been satisfying to witness a steady and stable growth even when external environment was volatile and largely unpredictable.

We are pleased with our performance in FY 2017 having closed the year with Profit After Tax at ₹ 2,710.25 Lacs. But we are looking forward to a stronger and even more exciting year ahead. We are today more equipped and confident that our foresight is taking us towards the right direction and long-term sustainability. With the benefits of volume growth from invested capital yet to reach their full potential, coupled with favourable demand-supply dynamics, we believe the Company has the potential to deliver even better.

Economic Outlook and Industry

Indian economy continues to remain as an economic bright spot, despite some growth moderation during 2016-17. As per the provisional estimates released by the Central Statistical Organization (CSO), India's Gross Domestic Product (GDP) grew by 7.1% y-o-y in 2016-17 compared to 8.0% in the previous year (under the new base year 2011-12). The inflation rate remained well under control and remained within the Reserve Bank of India (RBI) comfort level. The retail inflation rate measured by Consumer Price Index (CPI) came down to 3.89% in March 2017 compared to 4.83% in March 2016. However, Wholesale Price Index (WPI) rose to 5.29% in March 2017 against a decline of 1.09% in March 2016.

The lack of momentum in the global economy, lacklustre demand growth in India, and the liquidity crunch post demonetisation, all put severe pressure on our business. Our rapid capacity ramp-up together with smart management of raw materials helped us not just report sales, but generate significantly higher margins and free cash flows. Fiscal 2016-17 remained exciting for the economy, industries and country. We are encouraged by reforms including to the Goods and Services Tax (GST), initiatives to develop infrastructure and focus on providing affordable housing. These are all transformative steps, designed to strengthen the country from within and unleash its full economic potential.

Your Company's Performance

The flagship company of the Gallantt Group, Gallantt Metal is one of the leading steel producer with integrated steel manufacturing capabilities in the Western India. The company has established its presence with strong technological competencies. Poised to lead the market, Gallantt Metal has achieved stellar growth and has maintained its winning streak through the years. We venture for continued distinction in the industry supported by our four core values of transparency, strive for excellence, dynamism, and passion for learning.

Your Company has delivered good operational performance in FY 2016-17 with relentless focus on cost discipline and improved productivity across all our operations that enabled us to deliver strong earnings and record cash flow. As a result, your company reduced debt and strengthened its ability to withstand volatility in the tough and challenging commodities market during the year. During 2016-17, your company have witnessed unprecedented challenges but remained steadfast to the belief to counter these challenges with resilience. This we reflected through our strong operational performance. Our revenues stood at 61,673.14 Lakh and EBIT at 3,659.79 Lakh in the fiscal. Profit before Tax and Profit after Tax stood at ₹ 3,031.52 Lakh and ₹ 2,710.25 Lakh respectively.

I am confident that we will have a more promising year ahead of us in view of the strategies we have undertaken, the gradually developing positivity in our core operative sectors. And, finally, I would like to thank you for the unstinted support and unwavered confidence in the Company.

Yours truly,

C. P. Agrawal

Chairman

GALLANTT METAL LIMITED

Corporate Identity Number (CIN): L27109WB2005PLC101553

Corporate Profile

BOARD OF DIRECTORS

Mr. Chandra Prakash Agrawal
Chairman & Managing Director

Mr. Dineshkumar Raghubir Agarwal
Whole Time Director

Mr. Nitin M Kandoi
Director

Mr. Prashant Jalan
Director-Plant Operation

Mr. Jyotirindra Nath Dey
Non-Executive Independent Director

Mr. Prasant Kankrania
Non-Executive Independent Director

Ms. Richa Bhartiya
Non-Executive Independent Director

Mr. Mayank Daga
Non-Executive Independent Director

AUDITORS
A. K. Meharia & Associates
Chartered Accountants

COST AUDITORS
U. Tiwari & Associates
Cost Accountants

CHIEF FINANCIAL OFFICER
Mr. Sandip Kumar Agarwal

COMPANY SECRETARY
Mr. Rajesh Upadhyaya

REGISTERED OFFICE
1, Crooked Lane, Second Floor
Room Nos. 222 & 223
Kolkata - 700 069
Telefax: 033-40642189
Website: www.gallantt.com

BANKERS
State Bank of India

EQUITY SHARES LISTED
Bombay Stock Exchange Limited
National Stock Exchange of India Limited

REGISTRARS & SHARE TRANSFER AGENT
Niche Technologies Pvt. Ltd.
D-511, Bagree Market
71, B.R.B. Basu Road, Kolkata - 700 001
Ph.: 033-22357270/7271/ 3070/ 2234
Fax: 033-22156823

WORKS OFFICE
Near Toll Gate, Village - Samakhyali,
Taluka - Bachau, District - Kutch
Gujarat

AUDIT COMMITTEE
Mr. Prasant Kankrania - *Chairman*
Mrs. Richa Bhartiya
Mr. Jyotirindra Nath Dey

STAKEHOLDERS RELATIONSHIP COMMITTEE
Mrs. Richa Bhartiya - Chairman
Mr. Prasant Kankrania
Mr. Jyotirindra Nath Dey

NOMINATION AND REMUNERATION COMMITTEE
Mr. Jyotirindra Nath Dey - Chairman
Mr. Prasant Kankrania
Mrs. Richa Bhartiya

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE
Mr. Jyotirindra Nath Dey-*Chairman*
Mr. Chandra Prakash Agrawal
Mr. Dinesh Kumar R. Agarwal

13th ANNUAL GENERAL MEETING	
Date	26.09.2017
Day	Tuesday
Time	3.30 P.M.
Place	Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017.
Book Closure Date for AGM	Tuesday, September 20, 2017 to Monday, September 26, 2017 (both days inclusive)
Members are requested to register their email address with the Depository Participants/Registrar & Share Transfer Agent.	

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DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the 13th Annual Report of the Company and the Annual Accounts for the year ended 31st March, 2017.

WORKING RESULTS (₹ in Lacs)

Financial Results	2017	2016
Net Sales/Income from operation (Net of Excise Duty)	61,673.14	66,997.01
Other Income	111.22	353.41
Profit before Interest, Depreciation and Tax	5,344.88	6,841.79
Less: Finance Cost	628.27	704.15
Profit before Depreciation & Tax	4,716.61	6,137.64
Less: Depreciation (including amortization)	1,685.09	1,755.23
Profit Before Tax	3,031.52	4,382.41
Tax Expenses	321.27	224.10
Profit After Tax	**2,710.25**	**4,158.30**

OPERATIONAL REVIEW & STATE OF THE COMPANY'S AFFAIRS

Net sales for the year were lower by 8.63% over the previous financial year. Profit before Depreciation, Interest and Taxation (PBDIT) stood at ₹ 5,344.88 Lakh (previous year 6,841.78 Lakh). With depreciation (including amortisation) of Rs. 1,685.09 Lakh (previous year ₹ 1755.23 Lakh) and finance cost Rs. 628.27 Lakh (previous year 704.15 Lakh), Profit Before Tax and Profit after Tax stood at Rs. 3,031.52 Lakh and ₹ 2,710.25 Lakh repectively. Earnings per Share (EPS) is ₹ 3.33 for the Financial Year ended March 31, 2017.

There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year 2016-17 and the date of this Report. We engage with our potential customers and try to integrate their insights into our products. We provide value and quality for the discerning customer.

DIVIDEND

In view of conserving resources of the Company for future plan and to strengthen its fund and liquid position, Directors are unable to recommend any dividend.

TRANSFER TO RESERVE

Your Company has earned a total profit after tax of ₹ 2,710.25/- lakh which has been transferred to General Reserve for the purpose of future expansions and acquisitions or other purposes.

DIRECTORS' RESPOSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

a. In the preparation of the annual accounts, the applicable accounting standards have been followed.

b. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.

c. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d. The directors have prepared the annual accounts on a going concern basis.

e. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

f. The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

CORPORATE GOVERNANCE

As required by Regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Corporate Governance Report, Management Discussion and Analysis, and the Auditor's Certificate regarding compliance of conditions of Corporate Governance, form part of the Annual Report. Your Company is fully compliant with the Corporate Governance guidelines, as laid out in Regulation

27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. All the Directors (and also the members of the Senior Management) have affirmed in writing their compliance with and adherence to the Code of Conduct adopted by the Company.

LISTING INFORMATION

The Equity Shares in the Company are in dematerialized form and is listed with Bombay Stock Exchange Limited and National Stock Exchange of India Limited. The Listing Fee has been paid to the Stock Exchanges for the year 2017-18. The ISIN No. of the Company is INE297H01019.

CREDIT RATING

Fitch India Ratings (hereinafter referred to as "Fitch") has affirmed grade A- for credit rating of Term Loan and Grade A2 for working capital facilities.

FIXED DEPOSITS

The Company has not accepted any deposit within the meaning of Chapter V of the Companies Act, 2013 and the Rules framed there under.

AUDITORS & AUDITORS' REPORT

M/s. A. K. Meharia & Associates, Chartered Accountants, Firm Registration No. 324666E, were appointed as Auditors at the Tenth Annual General Meeting (AGM) of the Company held on 9th September, 2014 for a term of 3 years to hold office till the conclusion of the Thirteenth AGM. In terms of the provisions of the Companies Act, 2013, read with Rules made thereunder, no listed Company shall appoint an audit firm as Auditor for more than two consecutive terms of five years each and an audit firm which has completed its term shall not be eligible for reappointment as auditor in the same company. In view of the above, the term of M/s. A. K. Meharia & Associates as Auditors will come to an end at the conclusion of the 13th AGM. The Board of Directors, based on the recommendation of the Audit Committee, have proposed the appointment of M/s. ALPS & CO., Chartered Accountants (Firm Registration Number 313132E), 310, Todi Chambers, 2, Lalbazar Street, Kolkata - 700001, West Bengal as the Statutory Auditors of the Company in place of M/s. A. K. Meharia & Associates, to hold office from the conclusion of the ensuing AGM till the conclusion of the 18th AGM, subject to ratification of their appointment at every AGM, if so required under the Act. M/s. ALPS & CO., Chartered Accountants have consented to act as Auditors if appointed and have also confirmed that their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The notes on accounts referred to the Auditors' Report are self-explanatory and therefore, do not call for any further explanation.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required under section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed as **Annexure-I** to this Directors' report.

COST AUDIT

M/s. U. Tiwari & Associates, Cost Accountants were appointed with the approval of the Central Government to carry out the cost audit in respect of the Company for the financial year 2016-17. Based on the recommendation of the Audit Committee, M/s. U. Tiwari & Associates, Cost Accountants being eligible have also been appointed by the Board as the Cost Auditors for the financial year 2017-18.

FINANCE AND ACCOUNTS DETAILS ON INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS

Tight control was kept over the finances of your Company. Your Company could reduce its finance cost through judicious working capital management and operational efficiencies. Your Company remains focused to reduce its borrowings. Your Company met its financial commitments in servicing debt and repayment thereof in a timely manner. Capital expenditure programme was fully met.

Your Company has put in place adequate internal financial controls with reference to the financial statements, some of which are outlined below:

Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. These are in accordance with generally accepted accounting principles in India.

Your Company has a robust financial closure self-certification mechanism wherein the line managers certify adherence to various accounting policies, accounting hygiene and accuracy of provisions and other estimates.

PERSONNEL, INDUSTRIAL RELATIONS AND MARKETING

EMPLOYEE RELATIONS

Your Company believes in a system of Human Resource Management which rewards merit based performance and playing an active role in improving employee skills. Actions during the year under review were supportive of this policy.

One of your Company's key strengths is its people. Relations with employees remained cordial and satisfactory. Your Board would like to place on record its appreciation of employees for their contributions to the business.

Your Company believes in a system of Human Resource Management which rewards merit based performance and playing an active role in improving employee skills.

The details of the ratio of the remuneration of each Director to the median employee's remuneration and other particulars and details of employees in terms of Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms a part of this Report. The details of the employee's remuneration as required under the said section and Rule 5(2) & 5(3) of the said Rules forms a part of this Report and are available at the Registered Office of the Company during working hours before the Annual General Meeting and shall be made available to any Member on request.

BOARD OF DIRECTORS AND SENIOR EXECUTIVE

In terms of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors can hold office for a term of up to five (5) consecutive years on the Board of Directors of your Company and are not liable to retire by rotation.

The Board of Directors comprises of Eight Directors of which four are Independent Directors. In terms Section 152 of the Companies Act, 2013, Mr. Dinesh Kumar Raghubir Agarwal (DIN: 01017125) liable to retire by rotation at the ensuing Annual General Meeting and eligible for re-election.

INSURANCE

All the insurable interests of your Company including inventories, buildings, plant and machinery and liabilities under legislative enactments are adequately insured.

APPOINTMENT OF MRS. RITU AGARWAL WIFE OF MR. SANDIP KUMAR AGARWAL (CFO) AS MARKETING EXECUTIVE EFFECTIVE FROM JANUARY 01, 2017

Pursuant to the provisions of Section 188 of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the recommendation of the Audit Committee and Nomination & Remuneration Committee of the Board, Board of Directors have appointed Mrs. Ritu Agarwal wife of Mr. Sandip Kumar Agarwal, Chief Finance Officer as the Marketing Executive effective from January 01, 2017. Remuneration is at the rate of Rs. 50,000/- (Rupees Fifty Thousands only) per month from 1st day of January, 2017. However, the salary and increment as above may be modified or altered by the Managing Director considering work load, responsibilities, expertise and other factors subject to compliance with the requisite provisions of the Companies Act, 2013 and Rules made thereunder and other applicable laws. However, in case the salary payable to Mrs. Ritu Agarwal exceeds Rs. 2,50,000 per month, it shall be approved by the shareholders of the Company as per Section 188 of the Companies Act, 2013 and Rules made thereunder. Mrs. Ritu Agarwal can use of car for Company's business, telephone and other communication facilities at residence/ other places, reimbursement of travelling, entertainment and all other expenses for the purpose of business incurred by her shall not be treated as perquisites. No commission shall be paid to her. She will be entitled to gratuity and encashment of leave as per rules of the Company. Perquisites and Allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

APPOINTMENT OF MR. AKASH AGARWAL SON OF MR. DINESH KUMAR RAGHUBIR AGARWAL (WHOLE-TIME DIRECTOR) AS A SENIOR EXECUTIVE (MARKETING)

Pursuant to the provisions of Section 188 of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the recommendation of the Audit Committee and Nomination & Remuneration Committee of the Board, Board of Directors have appointed Mr. Akash Agarwal Son of Mr. Dinesh Kumar Raghubir Agarwal, Whole-time Director as the Senior Executive (Marketing) effective from June 01, 2017. Remuneration is at the rate of Rs. 2,00,000/- (Rupees Two Lakhs only) per month from 1st day of June, 2017. Remuneration approved by the Board is as under:

Salary:-At the rate of Rs. 2,00,000/- (Rupees Two Lakhs only) per month from 1st June, 2017 in the scale of Rs. 2,00,000/--5,000/-2,25,000/- with provision for annual increment of Rs. 5,000/- from the beginning of the Financial Year i. e. 01.04.2018.

Perquisites: - He will be entitled to reimbursement of medical expenses and leave travel concession for self and family, club fees & premium for medical/accidental insurance subject to maximum amount not exceeding Rs. 3,00,000/- in a financial year. For the purpose of calculating the ceiling, the perquisites shall be evaluated as per Income Tax Rules, 1961.

Others:- Use of car for Company's business, telephone and other communication facilities at residence/ other places, reimbursement of travelling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisites.

Commission: - No commission shall be paid.

Minimum Remuneration:- The above salary will be payable to Mr. Akash Agarwal even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with the Companies Act, 2013.

Sitting Fees: Mr. Akash Agarwal (not being Director) shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof (If his attendance is required).

Gratuity and encashment of leave: He will be entitled to gratuity and encashment of leave as per rules of the Company.

Perquisites and Allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

However, in case the salary payable to Mr. Akash Agarwal exceeds Rs. 2,50,000 per month, it shall be approved by the shareholders of the Company as per Section 188 of the Companies Act, 2013 and Rules made thereunder.

INTERNAL COMPLAINT REGARDING SEXUAL HARRASSMENT

There were no cases of sexual harassment of woman at work place. Also, there are no instances of child labour/ forced labour/ involuntary labour and discriminatory employment during the year.

SHARE CAPITAL

The paid up Equity Share Capital as at March 31, 2017 was Rs. 81.32 Crores comprising of 8,13,22,324 equity shares of Rs. 10 each. During the year under review, your Company has not issued any shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2017, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

REVIEW OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

Pursuant to Section 129(3) of the Companies Act, 2013, the consolidated financial statements of the Company and its associate, prepared in accordance with the relevant Accounting Standard specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, form part of this Annual Report. Pursuant to the provisions of said section, a statement containing the salient features of the financial statements of the Company's subsidiaries, associates and joint ventures in Form AOC-1 is given in this Annual Report. Further, pursuant to the provisions of Section 136 of the Companies Act, 2013, the standalone and consolidated financial statements of the Company, along with relevant documents are available on the website of the Company www.gallantt.com. There are no material changes in the nature of the business of the Associate Company. Your Company has adopted a policy for determining material subsidiaries in terms of Regulation 16(1)(c) of the Listing Regulations. The policy as approved may be accessed on the Company's website at the link: www.gallantt.com /Gallantt Metal Limited/Policy on Material Subsidiary.

COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

There were no changes in the Financial Year 2016-17.

OUTLOOK AND EXPANSION

The Government is implementing sweeping reforms in the agricultural, manufacturing and services sectors, while putting emphasis on infrastructure creation and encouraging entrepreneurship. India is a large and growing consumer economy; both urban as well as rural markets offer a humongous growth potential. Rising aspirations, growing disposable income, digital conveniences and supportive government policies have helped create an overall macro environment of positivity. The Real Estate sector is showing more strength and hence business improvement is on the upswing.

Your company plans to take the performance to the next level by modernization, installing high tech and time saving machinery and supportive systems, improving quality of work by employee training.

Expansion Project:

The expansion plan by further investment in installation of new capacities and technology upgradation and modern machinery for increasing the capacity of the existing Units are being implemented. We believe that growing scale, enhancing quality standards, and growing market reach will keep us ahead of the curve. During FY 2017-18, we will focus on Consolidate our market leadership across steel segment, Expand our sales and distribution, increase market presence in steel segment, Enhance Return on investment (ROI) through strategic business planning.

AWARD AND RECOGNITIONS

During the previous year, Company has not received award or recognition.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The particulars of loans, guarantees and investments u/s 186 of the Companies Act, 2013 is annexed herewith as **Annexure-II.**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report are annexed herewith as **Annexure–III**.

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

Tenure of Mr. Prashant Jalan (DIN: 06619739) as a Whole-time Director (Director-Plant Operations) terminated on August 11, 2016. At their meeting held on August 08, 2016 Mr. Prashant Jalan (DIN: 06619739)

has been reappointed as a Whole-time Director of the Company for a period of three years on the terms and conditions as embodied in the Agreement entered into between the Company and Mr. Prashant Jalan. Mr. Prashant Jalan shall be liable to retire by rotation. Appointment of Mr. Prashant Jalan was also approved by the shareholders of the Company at the last Annual General Meeting held on September 26, 2016.

NUMBER OF MEETINGS OF BOARD AND AUDIT COMMITTEE HELD DURING THE YEAR 2016-2017

The details of the number of Board and Audit Committee meetings of your Company are set out in the Corporate Governance Report which forms part of this Report.

DETAILS OF POLICIES

(i) Nomination and Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Company's Remuneration Policy is available on the Company's website www.gallantt.com and the same is attached herewith as **Annexure - IV**

(ii) Corporate Social Responsibility Policy (CSR)

The Board has, on the recommendation of the CSR Committee, approved the CSR Policy. The Company's CSR Policy is available on the Company's website www.gallantt.com and the same is attached herewith as **Annexure - V**

Annual Report on CSR as required under Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is also attached herewith as **Annexure-VI**

(iii) Risk Management Policy

Business Risk Evaluation and Management is an ongoing process within the Organization. Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Board has framed a Risk Management Policy for the Company. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis. At present the company has not identified any element of risk which may threaten the business (or) existence of the company.

(iv) Whistle Blower Policy – Vigil Mechanism

Your Company has formulated a Vigil Mechanism Policy with a view to provide a mechanism for employees and directors of the Company to approach the Chairman of the Audit Committee to ensure adequate safeguards against victimisation. This policy would help to create an environment wherein individuals feel free and secure to raise an alarm, whenever any fraudulent activity takes place or is likely to take place. It will also ensure that complainant(s) are protected from retribution, whether within or outside the organization. The Board has elected Mr. Rajesh Upadhyaya, Company Secretary as the Whistle Officer under the vigil mechanism policy.

The details of establishment of the Vigil Mechanism Policy is displayed on the website of the Company www.gallantt.com

BOARD COMMITTEES

Details of Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee have been disclosed under Corporate Governance Report.

DETAILS OF RECOMMENDATIONS OF AUDIT COMMITTEE WHICH WERE NOT ACCEPTED BY THE BOARD ALONG WITH REASONS

The same is not applicable as the Audit Committee's recommendations were accepted and implemented by the Board.

SECRETARIAL AUDITORS

Ms. Khusboo Goenka, Practising Company Secretary, having office address at 204, Ram Krishna Samadhi Road, 2nd Floor, Kolkata – 700054 has tendered resignation as Secretarial Auditors of the Company. Mr. Anurag Fatehpuria (Practicing Company Secretary Membership No. is ACS 34471 and Certificate of Practice No. is 12855) having office address at 23/1, Sita Nath Bose Lane, Salkia, Howrah-711101, West Bengal has been appointed Secretarial Auditors of the Company for conducting a secretarial audit of the company for the financial year 2016-17.

The Secretarial Audit Report received from the Secretarial Auditors is annexed to this report marked as **Annexure - VII** and forms part of this report.

PARTICULARS OF CONTRACTS/ARRANGEMENTS/ TRANSACTIONS WITH RELATED PARTIES

Related Party Transactions entered into, during the year under review, were on arm's length basis and in the ordinary course of business for the operational and administrative benefits of the Company. There were no contracts/arrangements/transactions, with related parties which could be considered as material and which may have a potential conflict with the interest of the Company at large. Accordingly, no contracts/ arrangements/transactions are being reported in Form AOC-2. Related Party Transactions during the Financial Year ending 31.03.2017, being arm's length transactions have been reported in the financial statements and forms part of this report. The Audit Committee and the Board of Directors of the Company have formulated the Policy on dealing with RPTs and a Policy on materiality

of RPTs which is uploaded on the website of the Company and can be accessed through the website of the Company www.gallantt.com

REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company had no subsidiary Company. Gallantt Ispat Limited is an Associate of the Company in which Company has substantial shareholding. Gallantt Ispat Limited has performed well during the Financial Year 2016-17.

During the year Revenue from Operations stood at Rs. 42,470.61 Lacs. Decrease in sales volume of Gallantt Ispat Limited in comparison to the last financial year was only due to the low demand specifically during the period starting from Demonetisation of Currency Notes. Standalone and Consolidated Net Profit of Gallantt Ispat stood at Rs. 4,424.70 Lacs and Rs. 5,743.38 Lacs respectively. Earnings per Share (EPS) stood at Rs. 15.68 (standalone) and Rs. 20.34 (consolidated) for the Financial Year ended March 31, 2017.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing performance & salient features of the financial statements of Company's associate Company in Form AOC-1 is attached as **Annexure-VIII**.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of section 92(3) of the Act, the details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure-IX**.

PARTICULARS OF EMPLOYEES

Particulars of Employees and Related disclosures

No employee of the Company is covered under the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. List of top ten employees are given in the annual report.

MANAGERIAL REMUNERATION

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under:

(a) ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;

Name	Designation	Ratio to median remuneration of employees
Chandra Prakash Agrawal	Chairman & Managing Director	6.91:1
Dinesh kumar Raghubir Agarwal	Whole-time Director	6.91:1
Prashant Jalan	Director (Plant-Operation)	2.37 : 1
Nitin M Kandoi	Non-executive Director	N.A.*
Jyotirindra Nath Dey	Independent Director	N.A.*
Mayank Daga	Independent Director (Appointed w.e.f. 08.08.2016)	N.A.*
Prasant Kankrania	Independent Director	N.A.*
Richa Bhartiya	Independent Director	N.A.*

* Except sitting fees, no remuneration is paid to the Non-executive Directors.

(b) percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Name	Designation	% increase
Chandra Prakash Agrawal	Chairman & Managing Director	6.67
Dinesh Kumar Raghubir Agarwal	Whole-time Director	6.67
Prashant Jalan	Director (Plant Operation)	10
Nitin M Kandoi	Non-executive Director	N.A.*
Jyotirindra Nath Dey	Independent Director	N.A.*
Mayank Daga	Independent Director	N.A.*
Prasant Kankrania	(Appointed w.e.f. 08.08.2016)	N.A.*
Richa Bhartiya	Independent Director	N.A.*
Sandip Kumar Agarwal	Independent Director	7.23
Rajesh Upadhyaya	Chief Financial Officer	17.00

* Except sitting fees, no remuneration is paid to the Non-executive Directors.

(c) percentage increase in the median remuneration of employees in the financial year; 29.45%

(d) number of permanent employees on the rolls of company; 946

(e) explanation on the relationship between average increase in remuneration and company performance:

The profit before tax for the financial year ended March 31, 2017 decreased by 30.82% and the profit after tax for the financial year ended March 31, 2017 decreased by 34.82% whereas the increase in median remuneration is 29.45%. The average increase in median remuneration is in line with the performance of the company.

(f) comparison of the remuneration of the Key Managerial Personnel against the performance of the company;

The total remuneration of KMP increased by 8.85%, whereas the profit before tax decreased by 30.82% and the profit after tax decreased by 34.82%.

(g) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

4.63% (non-Managerial personnel) 24.30% (Managerial Personnel)

(h) comparison of remuneration of each of the Key Managerial Personnel against the performance of the company;

Name	Designation	% increase	Comparison
Chandra Prakash Agrawal	Chairman & Managing Director	6.67	The profit before tax for the financial year ended March 31, 2017 decreased by 30.82% and the profit after tax for the financial year ended March 31, 2017 decreased by 34.82% whereas the increase in median remuneration is 29.45%. The average increase in median remuneration is in line with the performance of the company.
Dinesh kumar Raghubir Agarwal	Whole-time Director	6.67	
Prashant Jalan	Director (Plant Operation)	10.00	
Nitin M Kandoi	Director Non-Executive Director	NA	
Sandip Kumar Agarwal	Chief Financial Officer	7.23	
Rajesh Upadhyaya	Company Secretary	17.00	

(i) the key parameters for any variable component of remuneration availed by the directors;

Company's financial results, the performance of the business unit, individual performance, skills and competence, fulfillment of various improvement targets or the attainment of certain financial objectives.

(j) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; 1:1.35 and 1:2.09

(k) We hereby affirm that the remuneration paid to the managerial and non-managerial personnel is as per the Remuneration Policy of the Company approved at the board meeting dated 30.05.2014.

The Remuneration policy of the Company comprising the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters has been provided in the Report.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board and of the Committees of the Board, by way of individual and collective feedback from Directors.

Pursuant to Para VII of Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was convened to perform the following:

Review the performance of non-independent directors and the Board as a whole;

Review the performance of the Chairperson of the Company, taking into account the views of executive directors and nonexecutive directors;

Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Further, the Nomination and Remuneration Committee also evaluated the performance of all the directors of the Company.

The criteria for evaluation are briefly provided below:

Role & Accountability

- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

Objectivity

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

Leadership & Initiative

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

Personal Attributes

- Commitment to role & fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

FAMILIARISATION PROGRAMME

Your Company follows a structured orientation and familiarization programme through various reports/ codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis.

Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved.

CODE OF CONDUCT

Your Company has adopted a Code of Conduct for members of the Board (incorporating duties of Independent Directors) and the Senior Management. The Code aims at ensuring consistent standards of conduct and ethical business practices across the Company. Your Company has received confirmations from all concerned regarding their adherence to the said Code.

Pursuant to Regulation 17(5) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. C. P. Agrawal, Chairman & Managing Director confirmed compliance with the Code by all members of the Board and the Senior Management.

The full text of the Code is hosted on the Company's website www.gallantt.com under the weblink: http://goo.gl/8Tdjfh.

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

Your Company has adopted a Code of Conduct as per Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by the Code. During the year under review, there has been due compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. Gallantt Metal Limited - Code for Fair Disclosure' are available on the Company's website www.gallantt.com under the weblink:gallantt.com/investor corner/ Gallantt Metal Ltd./Code of conduct of insider trading.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of the Company since the close of financial year i.e. since 31st March, 2017 till the date of this Report. Further, it is hereby confirmed that there has been no change in the nature of business of the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE

As such there is no significant and material order by the regulator/court/tribunals impacting the going concern status and the Company's operation in future.

DECLARATION OF INDEPENDENCE

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

GENERAL

a) Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise; and

b) Your Company does not have any ESOP scheme for its employees/Directors.

c) There were no changes in the share capital or the nature of business or the Key Managerial Personnel of the Company.

AUDIT COMMITTEE

The details pertaining to composition of Audit Committee are included in the Corporate Governance

Report which forms part of this Annual Report.

ACKNOWLEDGEMENT

The Board appreciates the commitment and dedication of its employees across all the levels who have contributed to the growth and sustained success of the Company. We would like to thank all our customers, vendors, bankers and other business associates for their continued support and encouragement during the year. We also thank the Government of India, Government of Uttar Pradesh and all Other Government Agencies for their support during the year and look forward to the same in the future.

On behalf of the Board

Place: Kolkata **C. P. Agrawal**

Date: August 06, 2017 Chairman

ANNEXURE - I

FORM –A

Disclosure of Particulars with respect to conservation of energy

Particulars	2016-17	2015-16
A. Power & Fuel Consumption		
1 **Electricity**		
(a) **Purchased**		
Total Unit in Lakh	**148.93**	130.52
Amount ₹ in Lakh	**1,296.46**	1,178.59
Rate Per Unit (₹)	**8.71**	9.03
(b) **Own Generation (Net)***		
Total Units in Lakh	**1,829.80**	1,958.51
Amount ₹ In Lakh	**7,066.61**	6,734.31
Rate per Unit	**3.86**	3.44
2. **Coal**		
Quantity- M.T.	**2,83,646**	2,70,325
Total Cost- Rs. in Lakh	**12,664.64**	10,715.76
Average rate - Rs. per M.T.	**4,465**	3,964
3. **Furnace Oil**		
Quantity (K. Ltrs.)	**211.667**	148.554
Total Cost (₹ Lakh)	**40.96**	30.68
Average Rate (₹ / K. Ltrs.)	**19,351**	20,655
B. Consumption per unit of production		
1. **Electricity (Unit/M.T.)**		
Sponge Iron	**77**	76
Rolling	**111**	110
SMS (Furnace)	**759**	789
2. **Coal (Kg/M.T.)**		
Sponge Iron	**847**	833
Rolling (M.S. Bar)	**14**	19
Power Plant (Per 1000 KWH) **(Net)****	**692**	667
* Gross Generation in KWH	2,085.75	2,205.17
** Coal Cons in Power Plant (Per 1000 KWH)	607	593

FORM –B

Disclosure of Particulars with respect to technology absorption

RESEARCH & DEVELOPMENT (R&D)

Specific areas in which R & D carried out by the Company

No Research & Development work has been carried out by the Company.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Efforts, in brief, made towards technology absorption, adaptation etc.

- Absorbing and adapting latest technology in maintenance system.
- Technical Interaction with expert.
- Continuous efforts are being made towards improvements in existing production process.

2. Benefits derived as a result of the above efforts

- Improvement in quality of products.
- Cost reduction
- Improvement in the existing process and productivity.
- Knowledge of updated technology.

FOREIGN EXCHANGE EARNINGS AND OUTGO

1. Activities relating to export, initiative taken to increase exports, development of new export markets for products and export plans. - Nil

2. Total foreign exchange used and earned

	2016-2017 (₹ in Lakh)	2015-2016 (₹ in Lakh)
CIF Value of imports	12,715.67	18,998.56
Expenditure in foreign currency	191.21	27.41
Earning in foreign currency	-	-

ANNEXURE - II

LOANS, INVESTMENT & GUARANTEE U/S. 186 OF THE COMPANIES ACT, 2013

₹ In Lacs

Sl. No.	Date of Loan	Date of Board Resolution	Date of Special Resolution (if any)	Name of Borrower	Purpose for which the loan is porposed to be utilized by the receipient	Amount (in Lacs)	Rate of Interest	Security	Prevailing yield of 1/3/5/10 year Govenment Security at the time of extending the loan
1	15-03-2017	13-02-2017	NA	Shalimar Corp. Ltd	Business	140.00	11.50%	Nil	Yield of 5 years Bond is 6.861%
2	16-03-2017	13-02-2017	NA	Shalimar Corp. Ltd	Business	300.00	11.50%	Nil	
3	17-03-2017	13-02-2017	NA	Shalimar Corp. Ltd	Business	200.00	11.50%	Nil	
4	20-03-2017	13-02-2017	NA	Shalimar Corp. Ltd	Business	210.00	11.50%	Nil	

In pursuance of Section 197 of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details of Top 10 Employees of Gallantt Metal Limited are as:

Sr.	Employee Name	Age	Educational Qualification & Experience	Date of Joining	Remune-ration	Last Employment	Desgination	Department/ Nature of Employment	Relaiton with Directors	% of shares held
1	Anmol Anand	58	Bachelor of Engineering, 35 years	01/04/2014	4008916	Greensol Power Syatem Pvt Ltd,	President	Power Plant Permanent	No	0.00, (2000 shares)
2	Mahesh Kumar Hukumchand Gupta	69	Bachelor of Commerce, 35 years	01/04/2004	2599920	Ganesh Laxmi Proccesr Pvt. Ltd,Surat	President	Administration Permanent	No	0
3	Rajnish Ratnesh	48	Bachelor of Engineering (Instrumantation) 20 years	16/09/2013	1823273	Rauza Gaon Chini Mill,Balrampur	DGM Instrumantation	Power Plant Permanent	No	0
4	Balvinder Dhiman Rai	60	Bachelor of Engineering (Electrical), 34 years	09/05/2014	1813378	K.R. Pulp & Pappers Ltd,Sahajapur.	V.P.	Power Plant Permanent	No	0
5	Parathsaradhi Sekhar Rao Dulla	35	B. Tech, Metallurgy, 12 years	01/01/2016	1477301	Baba Akila Sai Jyoti Industries Pvt. Ltd	General Manager, Process	Sponge Plant Permanent	NO	0
6	Veeraswami Rangaiah Kesagani	38	B. Tech, Metallurgy, 13 years	04/01/2016	1464511	Baba Akila Sai Jyoti Industries Pvt. Ltd	AGM, Process	Sponge Plant Permanent	No	0
7	Awdhesh Mamchand Sharma	47	ITI/Diploma/B.E. Mechanical Engineering, 20 years	15/12/2014	1394654	SMC Power Generation Ltd,Hirma	General Manager	Rolling Mill Permanent	No	0
8	Prashant Bhardwaj	39	PGDBM, 15 years	01/06/2006	1359738	Kamdhenu Ispat Ltd	V.P. (Sales)	Sales Permanent	No	0
9	Rajesh Upadhyaya	45	B. Com, Company Secretary, 18 years	04/08/2005	1272973	Bacchat Investment & Finance Ltd.	Corporate Secretariat	Administration Permanent	No	0
10	Anzarul syed Shamsul Hasan	55	B.SC, Chemistry, 35 years	03/10/2015	1163791	Prince Ispat Limited	General Manager	Furnace Permanent	No	0

Annexure - III

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Forming part of the Report of the Directors for the year ended 31st March, 2017

OVERVIEW OF THE ECONOMIC ENVIRONMENT

Global economic growth slowed to 3.1% during calendar year 2016, with moderation in both advanced as well as emerging economies. The US Federal Reserve increased policy rates towards the end of calendar year 2016, and again in March 2017, while the monetary policy stance remained accommodative in most other economies. Commodity prices, which had declined sharply in calendar year 2015, partially recovered during calendar year 2016, particularly those of crude oil and metals. Global trade showed an improvement towards the later part of the year, partly led by the rise in commodity prices. The key political developments during the year were the presidential election in the US and the UK referendum decision to withdraw from the European Union.

India's economy recorded a growth rate of 7.1 per cent in terms of real Gross Domestic Product (GDP) in 2016-17. While agriculture growth rose to 4.4 per cent in 2016-17 from 0.8 per cent in 2015-16, services sector growth declined to 7.9 per cent from 9.8 per cent during the same period. Inflation moderated, with the average level of Consumer Price Inflation declining to an estimated level of 4.6 per cent in 2016-17 from 4.9 per cent in 2015-16. Foreign Direct Investment inflows (FDI) increased by 12 per cent in the April–December period of 2016 over the corresponding period of the previous year.

Indian economy was epitomized by Demonetization. When 86% of a country's legal tender becomes illegal, it is but expected that finding 'a new level of equilibrium' would require time. It was initially unsettling for all but due to some brisk actions on the parts of Government and RBI, normalcy returned without much delay. A constitutional amendment paved the way for the long-awaited and transformational Goods and Services Tax.

INDUSTRY OVERVIEW

Global steel markets recovered during Financial Year 2016-17 registering better than estimated production & demand growth. During the year, the global steel demand grew by 1% to 1.52 billion tonnes on the back of stronger than expected demand growth in China (1.3%) coupled with optimism on supply-side structural reforms and restocking. The crude steel production was 1.63 billion tonnes, up by 0.8% compared to the previous year. China remains the world's largest crude steel producer with the production at 0.8 billion tonnes. China's apparent steel consumption has continued to remain structurally below its production level leading to exports of 0.1 billion tonnes in spite of global protectionism. The global capacity utilization ratio remained around 70% in spite of proactive measures being undertaken in China and Europe. The overcapacity of steel production in the developing world particularly in China has weighed on global steel prices for quite some time. During the year under review, the raw material prices remained volatile especially for coking coal due to supply related issues. In addition, prolonged oversupply in iron ore has led to lower level for raw material prices despite steel realizations getting support from cost push as raw material prices fluctuated on supply issues in the second half of 2016. However, regulatory measures announced by the Indian Government during the year have continued to aid domestic steel prices.

According to the World Steel Association, global steel output will be tapering in the next year and the slowdown is expected to continue through 2035 as countries around the world start to rein in output while demand retreats.

During the year, India's steel sector was impacted by intense competitive pressure with a surge in domestic steel production and elevated level of steel imports at predatory pricing. In FY 2016-17, India's crude steel production grew by 8.5% y-o-y to 97.4 million tonnes. India imposed 'Minimum Import Price' (MIP) in Feb 2016 on various iron and steel products, after seeing that the provisional safeguard duty of hot rolled sheet failed to have a desirable impact on unbridled and unfair flow of steel imports into the country. This was an emergency provision, which provided some relief to the industry.

The Indian steel industry has increased its capacity in the recent years, though the demand growth has remained muted. This has resulted in financial stress in the balance sheet of the steel players. The Government of India and the Reserve Bank of India is currently deeply engaged to find a structural solution to the above issue.

Given the current stage of development of the Indian economy and the likely growth path for the country's economy in the next decade, the steel demand in India will witness significant growth in future. While the Steel sector in India is financially stressed currently, the Government of India has outlined its intent for ensuring long-term viability of the sector through the recently announced National Steel Policy 2017.

OPPURTUNITIES

Given the current stage of development of the Indian economy and the likely growth path for the country's economy in the next decade, especially in automotive and infrastructure sector, the steel demand in India will

witness significant growth in the next decade. While there is currently financial stress in the Steel sector in India, the Government of India and the Reserve Bank of India are deeply engaged to provide a policy enabled structural resolution for the future. Steel is a critical material for the future growth of India and the Indian Steel industry is very well poised to leverage the opportunities and serve the country's needs.

THREATS AND RISKS

The Company is exposed to risks arising out of the dynamic macro-economic environment as well as from internal business drivers. Overcapacity and oversupply in the global steel industry and high levels of imports may negatively affect steel prices and demand thereby reducing the Company's profitability. Developments in the competitive environment in the steel industry, such as consolidation among the Company's competitors, could have a material adverse effect on the Company's competitive position. This could potentially impact the Company's business, financial condition, results of operations and future prospects.

The cost of iron ore and coal constitute more than 80% of cost of production. Therefore the profitability of the Company depends on market price of these raw materials. The sure way to substantially reduce the cost of iron ore and coal is to have ownership of these raw materials. The company does not have any iron ore or coal mine and sources all of it from market. The road transportation cost, both for iron ore and coal, is steadily going up over the time. Global warming and climate change have been recognised by the company as serious concerns. Increase in competition, increase in interest rates, inflation, fluctuating markets etc. are area of concern for the Companies.

OUTLOOK

The growth momentum is expected to rise, driven by the Government's policy initiatives in areas such as taxation (GST), foreign direct investment (FDI), and the ease of doing business, among others Other major factors helping India stay as a bright spot in the global economic landscape include the lower global oil price, with positive impact on the country's import bill, a well-regulated monetary policy by the Reserve Bank to stabilise prices, and improving fiscal condition. The Government's endeavour to drive a bigger as well as a cleaner GDP is expected to augur well for the economy in the medium and long terms. The introduction of GST and higher outlays in the Budget 2017 are expected to drive growth as well.

INTERNAL CONTROL AND SYSTEMS

Company has Internal Audit and Compliance functions which are responsible for independently evaluating the adequacy of all internal controls and ensuring operating and business units adhere to internal processes and procedures as well as to regulatory and legal requirements. The audit function also proactively recommends improvements in operational processes and service quality. Company has always adhered to the highest standards of compliance and governance and has put in place controls and an appropriate structure to ensure this. The Audit Committee of the Board also reviews the performance of the audit and compliance functions and reviews the effectiveness of controls and compliance with regulatory guidelines.

STATUTORY COMPLIANCE

The Company Secretary acting as a compliance officer ensures that the company has adhered to the SEBI rules and regulations, provisions of the listing agreement with Stock Exchanges, Companies Act and other applicable laws and regulations.

CAUTIONARY STATEMENT

Certain statements in this Report regarding our business operations may constitute forward-looking statements. These include all statements other than statements of historical fact, including those regarding the financial position, business strategy, management plans and objectives for future operations. Forward-looking statements are necessarily dependent on assumptions, data or methods that may be incorrect or imprecise and that may be incapable of being realised, and as such, are not intended to be a guarantee of future results, but constitute our current expectations based on reasonable assumptions. Actual results could differ materially from those projected in any forward-looking statements due to various events, risks, uncertainties and other factors. We neither assume any obligation nor intend to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

For and on behalf of the Board

C. P. Agrawal
Chairman

On behalf of the Board
C. P. Agrawal
Chairman

Place: Kolkata
Date: August 06, 2017

Annexure - IV

ANNEXURE C TO DIRECTORS' REPORT

Nomination and Remuneration Policy

BACKGROUND

The objective of Gallantt Metal's remuneration policy is to attract, motivate and retain qualified and expert individuals that the company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of Gallantt Metal's stakeholders.

BRIEF OVERVIEW UNDER COMPANIES ACT 2013

{Section 178 & Companies [Meetings of Board and its Powers] Rules 2014}

- Constitution of the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors.
- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- The Nomination and Remuneration Committee shall 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 directors, key managerial personnel and senior management personnel i.e. employees at one level below the Board including functional heads.
- The Nomination and Remuneration Committee shall, while formulating the policy ensure that:—
  - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
  - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- Such policy shall be disclosed in the Board's report.

BRIEF OVERVIEW OF THE REVISED CLAUSE 49 OF LISTING AGREEMENT

IV. Nomination and Remuneration Committee

A. The company shall set up a Nomination and Remuneration committee which shall comprise at least three directors, all of whom shall be non-executive directors and at least half shall be independent. Chairman.

B. The role of the committee shall, inter-alia, include the following:
   - Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
   - Formulation of criteria for evaluation of Independent Directors and the Board;
   - Devising a policy on Board diversity;
   - Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

PRESENT POSITION OF DIRECTORS & KMP OF THE COMPANY

- The Company has constituted a Nomination and Remuneration Committee of the Board of Directors (Board).
- At present half of the Board is consisted of Non-Executive Independent Directors The Executive Chairman & Managing Director (CMD) draws remuneration from the Company and he also occupies the same position on the Board of Gallantt Ispat Limited and is remunerated by Gallantt Ispat Limited.
- Key Managerial Personnel (KMP) consists of Chief Executive Officer (CEO), all executive directors and Chief Financial Officer and Company Secretary who are employees.

TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE

- 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 directors, key managerial personnel and other employees.
- Act as Selection and Compensation Committee to evaluate suitability of candidates for various senior positions and determine appropriate compensation package for them. Selection of related persons whether or not holding place of profit in the Company to be carried out strictly on merit and where applicable, be subjected to review by the Audit Committee of and/or the Board with approval at each stage being obtained by disinterested Independent Directors only.
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on the Board diversity.
- Recommend to the Board, remuneration including

salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.

- Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/ Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
- Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.

CRITERIA FOR DETERMINING THE FOLLOWING:-

Qualifications for appointment of Directors (including Independent Directors):

- Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service.
- Their financial or business literacy/skills.
- Their steel/ power/ infrastructure/ engineering/ agro industry experience.
- Appropriate other qualification/experience to meet the objectives of the Company.
- As per the applicable provisions of Companies Act 2013, Rules made thereunder and Clause 49 of Listing Agreement.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

Positive attributes of Directors (including Independent Directors):

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in the steel/ power/ infrastructure/ engineering/ agro industry, market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made thereunder and Clause 49 of the Listing Agreement as amended from time to time.

Criteria for appointment of KMP/Senior Management:

- To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
- To adhere strictly to code of conduct.

POLICY RELATING TO REMUNERATION OF DIRECTORS, KMP & SENIOR MANAGEMENT PERSONNEL:

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No director/KMP/ other employee is involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weight age to arrive at a competitive quantum of remuneration.
- It is to be ensured that relationship of remuneration to the performance is clear & meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
- Following criteria are also to be considered:-
  - Responsibilities and duties;
  - Time & efforts devoted;
  - Value addition;
  - Profitability of the Company & growth of its business;
  - Analyzing each and every position and skills for fixing the remuneration yardstick ;
  - Standards for certain functions where there is a scarcity of qualified resources.
  - Ensuring tax efficient remuneration structures.
  - Ensuring that remuneration structure is simple and that the cost to the Company (CTC) is not shown inflated and the effective take home remuneration is not low.
  - Other criteria as may be applicable.
- Consistent application of remuneration parameters across the organisation.
- Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
- Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.

REVIEW

The policy shall be reviewed by the Nomination & Remuneration Committee and the Board, from time to time as may be necessary.

Annexure - V

CORPORATE SOCIAL RESPONSIBILITY POLICY [PURSUANT TO SECTION 135 OF THE COMPANIES ACT, 2013]

1. CONCEPT & CONTEXT

The purpose of this policy is to ensure Gallantt Metal-Limited ("GML" or the "Company"), affiliates and associated companies; consistently operate in a manner that minimises detrimental impacts to society and the environment. Corporate Social Responsibility (CSR) has always been on the agenda of the Company. Pursuant to Section 135 of the Companies Act, 2013, and Companies (Corporate Social Responsibility Policy) Rules, 2014 every Company having New Worth of Rs. 500 Crores or more or Turnover of Rs. 1,000 Crore or more or Net Profit of Rs. 5 Crore or more shall constitute Corporate Social Responsibility Committee ('CSR Committee') and CSR Committee shall formulate and recommend Policy.

The CSR Committee so constituted formulated Policy on Corporate Social Responsibility (CSR Policy) and recommended the same to the Board of Directors of the Company ('Board') for its approval. The Board of Directors (the "Board") of Gallantt Metal Limited acting upon the recommendation of its Directors and CSR Committee, has adopted the following policy and procedures with regard to the Company's Social Responsibility:

CORPORATE SOCIAL RESPONSIBILITY PHILOSOPHY

GML's continual aspirations to achieve and surpass the highest standards of conduct and corporate social responsibility are essential components of how we measure our success. GML strives to be a socially responsible company and strongly believes in development which is beneficial for the society at large. This policy clearly sets forth GML's social responsibility objectives and provides guidance on the social responsibilities of all individuals associated with the GML. GML's primary responsibility is to ensure the long-term success of the Gallantt Group through the adoption and management of good corporate

social behaviour.

OBJECTIVES OF THE POLICY

The objective of this Policy is to set guiding principles for carrying out CSR activities by the Company and also to set up process of execution, implementation and monitoring of the CSR activities to be undertaken by the Company. The Policy shall be read in line with Section 135 of the Companies Act, 2013, Companies (Corporate Social Responsibility Policy) Rules, 2014 and such other rules, regulations, circulars and notifications (collectively referred hereinafter as 'Regulations') as may be applicable and as amended from time to time and will, inter-alia provide the following:

- Establishing a guideline for compliance with the provisions of Regulations to dedicate a percentage of Company's profits for social projects.
- Ensuring the implementation of CSR initiatives in letter and spirit through appropriate procedures and reporting.
- Creating opportunities for employees to participate in socially responsible initiatives.

DEFINITIONS

"Act" means the Companies Act, 2013;

"Corporate Social Responsibility" means Corporate Social Responsibility (CSR) as defined in Section 135 of the Companies Act, 2013 and Companies Corporate Social Responsibility Policy) Rules, 2014;

"Ministry" means the Ministry of Corporate Affairs;

"Net Profit" means net profit as defined in Section 135 of the Companies Act, 2013 and Companies Corporate Social Responsibility Policy) Rules, 2014 as set out below:

Net Profit as per its financial statement prepared in accordance with the applicable provisions of the Act, but shall not include the following, namely :-

(i) any profit arising from any overseas branch or branches of the company, whether operated as a separate company or otherwise; and

(ii) any dividend received from other companies in India, which are covered under and complying with the provisions of section 135 of the Act:

Words and expressions used in this CSR Policy and not defined herein but defined in the Act shall have the meaning respectively assigned to them in the Act.

LIST OF CSR PROJECTS/PROGRAMS/ACTIVITIES

The policy recognizes that corporate social responsibility is not merely compliance; it is a commitment to support initiatives that measurably improve the lives of underprivileged by one or more of the following focus areas as notified under Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014:

The activities involve the following:

- Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water;

- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries, promotion and development of traditional arts and handicrafts;
- Measures for the benefit of armed forces veterans, war widows and their dependents;
- Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;
- Contribution to the Prime Ministers' National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- Contributions or funds provided to technology incubators located within academic institution which are approved by the Central Government;
- Rural development projects.
- Any other activities in relation of the above and all other activities which forms part of CSR as per Schedule VII of the Act as amended from time to time.

AREA OF ACTIVITY

The Act provides that the Company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for CSR. The Company will thus give preference to conducting CSR activities in the State of Uttar Pradesh, Bihar, West Bengal, Gujarat and such other state(s) in India wherein the Company has/will have its operations. However, the Committee may identify such areas other than stated above, as it may deem fit, and recommend it to the Board for undertaking CSR activities.

FUNDING AND QUANTUM OF AMOUNT FOR CSR

The Company would spend not less than 2% of the average Net Profits of the Company made during the three immediately preceding financial years. The surplus arising out of the CSR activity will not be part of business profits of the Company. The corpus would thus include 2% of average net profits, as aforesaid, any income arising therefrom and surplus arising out of CSR activities.

The Company may build CSR capacities of its personnel and/or those of its implementing agencies through Institutions with established track records of at least three financial years but such expenditure shall not exceed five percent of total CSR expenditure of the Company in one financial year.

However, if the Company ceases to be covered under sub-section (1) of Section 135 of the Act for three financial years, then it shall not be required to, comply with the provisions laid down under sub-section (2) to (5) of the said section, till such time it meets the criteria specified in sub-section (1) of the Act.

THE PROCESS TO MONITOR SUCH PROJECTS OR PROGRAMS

The CSR Committee of the Board of Directors of the Company shall approve to the Board of Directors the projects and activities to be undertaken by the Company out of the activities stated hereinabove as per Schedule VII of the Companies Act, 2013.

The CSR Committee shall recommend from time to time the amount of expenditure to be incurred on the activities referred to hereinabove and to monitor the Corporate Social Responsibility Policy of the company from time to time. The CSR Committee, shall prepare a transparent monitoring mechanism for ensuring implementation of the projects / programmes / activities to be undertaken by the Company. The CSR Committee shall have the authority to obtain professional advice from external sources and have full access to information contained in the records of the Company as well as the powers to call any employee / external consultant or such other person(s) and for such purpose as may be deemed expedient for the purpose of accomplishments of overall CSR objectives laid down under the Act.

Appropriate documentation and amendments of the CSR Policy, annual CSR activities, reports on execution by CSR Partner(s) and expenditures will be undertaken on a regular basis and the same will be available to the Board of Directors of the Company.

Initiatives undertaken on the CSR front will be reported in the Annual Report of the Company. The CSR Committee and persons / entities authorised by it will conduct the due diligence checks on the current projects/partners on a quarterly basis and report anomalies, if any, immediately.

THE PROCEDURES

1. As per the Regulations the Company will set aside, for annual CSR activities, an amount equal to 2% of the average Net Profits of the Company made during the three immediately preceding financial years. Any unutilised CSR allocation of a particular year will be carried forward to the following year, i.e. the CSR budget will be non-lapsable in nature.

   Provided that all reasonable efforts will be made to ensure that the annual CSR allocation is fully utilized in the respective year. However, if the Company fails to spend such amount, the Board of Directors shall, in its report under clause (o) of subsection (3) of section 134 of the Act, shall specify the reasons for not spending the amount.

2. 2. Annexure III contains the details of the proposed expenditure for respective Financial Year, towards CSR activities. The same shall be amended annually according to the Financial Year after the review by the Committee or at such time, as the Committee may deem fit.

3. 3. Tax treatment of CSR spend will be in accordance with the Income Tax Act, 1961 as may be notified by Central Board of Direct Taxes (CBDT).

PLANNING AND IMPLEMENTATION

- For the purpose of focusing its efforts in a continued and effectives, Education and Literacy Enhancement is identified as a main thrust area, besides other activities permitted under the Regulations.
- A list of CSR projects / programmes which the Company plans to undertake during the implementation year will be laid down before the Committee at the beginning of each year, specifying modalities of execution in the areas/ sectors chosen and implementation schedules for the same.
- Identification of projects and the executing agency/NGO will be made, inter alia, by assessing the following:

1. Project Objectives
2. Baseline Survey – As-is and To-be state basis, accordingly the outcome of the project will be measured.
3. Implementation Schedules – Timelines for milestones of the project will need to be prescribed and agreed upon.
4. Responsibilities and authorities.
5. Major results expected and measurable outcome including the expenses/charges ratio as against the actual CSR spend.

- If the Company decides to set up a Trust or Section 8 Company, or Society or Foundation or any other form of entity operating within India to facilitate implementation of its CSR activities in accordance with its stated CSR Policy, the following shall apply:

a. The Company would need to specify the projects/ programmes to be undertaken by such an organization, for utilizing funds provided to it;
b. The Company shall establish a monitoring mechanism to ensure that the allocation is spent for the intended purpose only.

- The Company may also conduct/implement its CSR programmes through Trusts, Societies, or Section 8 Companies operating in India, which are not set up by the Company itself, herein collectively referred to as 'CSR Partner(s)'.
- Such spends may be included as part of its prescribed CSR spend only if such organizations have an established track record of at least three years in carrying on activities in related areas.
- Company may collaborate or pool resources with other companies to undertake CSR activities within India. Only activities which are not for the benefit of employees of the company or their family members shall be considered as CSR activity.
- CSR Committee in consultation with the Board of Directors of the Company will identify suitable projects for implementation in line with the objectives of the Company and requirements laid down under the Regulations. These projects would be executed either directly by the Company and / or through CSR Partner(s).
- While identifying projects, CSR Committee will assess CSR Partner(s) organizations who would execute the projects at the grass root level. At a minimum they need to meet the following criteria:

i. The CSR Partner(s) has a permanent office/ address in India;
ii. The CSR Partner(s) is a Trusts, Societies, or Section 8 Company having an established track record of three years in undertaking similar CSR programmes or projects in pursuance with the relevant regulations;
iii. Possesses a valid income-tax Exemption Certificate
iv. The antecedents of the CSR Partner are verifiable
v. Have requisite framework to report progress/ status of the projects on a quarterly basis on agreed parameters.
vi. Maintain a required level of auditable records on the CSR initiatives conducted in conjunction with GML as agreed mutually.

REVIEW AND REPORTING

The CSR Committee will review the philanthropic activities of the Company and will provide progress update to the Board of Directors every six months / such other intervals as deemed fit.

The Company will report in the prescribed format, the details of CSR initiatives and activities of the Company in the Directors' Report and on the website of the Company, as required under the Regulations. Such reporting will be done, pertaining to financial year(s) commencing on or after the 1st day of April, 2014.

AMENDMENTS TO THE POLICY

The Board of Directors on its own and / or as per the recommendations of CSR Committee can amend this policy, as and when required as deemed fit. Any or all provisions of the CSR Policy would be subject to revision/ amendment in accordance with the Regulations on the subject as may be issued from relevant statutory authorities, from time to time.

Annexure - VI

ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs. : CSR Policy is available at website www.gallantt.com
2. Composition of the CSR Committee : Mr. Jyotirindra Nath Dey, Chairman, Mr. Chandra Prakash Agrawal and Mr. Dinesh Kumar R. Agarwal
3. Average net profit of the Company for the last three financial years: ₹ 3,155.96 Lakh.
4. Prescribed CSR expenditure (2% of the average net profit of the company for the last 3 financial years): ₹63.12 Lakh.
5. Details of CSR spent during the financial year.
   a) Total amount to be spent for the financial year : ₹ 72.34 Lakh
   b) Amount unspent, if any,: NIL
   c) Manner in which the amount spent during the financial year is detailed below:

Sl. No	CSR Project or activity identified	Sector in which the project is covered	Project or programs 1. Local area or other 2.Specify the State and District where projects or programs were undertaken	Amount outlay (Budget project or programs wise) ₹ In Lakh	Amount spent on the projects or programs Sub-heads: 1. Direct Expenditure on projects or programs 2. Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency (give details of implementing agency)
1.	Construction of public amenities i.e construction of toilet	Promoting health care including preventive health care and sanitation. Toilets are constructed for public use.	Local and neighborhood areas of Kutch District of State of Gujarat wherein factory of the Company located	Local and neighborhood areas of Kutch District of State of Gujarat wherein factory of the Company located	₹ 47.34 Lakh	₹47.34	Direct
2.	The company is promoting Education ervices for economically weaker sections through Gyan Jyoti Education Foundation (Trust)	Promoting Education etc.	Programme is undertaken in the backward area of state of Assam through Trust.	An amount of Rs. 25.00 Lakh has been paid for the educational programme and the CSR Committee of the Company is monitoring the actual expenditure and surplus, if any.	₹ 25.00 Lakh	173.86 Lakh*	Amount has been contributed to the following implementing agency: Gyan Jyoti Education Foundation (Trust) for the Financial Year 2016-17. Prakash Tower, 2nd Floor, G. S. Road, Opposite Pallavi Cinema, Guwahati – 781005. Assam. India.

- This cumulative expenditure of ₹ 173.86 Lakh includes contribution of ₹ 101.52 Lakh on CSR activities during last financial year 2014-15 and 2015-16.

6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount. : Company has contributed the amount for the project. The CSR Committee is monitoring the entire process.
7. The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

For **CSR Committee, GALLANTT METAL LIMITED**
Jyotirindra Nath Dey
Chairman of CSR Committee & Director
(DIN: 00180925)

Place: Kolkata
Date: 06.08.2017

Annexure - VII

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
GALLANTT METAL LIMITED
1, Crooked Lane, Second Floor,
Room Nos. 222 & 223,
Kolkata - 700069

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Gallantt Metal Limited [CIN: L27109WB2005PLC101553] (hereinafter called the company). Secretarial Audit was conducted based on records made available to us, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion/understanding thereon.
2. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to us and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we, on strength of those records, and information so provided, hereby report that in our opinion and understandings, the Company has, during the audit period covering the financial year ended on March 31, 2017, appears to have complied with the statutory provisions listed hereunder and also in our limited review, that the Company has proper and required Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

   We have examined the books, papers, minutes' book, forms and returns filed and other records maintained by the Company and made available to us, for the financial year ended on March 31, 2017 according to the applicable provisions of:

   i) The Companies Act, 2013 (the Act) and the rules made thereunder and the Companies Act, 1956 and the rules made thereunder as applicable;
   ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
   iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
   (iv) Applicable provisions of Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder;
   (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT');
   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
   (d) The Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015 (to the extent applicable)
   vi) Other Laws specifically applicable to the Company as under:
      1. The Air (Prevention and Control of Pollution) Act, 1981
      2. The Water (Prevention and Control of Pollution) Act, 1974
      3. The Environment (Protection) Act, 1986
      4. The Factories Act, 1948
      5. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
      6. Employees' State Insurance Act, 1948
      7. Equal Remuneration Act, 1976
      8. The Minimum Wages Act, 1948
      9. The Payment of Wages Act, 1936
      10. The Payment of Bonus Act, 1965
      11. The Legal Metrology Act, 2009
      12. The Maternity Benefit Act, 1961 and
      13. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

   We further report that with respect to the compliance of the below mentioned laws, we have relied on the compliance system prevailing in the Company and on the basis of representation received from its concerned department:

   (a) Mines and Minerals (Development Regulation) Act, 1957 and other Acts/ Rules as applicable to Mining activities;
   (b) The Electricity Act, 2003 and rules issued thereunder;
   (c) National Tariff Policy;
   (d) Indian Boilers Act. 1923 and rules issued thereunder;
   (e) Explosives Act, 1884 and rules issued thereunder;

(f) Manufacture, Storage and Import of Hazardous Chemical Rules, 1989;

(g) Applicable Labour laws and rules issued thereunder;

(h) Applicable Environment laws and rules issued thereunder;

(i) Applicable direct & indirect tax laws and rules issued thereunder;

(j) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India;

(ii) The Listing Regulations entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent normally at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

There were no dissenting views on any decisions of the Board, as recorded in the Minutes of Board meetings.

We further report that there is scope to improve the systems and processes in the Company and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

We further report that during the audit period there were no instances of:

i. Public/Right/Preferential issue of shares / debentures/sweat equity;

ii. Redemption / buy-back of securities;

iii. Foreign technical collaborations.

We further report that our Audit is subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses in those compliances on the part of the Company.

Anurag Fatehpuria
Company Secretary
ACS 34471; CP No. 12855

Place: Kolkata
Date : 06.08.2017

This Report is to be read with our testimony of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To
The Members,
GALLANTT METAL LIMITED

Our report of even date it to be read along with this supplementary testimony.

a. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

b. We have followed the audit practices and processed we were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

c. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

d. Wherever required, we have obtained Management representation about the compliance of laws, rules and regulations and happenings of events etc.

e. The Compliance of the provisions of Corporate and other applicable laws, rules and regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

f. The Secretarial Audit is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management conducted the affairs of the Company.

g. While forming an opinion on compliance and issuing the Secretarial Audit Report, we have also taken into consideration the compliance related actions taken by the Company after 31st March 2017 but before issue of the Report.

Anurag Fatehpuria
Company Secretary
ACS 34471; CP No. 12855

Place: Kolkata
Date : 06.08.2017

ANNEXURE - VIII

FORM NO. AOC.1

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

NOT APPLICABLE

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associate	**Gallantt Ispat Limited**
1. Latest audited Balance Sheet Date	31.03.2017
2. Shares of Associate held by the company on 31.03.2017	
No.	72,51,992
Amount of Investment in Associate	4,260.20 Lakh
Extend of Holding %	25.683
3. Description of how there is significant influence	By way of Ownership
4. Reason why the associate/joint venture is not consolidated	Consolidated
5. Networth attributable to Shareholding as per latest audited Balance Sheet	5853.10 Lakh
6. Profit / Loss for the year	
i. Considered in Consolidation	1136.26 Lakh
ii. Not Considered in Consolidation	Nil

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

As per our Report of even date
For **A.K.MEHARIA & ASSOCIATES**
Chartered Accountants

(A. K. Meharia)
Partner
Membership No.: 053918
Firm Reg No.: 324666E
Place : Kolkata
Dated : The 4th day of May, 2017

Chandra Prakash Agrawal	*Chairman & Managing Director*
Dinesh R Agarwal	*Wholetime Director*
Sandip Kumar Agarwal	*Chief Financial Officer*
Rajesh Upadhyaya	*Company Secretary*

ANNEXURE - IX

FORM NO. MGT-9

Extract of Annual Return as on the financial period ended on 31st March 2017
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L27109WB2005PLC101553
Registration Date	07/02/2015
Name of the Company	GALLANTT METAL LIMITED
Category /Sub-Category of the Company	Public Company limited by Shares/Indian Non-Government Company
Address	1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069. Telefax: 033-40642189
Whether listed Company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Registrars & Share Transfer Agents Niche Technologies Pvt. Ltd. D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata- 700 001 Ph.: 033-22357270/7271/3070/2234 Fax: 033-22156823

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of Main Product / Services	NIC Code of the Product	% to total turnover of the company
1	Steel	2410	83.18
2	Power	3510	16.67*

*Out of the Total Revenue from Operations and other Operating Income for the Financial Year 2016-17 Rs. 74,147.16 Lacs, Captive Power Plant contributes Rs. 12,362.79 Lacs (Approx. 16.67%).

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate	% of Shares	Applicable Section
1.	Gallantt Ispat Limited	L27109WB2005PLC101650	Associate	25.68	Section 2(6) of the Companies Act, 2013

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY) GALLANTT METAL LTD.

i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	PROMOTERS									
(1)	Indian									
	a) Individual / HUF	6463293	0	6463293	7.948	5463265	0	5463265	6.718	-1.230
	b) Centran Government	–	–	–	–	–	–	–	–	–
	c) State Government	–	–	–	–	–	–	–	–	–
	d) Bodies Corporate	41456817	0	41456817	50.978	45333580	0	45333580	55.746	4.768
	e) Banks / Financial Institutions	–	–	–	–	–	–	–	–	–
	f) Any Other	–	–	–	–	–	–	–	–	–
	Sub-total (A)(1)	**47920110**	**0**	**47920110**	**58.926**	**50796845**	**0**	**50796845**	**62.464**	**3.538**

	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2)	Foreign									
	a) NRIs - Individuals	–	–	–	–	–	–	–	–	–
	b) Other - Individuals	–	–	–	–	–	–	–	–	–
	c) Bodies Corporate	–	–	–	–	–	–	–	–	–
	d) Banks / Financial Institutions	–	–	–	–	–	–	–	–	–
	e) Any Other	–	–	–	–	–	–	–	–	–
	Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
	Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	**47920110**	**0**	**47920110**	**58.926**	**50796845**	**0**	**50796845**	**62.464**	**3.538**
B.	**PUBLIC SHAREHOLDING**									
(1)	Institutions									
	a) Mutual Funds	–	–	–	–	–	–	–	–	–
	b) Banks / Financial Institutions	–	–	–	–	–	–	–	–	–
	c) Central Governments	–	–	–	–	–	–	–	–	–
	d) State Governments	–	–	–	–	–	–	–	–	–
	e) Venture Capital Funds	–	–	–	–	–	–	–	–	–
	f) Insurance Companies	–	–	–	–	–	–	–	–	–
	g) Foreign Institutional Investors (FII)	–	–	–	–	–	–	–	–	–
	h) Foreign Venture Capital Funds	–	–	–	–	–	–	–	–	–
	i) Others (Specify)	–	–	–	–	–	–	–	–	–
	Sub-total (B)(1)	**0**	**0**	**0**	**0.000**	**0**	**0**	**0**	**0.000**	**0.000**
(2)	Non-Institutions									
	a) Bodies Corporate									
	i)Indian	25290828	0	25290828	31.099	20960522	0	20960522	25.775	-5.324
	ii) Overseas									
	b) Individuals									
	i)Individual shareholders holding nominal share capital upto Rs 1 lakh	3341934	533	3342467	4.110	3861900	531	3862431	4.750	0.640
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 l	4097986	0	4097986	5.039	3865231	0	3865231	4.753	-0.286
	c) Others Specify									
	1. NRI	135783	0	135783	0.167	138960	0	138960	0.171	0.004
	2. Overseas Corporate Bodies									
	3. Foreign Nationals	–	–	–	–	–	–	–	–	–
	4. Clearing Members	530150	0	530150	0.652	1693335	0	1693335	2.082	1.430
	5. Trusts	5000	0	5000	0.006	5000	0	5000	0.006	0.000
	6. Foreign Bodies - D.R.									
	Sub-total (B)(2)	33401681	533	33402214	41.074	30524948	531	30525479	37.536	-3.538
	Total Public Shareholding (B) = (B)(1)+(B)(2)	33401681	533	33402214	41.074	30524948	531	30525479	37.536	-3.538
C.	**Shares held by Custodian for GDRs & ADRs**									
	GRAND TOTAL (A+B+C)	**81321791**	**533**	**81322324**	**100.000**	**81321793**	**531**	**81322324**	**100.000**	**0.000**

ii. Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	
1	ANUPAM AGARWAL	20400	0.025	0.000	20400	0.025	0.000	0.000
2	ASHUTOSH AGARWAL	178591	0.220	0.000	178591	0.220	0.000	0.000
3	BRIJ MOHAN JOSHI	2500	0.003	0.000	2500	0.003	0.000	0.000
4	CHANDRA PRAKASH AGARWAL	650000	0.799	46.154	300000	0.369	100.000	-0.430
5	DINESH KUMAR AGARWAL	210000	0.258	100.000	210000	0.258	100.000	0.000
6	GALLANTT ISPAT LIMITED	13749768	16.908	0.000	39462895	48.527	0.000	31.619
7	GALLANTT UDYOG LIMITED	24113127	29.651	60.755				-29.651
8	HIPOLINE COMMERCE PVT LTD	3593922	4.419	0.000	5870685	7.219	0.000	2.800
9	KARUNA JINDAL	5000	0.006	0.000	5000	0.006	0.000	0.000
10	KUSUM DEVI JALAN	19661	0.024	0.000	19661	0.024	0.000	0.000
11	MADHU AGARWAL	100000	0.123	0.000				-0.123
12	NARAIN PRASAD AJITSARIA	2500	0.003	0.000	2500	0.003	0.000	0.000
13	NARESH CHANDRA AGARWAL	10000	0.012	0.000	10000	0.012	0.000	0.000
14	NIDHI JALAN	24500	0.030	0.000	24500	0.030	0.000	0.000
15	NITIN KANDOI	10500	0.013	4.762	10500	0.013	4.762	0.000
16	OM PRAKASH JALAN	48279	0.059	0.000	48279	0.059	0.000	0.000
17	PREM PRAKASH AGRAWAL HUF	32500	0.040	0.000	32500	0.040	0.000	0.000
18	PRIYA AGARWAL	100000	0.123	0.000	100000	0.123	0.000	0.000
19	PRIYANKA DAS	4938	0.006	0.000	4910	0.006	0.000	0.000
20	SANTOSH KUMAR AGARWAL	4231424	5.203	0.000	4031424	4.957	0.000	-0.246
21	SANTOSH KUMAR AGRAWAL HUF	110000	0.135	0.000	110000	0.135	0.000	0.000
22	SHARDA DEVI JALAN	2500	0.003	0.000	2500	0.003	0.000	0.000
23	SHRUTI KANDOI	40000	0.049	0.000	40000	0.049	0.000	0.000
24	SHYAMA AGRAWAL	190000	0.234	0.000	190000	0.234	0.000	0.000
25	SMRITI AGARWAL	10000	0.012	0.000	10000	0.012	0.000	0.000
26	SUBODH KUMAR JALAN	10000	0.012	0.000	10000	0.012	0.000	0.000
27	SUMESH KUMAR AGARWAL	100000	0.123	0.000	100000	0.123	0.000	0.000
28	UMA AGARWAL	350000	0.430	0.000				-0.430
	T O T A L	**47920110**	**58.926**	**31.637**	**50796845**	**62.464**	**1.005**	**3.538**

iii. Change in Promoter's Shareholding

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ANUPAM AGARWAL				
	a) At the Begining of the Year	20400	0.025		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			20400	0.025
2	ASHUTOSH AGARWAL				
	a) At the Begining of the Year	178591	0.220		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			178591	0.220
3	BRIJ MOHAN JOSHI				
	a) At the Begining of the Year	2500	0.003		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2500	0.003
4	CHANDRA PRAKASH AGARWAL				
	a) At the Begining of the Year	650000	0.799		
	b) Changes during the year				
	Date Reason				
	31/03/2017 Transfer	-350000	0.430	300000	0.369
	c) At the End of the Year			300000	0.369
5	DINESH KUMAR AGARWAL				
	a) At the Begining of the Year	210000	0.258		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			210000	0.258
6	GALLANTT ISPAT LIMITED				
	a) At the Begining of the Year	13749768	16.908		
	b) Changes during the year				
	Date Reason				
	15/04/2016 Transfer	1600000	1.967	15349768	18.875
	03/06/2016 Transfer	24113127	29.651	39462895	48.527
	c) At the End of the Year			39462895	48.527
7	GALLANTT UDYOG LIMITED				
	a) At the Begining of the Year	24113127	29.651		
	b) Changes during the year				
	Date Reason				
	03/06/2016 Transfer	-24113127	29.651	0	0.000
	c) At the End of the Year			0	0.000
8	HIPOLINE COMMERCE PVT LTD				
	a) At the Begining of the Year	3593922	4.419		
	b) Changes during the year				
	Date Reason				
	15/04/2016 Transfer	2276763	2.800	5870685	7.219
	c) At the End of the Year			5870685	7.219

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9	KARUNA JINDAL				
	a) At the Begining of the Year	5000	0.006		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			5000	0.006
10	KUSUM DEVI JALAN				
	a) At the Begining of the Year	19661	0.024		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			19661	0.024
11	MADHU AGARWAL				
	a) At the Begining of the Year	100000	0.123		
	b) Changes during the year				
	Date Reason				
	31/03/2017 Transfer	-100000	0.123	0	0.000
	c) At the End of the Year			0	0.000
12	NARAIN PRASAD AJITSARIA				
	a) At the Begining of the Year	2500	0.003		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2500	0.003
13	NARESH CHANDRA AGARWAL				
	a) At the Begining of the Year	10000	0.012		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.012
14	NIDHI JALAN				
	a) At the Begining of the Year	24500	0.030		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			24500	0.030
15	NITIN KANDOI				
	a) At the Begining of the Year	10500	0.013		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10500	0.013
16	OM PRAKASH JALAN				
	a) At the Begining of the Year	48279	0.059		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			48279	0.059
17	PREM PRAKASH AGRAWAL HUF				
	a) At the Begining of the Year	32500	0.040		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			32500	0.040
18	PRIYA AGARWAL				
	a) At the Begining of the Year	4938	0.006		
	b) Changes during the year				
	Date Reason				
	13/01/2017 Transfer	-28	0.000	4910	0.006
	c) At the End of the Year			4910	0.006

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
19	PRIYANKA DAS				
	a) At the Begining of the Year	4938	0.006		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			4938	0.006
20	RITU AGARWAL				
	a) At the Begining of the Year	4231424	5.203		
	b) Changes during the year				
	Date Reason				
	31/03/2017 Transfer	-200000	0.246	4031424	4.957
	c) At the End of the Year			4031424	4.957
21	SANTOSH KUMAR AGRAWAL HUF				
	a) At the Begining of the Year	110000	0.135		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			110000	0.135
22	SHARDA DEVI JALAN				
	a) At the Begining of the Year	2500			
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2500	0.003
23	SHRUTI KANDOI				
	a) At the Begining of the Year	40000	0.049		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			40000	0.049
24	SHYAMA AGRAWAL				
	a) At the Begining of the Year	190000	0.234		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year				
25	SMRITI AGARWAL				
	a) At the Begining of the Year	10000	0.012		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.012
26	SUBODH KUMAR JALAN				
	a) At the Begining of the Year	10000			
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.012
27	SUMESH KUMAR AGARWAL				
	a) At the Begining of the Year	100000	0.123		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			100000	0.123
28	UMA AGARWAL				
	a) At the Begining of the Year	350000	0.430		
	b) Changes during the year				
	Date Reason				
	31/03/2017 Transfer	-350000	0.430	0	0.000
	c) At the End of the Year			0	0.000
	T O T A L	**47920110**	**58.926**	**50796845**	**62.464**

D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs) :

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ANAND RATHI SHARE & STOCK BROKERS LIMITE				
	a) At the Begining of the Year	21	0.000		
	b) Changes during the year				
	Date Reason				
	29/04/2016 Transfer	300	0.000	321	0.000
	06/05/2016 Transfer	-300	0.000	21	0.000
	13/05/2016 Transfer	350	0.000	371	0.000
	20/05/2016 Transfer	-350	0.000	21	0.000
	03/06/2016 Transfer	1977	0.002	1998	0.002
	10/06/2016 Transfer	-1877	0.002	121	0.000
	17/06/2016 Transfer	100	0.000	221	0.000
	24/06/2016 Transfer	-100	0.000	121	0.000
	01/07/2016 Transfer	-100	0.000	21	0.000
	08/07/2016 Transfer	743	0.001	764	0.001
	15/07/2016 Transfer	-745	0.001	19	0.000
	22/07/2016 Transfer	150	0.000	169	0.000
	29/07/2016 Transfer	700	0.001	869	0.001
	05/08/2016 Transfer	172	0.000	1041	0.001
	12/08/2016 Transfer	6664	0.008	7705	0.009
	19/08/2016 Transfer	-2349	0.003	5356	0.007
	26/08/2016 Transfer	-5007	0.006	349	0.000
	02/09/2016 Transfer	-320	0.000	29	0.000
	09/09/2016 Transfer	4237	0.005	4266	0.005
	16/09/2016 Transfer	-4189	0.005	77	0.000
	23/09/2016 Transfer	139	0.000	216	0.000
	30/09/2016 Transfer	490	0.001	706	0.001
	07/10/2016 Transfer	10	0.000	716	0.001
	14/10/2016 Transfer	-700	0.001	16	0.000
	21/10/2016 Transfer	2744	0.003	2760	0.003
	28/10/2016 Transfer	-2736	0.003	24	0.000
	04/11/2016 Transfer	500	0.001	524	0.001
	11/11/2016 Transfer	2900	0.004	3424	0.004
	18/11/2016 Transfer	-1159	0.001	2265	0.003
	25/11/2016 Transfer	-1833	0.002	432	0.001
	02/12/2016 Transfer	-417	0.001	15	0.000
	31/12/2016 Transfer	276	0.000	291	0.000
	06/01/2017 Transfer	-207	0.000	84	0.000
	13/01/2017 Transfer	534	0.001	618	0.001
	20/01/2017 Transfer	-503	0.001	115	0.000
	27/01/2017 Transfer	593	0.001	708	0.001
	03/02/2017 Transfer	**-663**	**0.001**	**45**	**0.000**
	10/02/2017 Transfer	**760**	**0.001**	**805**	**0.001**
	17/02/2017 Transfer	**-765**	**0.001**	**40**	**0.000**
	24/02/2017 Transfer	**-25**	**0.000**	**15**	**0.000**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	31/03/2017 Transfer	**1000120**	**1.230**	**1000135**	**1.230**
	c) At the End of the Year			**1000135**	**1.230**
2	ANGEL FINCAP PRIVATE LIMITED				
	a) At the Begining of the Year	401093	0.493		
	b) Changes during the year				
	Date Reason				
	15/04/2016 Transfer	15000	0.018	416093	0.512
	03/06/2016 Transfer	-1090	0.001	415003	0.510
	29/07/2016 Transfer	881	0.001	415884	0.511
	12/08/2016 Transfer	2200	0.003	418084	0.514
	02/09/2016 Transfer	10	0.000	418094	0.514
	09/09/2016 Transfer	-1950	0.002	416144	0.512
	16/09/2016 Transfer	90	0.000	416234	0.512
	23/09/2016 Transfer	-1000	0.001	415234	0.511
	07/10/2016 Transfer	3485	0.004	418719	0.515
	14/10/2016 Transfer	-1158	0.001	417561	0.513
	21/10/2016 Transfer	-2000	0.002	415561	0.511
	28/10/2016 Transfer	-1653	0.002	413908	0.509
	13/01/2017 Transfer	-50	0.000	413858	0.509
	20/01/2017 Transfer	935	0.001	414793	0.510
	27/01/2017 Transfer	173	0.000	414966	0.510
	03/02/2017 Transfer	1807	0.002	416773	0.512
	10/02/2017 Transfer	1000	0.001	417773	0.514
	24/02/2017 Transfer	-500	0.001	417273	0.513
	03/03/2017 Transfer	3000	0.004	420273	0.517
	10/03/2017 Transfer	-8000	0.010	412273	0.507
	c) At the End of the Year			412273	0.507
3	JAI LAKSHMI SOLVENTS PRIVATE LIMITED				
	a) At the Begining of the Year	598795	0.736		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			598795	0.736
4	KHETAN TRACON PRIVATE LIMITED				
	a) At the Begining of the Year	668894	0.823		
	b) Changes during the year				
	Date Reason				
	12/08/2016 Transfer	-20500	0.025	648394	0.797
	09/09/2016 Transfer	-45000	0.055	603394	0.742
	16/09/2016 Transfer	-86000	0.106	517394	0.636
	14/10/2016 Transfer	-3268	0.004	514126	0.632
	21/10/2016 Transfer	-146092	0.180	368034	0.453
	28/10/2016 Transfer	-92500	0.114	275534	0.339
	04/11/2016 Transfer	-500	0.001	275034	0.338
	11/11/2016 Transfer	-15397	0.019	259637	0.319
	c) At the End of the Year			259637	0.319

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	LEXI EXPORTS PVT LTD				
	a) At the Begining of the Year	11977179	14.728		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			11977179	14.728
6	MAGENTA COMMERCE PRIVATE LTD				
	a) At the Begining of the Year	479117	0.589		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			479117	0.589
7	MUKESH KUMAR AGARWAL				
	a) At the Begining of the Year	370086	0.455		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			370086	0.455
8	NAJMUDDIN GULAMHUSEIN KHERAJ				
	a) At the Begining of the Year	400000	0.492		
	c) At the End of the Year			400000	0.492
9	RICHIE CREDIT AND FINANCE PRIVATE LIMITE				
	a) At the Begining of the Year	2107635	2.592		
	b) Changes during the year				
	Date Reason				
	15/04/2016 Transfer	2500000	3.074	4607635	5.666
	c) At the End of the Year			4607635	5.666
10	SHIVARPAN VANIJYA PVT. LTD.				
	a) At the Begining of the Year	403324	0.496		
	b) Changes during the year				
	Date Reason				
	16/09/2016 Transfer	-50000	0.061	353324	0.434
	21/10/2016 Transfer	-39033	0.048	314291	0.386
	28/10/2016 Transfer	-200000	0.246	114291	0.141
	c) At the End of the Year			114291	0.141
11	UTKARSH DEALER PRIVATE LIMITED				
	a) At the Begining of the Year	4376763	5.382		
	b) Changes during the year				
	Date Reason				
	15/04/2016 Transfer	-4376763	5.382	0	0.000
	01/07/2016 Transfer	50982	0.063	50982	0.063
	08/07/2016 Transfer	3604	0.004	54586	0.067
	c) At the End of the Year			54586	0.067
12	WALLSTREET DISTRIBUTOR PRIVATE LIMITED				
	a) At the Begining of the Year	3701266	4.551		
	b) Changes during the year				
	Date Reason				
	15/04/2016 Transfer	-2000000	2.459	1701266	2.092
	13/05/2016 Transfer	4746	0.006	1706012	2.098
	20/05/2016 Transfer	37099	0.046	1743111	2.143
	27/05/2016 Transfer	39665	0.049	1782776	2.192

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	03/06/2016 Transfer	21528	0.026	1804304	2.219
	10/06/2016 Transfer	38671	0.048	1842975	2.266
	24/06/2016 Transfer	80527	0.099	1923502	2.365
	01/07/2016 Transfer	62067	0.076	1985569	2.442
	c) At the End of the Year			1985569	2.442
	T O T A L	**25484173**	**31.337**	**22259303**	**27.372**

Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	CHANDRA PRAKASH AGARWAL				
	a) At the Begining of the Year	650000	0.799		
	b) Changes during the year				
	Date Reason				
	31/03/2017 Transfer	-350000	0.430	300000	0.369
	c) At the End of the Year			300000	0.369
2	DINESH KUMAR AGARWAL				
	a) At the Begining of the Year	210000	0.258		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			210000	0.258
3	NITIN KANDOI				
	a) At the Begining of the Year	10500	0.013		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10500	0.013
4	SANDIP KUMAR AGRAWAL				
	a) At the Begining of the Year	9796	0.012		
	b) Changes during the year				
	Date Reason				
	24/06/2016 Transfer	-200	0.000	9596	0.012
	08/07/2016 Transfer	-200	0.000	9396	0.012
	T O T A L	**880296**	**1.082**	**529896**	**0.652**

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment — Amount in lacs

	Particulars	Secured Loan excluding Deposit	Unsecured Loan	Deposit	Total Indebted-ness
Indebtedness at the beginning of the financial year					
1	Principal Amount	3,177.02	–	–	3,177.02
2	Interest due but not paid	–	–	–	0.00
3	Interest accrued but not due	–	–	–	0.00
Total (1+2+3)		**3,177.02**	–	–	**3,177.02**
Change in Indebtedness during the Financial Year					
	• Addition	1,574.19	–	–	1,574.19
	• Reduction	–	–	–	0
Net Change		1,574.19	–	–	1,574.19
Indebtedness at the end of the financial year					
1	Principal Amount	4,751.21	–	–	4,751.21
2	Interest due but not paid	–	–	–	0.00
3	Interest accrued but not due	–	–	–	0.00
Total (1+2+3)		**4,751.21**	–	–	**4,751.21**

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

S. N.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount (₹ In Lacs)
		Chandra Prakash Agrawal	Dinesh Kumar Raghubir Prasad Agrawal	Prashant Jalan	
1	**Gross Salary**				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	19.20	19.20	6.60	45.00
	(b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL
2	**Commission**	NIL	NIL	NIL	NIL
3	**Others - Remuneration benefits**	NIL	NIL	NIL	NIL
	Total (A)	**19.20**	**19.20**	**6.60**	**45.00**

Note: For conservation of Resources, Directors have agreed to forego the perquisites and other benefits.

B. Remuneration to Other Directors (All being Independent)

S.N.	Particulars of Remuneration	Name of Directors						Total Amount (₹ In Lacs)
		Nitin M Kandoi	Jyotirindra Nath Dey	Prasant Kankrania	Ramesh K Choudhary	Mayank Daga	Richa Bhartiya	
1	Fees for attending Board/Committee Meetings	0.08	0.44	0.34	0.04	0.10	0.34	1.34
2	Commission	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3	Others	NIL	NIL	NIL	NIL	NIL	NIL	NIL

C. Remuneration to Key Managerial Personnel

S. N.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (₹ In Lacs)
		Sandip Kumar Agarwal, CFO	Rajesh Upadhyaya, CS	
1	**Gross Salary**			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	11.21	12.73	23.94
	(b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	NIL	NIL	NIL
2	**Others –Remuneration benefits**	NIL	NIL	NIL

VII PENALTIES / PUNISHMENT/COMPOUNDING DURING THE FINANCIAL YAER

No penalty/Punishment/Compounding Fees imposed on the Company.

REPORT ON CORPORATE GOVERNANCE

1. CORPORATE GOVERNANCE PHILOSOPHY

Transparency, accountability, fairness and responsibility are the four basic tenets of Corporate Governance and Gallantt Metal Limited believes that fair, transparent and ethical governance practices are sine qua non for the way we do business. The corporate governance philosophy of your Company ensures transparency in all dealings and in the functioning of the management and the Board. The Company operates within accepted standards of propriety, fair play and justice and aims at creating a culture of openness in relationships between itself and its stakeholders. The overall objective is to optimize sustainable value to all stakeholders shareholders, customers, suppliers, banks & financial institutions, government, employees and the community at large through adherence to Corporate values, Codes of conduct and other standards of appropriate behaviour.

2. BOARD OF DIRECTORS

2.1 Composition and Category of the Board

Your Company's Board has an optimum combination of Executive, Non-executive and Independent Directors with one women Director, as per the requirements of Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The composition of the Board and the Independent Directors of the Company meet all the criteria mandated by SEBI Listing Regulations and the Companies Act, 2013.

As on March 31, 2017 your Company's Board comprised of 8 Directors out of which 4 Directors are Independent Directors with Mr. Chandra Prakash Agrawal as Executive Chairman.

The composition of the Board as on March 31, 2017 is as follows:

- Executive Directors - 3
- Non Executive Independent Directors - 4
- Non Executive (Promoter) Director - 1

	Names of the Director	% to the total number of Directors
I)	**Independent Director**	50%
	Jyotirindra Nath Dey	
	Prasant Kankrania	
	Ramesh Kumar Choudhary*	
	Richa Bhartiya	
	Mayank Daga**	
II)	**Non-Executive Non-Independent Director**	12.5%
	Nitin M Kandoi	
III)	**Executive Director**	
	Chandra Prakash Agrawal	37.5%
	Dinesh Kumar Raghubir Agarwal	
	Prashant Jalan	

- *Mr. Ramesh Kumar Choudhary resigned from the Directorship of the Company effective from May 30, 2016.
- **Mr. Mayank Daga has been appointed by the Board of Directors of the Company as an Additional Independent Director effective from August 08, 2016.

The Board is balanced comprising Executive and Non-Executive Directors. The Board has been constituted in such a way that it has understanding and competence to deal with current and emerging business issues.

2.2 Appointment of Directors

Directors are appointed or re-appointed with the approval of the shareholders and shall remain in office in accordance with the provisions of the law and terms and conditions of appointment. The Company has issued letter of appointment to all the Independent Directors and the terms and conditions of their appointment have been disclosed on the Company's website www.gallantt.com.

2.3 Meetings and Attendance

During the financial year 2016-17, Six Board Meetings were held. These were held on 30.05.2016, 08.08.2016, 27.10.2016, 30.12.2016, 13.02.2017 and 30.03.2017.

Composition of the Board of Directors, their attendance in the Board Meetings and other particulars as on 31st March, 2017 is as follows:

Name & Designation of the Directors	Category/ Position	Last Annual General Meeting Attended	No. of Board Meetings Attended out of 6 meetings held during the year	No. of other directorships in public companies as on 31/03/2017	No. of committee positions held in other public companies as on 31/03/2017	
					Chairman	Member
Mr. Chandra Prakash Agarwal Chairman & Managing Director (DIN: 01814318)	Executive/ Promoter	Yes	6	1	Nil	Nil
Mr. Dinesh Kumar Raghubir Agarwal, Whole-time Director (DIN: 01017125)	Executive/ Promoter	No	5	1	Nil	Nil
Mr. Prashant Jalan Director (Plant Operation) (DIN: 06619739)	Executive / Non-Promoter	No	4	Nil	Nil	Nil
Mr. Nitin M Kandoi Whole-time Director (DIN:01979952)	Non-Executive/ Promoter	No	4	1	Nil	Nil
Mr. Jyotirindra Nath Dey Director (DIN: 00180925)	Non-Executive/ Independent	Yes	6	2	**1**	**2**
Mrs. Richa Bhartiya Director (DIN: 06905283)	Non-Executive/ Independent	No	6	Nil	Nil	Nil
Mr. Prasant Kankrania Director (DIN: 05241947)	Non-Executive/ Independent	Yes	6	Nil	Nil	Nil
Mr. Ramesh Kumar Choudhary, Director* (DIN: 00558707)	Non-Executive/ Independent	No	1	Nil	Nil	Nil
Mr. Mayank Daga, Director** (DIN: 07581076)	Non-Executive/ Independent	No	5	Nil	Nil	Nil

Notes:

- Mr. Jyotirindra Nath Dey, Mr. Prasant Kankrania, Mr. Ramesh Kumar Choudhary, Mr. Mayank Daga and Ms. Richa Bhartiya have been considered as Independent Directors as they qualify to be Independent Directors as per the provisions of the Companies Act, 2013 and Listing Regulations. Other Directorships of only Indian Public Limited Companies have been considered.
- Committee positions of only 2 committees namely Audit Committee & Stakeholders Relationship Committee (formerly Share Transfer and Investors'/ Shareholders' Grievance Committee) have been considered.
- The details of Director seeking re-appointment at the ensuing Annual General Meeting have been furnished in the Notice convening the Meeting of the shareholders.
- No Director has any inter se relationship with the other directors.
- None of the Directors hold Chairmanship of the Board Committees in excess of the maximum ceiling of five and membership in excess of the maximum ceiling of ten as specified under regulation 26 of SEBI Listing Regulations.
- *Mr. Ramesh Kumar Choudhary resigned from the Directorship of the Company effective from May 30, 2016.
- **Mr. Mayank Daga has been appointed by the Board of Directors of the Company as an Additional Independent Director effective from August 08, 2016.

Separate Meeting of Independent Directors:

As per the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 and the SEBI Listing Regulations, Independent Directors of the Company held one meeting without the attendance of non-independent directors. The meeting, inter alia, has taken following business:

1. Review of performance of non-independent directors and the Board as a whole;
2. Review of performance of the Chairperson of the Company, taking into account the views of the executive and independent directors;
3. Assessment of quality, quantity and timeliness of flow of information between the company management and the Board.

Holding of the separate Board meeting is mandatory as required under Section 149 read with Schedule IV to the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations.

The Board evaluates the Company's strategic direction, management policies, performance objectives and effectiveness of Corporate Governance practices. Further, the Board fulfills the key functions as prescribed under the Listing Regulations.

2.4 Shareholding of Directors

The details of shares held by the Directors of the Company in their individual names as on March 31, 2017 are furnished below:

Sr. No.	Name of Directors	No. of Shares held
1.	Chandra Prakash Agrawal	300000
2.	Dinesh Raghubirprasad Agarwal	210000
3.	Prashant Jalan	NIL
4.	Nitin M Kandoi	10500
5.	Jyotirindra Nath Dey	NIL
6.	Prasant Kankrania	NIL
7.	Mayank Daga	NIL
8.	Richa Bhartiya	NIL

2.5 Induction and Familiarization Program for Directors

Your Company follows a structured orientation and familiarization programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis.

Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved.

The details of familiarisation programme have been posted in the website of the Company www.gallantt.com

2.6 Independent Directors

Your Company appointed Independent Directors having expertise/experience in their respective field/profession. None of the Independent Directors are Promoters or related to Promoters. They do not have pecuniary relationship with the Company and further do not hold two percent or more of the total voting power of the Company.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as required under Section 149(7) of the Companies Act, 2013.

All Independent Directors maintain their limits of directorships as required under Listing Regulations. The Company had issued a formal letter of appointment to all Independent Directors and the terms and conditions of their appointment have been disclosed in the website of the Company www.gallantt.com.

Pursuant to sub section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Independent Directors of the Company viz. Mr. Prasant Kankrania, Mr. Jyotirindra Nath Dey, Mr. Mayank Daga and Ms. Richa Bhartiya have given declaration to the Company that they qualify the criteria of independence as required under the Act and the regulations.

2.7 Board Procedures

The Board meets at least once in a quarter to review financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues concerning the businesses of your Company. The Board Meetings are governed by a structured Agenda. The Agenda along with detailed explanatory notes and supporting material are circulated in advance before each meeting to all the Directors for facilitating effective discussion and decision making. The Board members are, on a quarterly basis, apprised by the Managing Director on the overall performance of the Company through presentations and detailed notes.

2.8 Information supplied to the Board

The Board has complete access to any information within your Company which inter alia includes –

A. Annual operating plans and budgets and any updates.

B. Capital budgets and any updates.

C. Annual and Quarterly results for the Company

D. Minutes of meetings of Audit Committee and other Committees of the board of directors.

E. The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.

F. Show cause, demand, prosecution notices and penalty notices, which are materially important, if any.

G. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any.

H. Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company, if any.

I. Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that may have negative implications on the Company.

J. Details of joint venture or collaboration agreement.

K. Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.

L. Significant labour problems and their

proposed solutions, wherever necessary. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.

M. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.

O. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc., if any .

While formulating and approving policies concerning appointment of directors and other senior officers, board diversity, remuneration and evaluation, the Board seeks to ensure business continuity with due weightage to succession planning.

2.9 Performance evaluation of Directors

The Nomination and Remuneration Committee of the Board laid down the criteria for performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

Role & Accountability

- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

Objectivity

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

Leadership & Initiative

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

Personal Attributes

- Commitment to role & fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

2.10 Non-executive Directors' compensation and disclosures

Except sitting fees for attending meetings of Board and Committee thereof, Non-executive Directors (including Independent Directors) are not paid fixed fees/remuneration.

2.11 Other Provisions as to Board and Committees

The Board met six times during the year and the time gap between any two meetings did not exceed 120 days.

3. AUDIT COMMITTEE

In terms of provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI Listing Regulations, Audit Committee of the Board of Directors presently consists of three Non-executive Independent Directors. The role of the Audit Committee is to provide directions to and oversee the internal audit and risk management functions, review of financial results and annual financial statements, interact with statutory auditors and such other matters as are required in terms of the Companies Act, 2013 and SEBI Listing Regulations.

Constitution of the Audit Committee complies with requirements of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with all members being financially literate and most having accounting or related financial management expertise.

3.1 Composition

As on date, the Audit Committee comprises of three (3) Independent Directors. The members of the Audit Committee are Mr. Prasant Kankrania (Chairman), Ms. Richa Bhartia and Mr. Jyotirindra Nath Dey, all of whom possess accounting and financial management expertise/ exposure. Mr. Rajesh Upadhyaya, Company Secretary acts as the Secretary to the Audit Committee.

Mr. Prasant Kankrania, the Chairman – Audit Committee was present at the Annual General Meeting held on September 26, 2016.

Chief Financial Officer, Internal Auditors, Statutory Auditors, Cost Auditors, Manager Accounts attend meetings of the Committee as invitees.

3.2 Terms of reference

The Audit Committee is empowered, pursuant to its terms of reference in brief, inter alia, to:

1. To investigate any activity within its terms of reference;
2. To seek information from any employee;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with reasonable expertise, if considered necessary.
5. Review of internal audit function and discussion

on internal audit reports

6. Review of vigil mechanism and above all adequacy of internal control systems.
7. Review of risk management policies especially enterprise level risk management.

Compliance and other related aspects

- Disclosure of related party transactions and subsequent modifications, if any.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the company.
- Uses/application of funds raised through an issue.
- Review and recommendation of appointment, remuneration and terms of appointment of statutory auditors.
- Review of other services rendered by the statutory auditors.
- Review of the management discussion and analysis of the financial conditions and results of operations, significant related party transactions, management letters issued by statutory auditors, internal audit reports.

The Audit Committee also looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of the Listing Regulations and provisions of Section 177 of the Companies Act, 2013.

The minutes of each Audit Committee are placed and discussed at the meeting of the Board. The Audit Committee role, powers, function etc. of the Audit Committee has been reconstituted in accordance with Section 177 of the Companies Act, 2013 and Listing Regulations. The recommendations of the Audit Committee are placed before the Board for its consideration and approval.

3.3 Meetings and Attendance

A total of Seven Audit Committee Meetings were held in the financial year 2016–17. The meetings were held on 05.04.2016, 30.05.2016, 08.08.2016, 27.10.2016, 30.12.2016, 13.02.2017 and 30.03.2017.

The composition of the Committee and details of attendance at the Meetings are as follows:

Names	Designa-tion	Category	Committee Meeting Attended
Mr. P. Kankrania	Chairman	Independent	7
Mr. J. N. Dey	Member	Independent	7
Ms. Richa Bhartia	Member	Independent	7

Audit Committee has powers prescribed under Regulation 18(3) of the Listing Regulations and the scope of activities of the Audit Committee is prescribed in Part C of Schedule II of this Regulation. Audit Committee also mandatorily reviews the information prescribed under Part C of Schedule III.

4. STAKEHOLDERS RELATIONSHIP COMMITTEE

In terms of Section 178 (5) of the Act, read with Regulation 20 of the Listing Regulations the Board has constituted Stakeholders' Relationship Committee ("SRC"). As per the Listing Regulations, the Committee shall specifically look into the mechanism of redressal of grievances of shareholders, debenture holders and other security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

4.1 Composition

During the year ended 31st March, 2017, the Stakeholders Relationship Committee comprised of Ms. Richa Bhartia, an Independent Director, as the Chairman and Mr. Prasant Kankrania and Mr. Jyotirindra Nath Dey all independent Directors as Members. Mr. Rajesh Upadhyaya, Company Secretary acts as the Secretary to the Committee and also as the Compliance Officer.

The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with transfer of securities of the Company. The Committee also looks into redressal of shareholders'/investors' complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.

A status report of shareholder complaints and redressal thereof is prepared and placed before the Stakeholders Relationship Committee. The shareholders/investors can register shares related complaints, if any, in the e-mail Id rajesh@gallantt.com designated exclusively for the purpose.

4.2 Meetings and Attendance

A total of one Stakeholders Relationship Committee Meeting was held in the financial year 2016–17. The meetings were held on 02.01.2017.

The composition of the Committee and details of attendance at the Meetings are as follows:

Names	Designa-tion	Category	Committee Meeting Attended
Mr. Richa Bhartia	Chairman	Independent	1
Mr. P. Kankrania	Member	Independent	1
Mr. J. N. Dey	Member	Independent	1

4.3 Status of Complaints

Sl. No.	Particulars	Numbers
1.	Complaints pending as on 1 April, 2016	NIL
2.	Complaints received during the year ended 31 March, 2017	NIL
3.	Complaints disposed of during the year ended 31 March, 2017	NIL
4.	Complaints pending as on 31 March, 2017	NIL

As required under Regulation 40(10) of the Listing Regulations entered into by Gallantt Metal with stock exchanges, a certificate is obtained every six months from a practising Company Secretary that all transfers have been completed within the stipulated time. The certificates are forwarded to BSE and NSE.

In terms of SEBI's circular no. D&CC/FITTC/CIR-16 dated December 31, 2002, as amended vide circular no. CIR/MRD/DP/30/2010 dated September 6, 2010 an audit is conducted on a quarterly basis by a practicing Company Secretary, for the purpose of, inter alia, reconciliation of the total admitted equity share capital with the depositories and in the physical form with the total issued/paid up equity share capital of Gallantt Metal. Certificates issued in this regard are forwarded to BSE and NSE, where the equity shares of Company are listed as well as to the two Depositories viz, NSDL and CDSL.

5. NOMINATION AND REMUNERATION COMMITTEE

Pursuant to Section 178 of Companies Act, 2013, the Nomination and Remuneration Committee (NRC) of the Board of Directors was formed by the Board of Directors to oversee the Company's nomination process for the senior management and to decide their salary, perquisites and commission / performance linked remuneration etc., to be paid to them and other employees within the broad frame-work of the Policy, merit and Company's performance. Presently NRC consists of three Non-Executive Independent Directors.

5.1 Role of Nomination and Remuneration Committee

The role of the Remuneration and Nomination Committee in brief, inter alia, includes:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The Committee also co-ordinates and oversees the annual self-evaluation of the performance of the Board, Committees and of individual Directors.

5.2 Meetings and Attendance

During the year ended 31st March, 2017, the NRC comprised of Mr. Jyotirindra Nath Dey, an Independent Director, as the Chairman and Mr. Prasant Kankrania and Ms. Richa Bhartia all independent Directors as Members. Mr. Rajesh Upadhyaya, Company Secretary acts as the Secretary to the Committee.

A total of two Nomination and Remuneration Committee Meetings was held in the financial year 2016–17. The meetings were held on 08.08.2016 and 30.12.2016.

The composition of the Committee and details of attendance at the Meetings are as follows:

Names	Designation	Category	Committee Meeting Attended
Mr. J. N. Dey	Chairman	Independent	2
Mr. P. Kankrania	Member	Independent	2
Ms. Richa Bhartia	Member	Independent	2

5.3 Nomination and Remuneration Policy of the Company

The Remuneration Policy of the Company is designed to attract, motivate and retain manpower. This Policy applies to directors and senior management including its Key Managerial Personnel (KMP) and other employees of the Company.

The remuneration of the Managing Director, Executive Director and KMPs of the Company is recommended by the Nomination and Remuneration Committee based on established criteria.

Nomination and Remuneration Policy has been given on the Directors Report.

5.4 Remuneration of Directors

(a) Executive Directors (Managing / Whole-time Directors)

The aggregate value of salary and perquisites paid for the year ended 31st March, 2017 to Managing/Whole-time Directors are as follows:

Name	Designation	Aggregate Value of Salary & Perquisites (Rs. In Lacs)
Mr. Chandra Prakash Agrawal	Chairman and Managing Director	19,20,000
Dinesh Kumar Raghubir Agarwal	Whole-time Director	19,20,000
Prashant Jalan	Director (Plant Operation)	6,60,000

The Remuneration to the Executive Directors is determined by the Nomination and Remuneration Committee within the statutory limit subject to the approval of shareholders of the Company. As per the agreement entered into with the Executive Directors there is no provision for severance fees to the Directors on termination of the employment. Further, the Company has not yet introduced any stock option to its Directors/Employees. The Executive Directors is under a contract period of 5 years.

(b) Non-Executive Directors

Except sitting fees, the Company is not paying any remuneration to the Non-Executive Directors.

The Company has not paid any remuneration to Non-executive Directors other than sitting fees for attending the meetings of the Board and Committees of the Board of Directors of the Company.

5.5 Evaluation Criteria

The Company has adopted an Evaluation policy to evaluate performance of each director, the Board as a whole and its committees. Evaluation is also carried out by the Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act 2013 and Code for Independent Directors' as outlined under Schedule IV of the Companies Act, 2013. Such evaluation factors various criteria including contribution, domain expertise, strategic vision, industry knowledge, participation in discussions etc.

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Pursuant to Section 135 of Companies Act, 2013, the Corporate Social Responsibility Committee of the Board of Directors was formed by the Board of Directors. The composition of the CSR Committee is in line with provisions of Section 135 of the Companies Act, 2013.

6.1 Terms of reference

The CSR Committee is empowered pursuant to its terms of reference, inter alia, to:

1. Recommend the amount of expenditure to be incurred on the CSR activities;
2. Monitor implementation and adherence to the CSR Policy of the Company from time to time;
3. Prepare a transparent monitoring mechanism for ensuring implementation of the projects/ programmes/activities proposed to be undertaken by the Company; and
4. Such other activities as the Board of Directors may determine from time to time.

6.2 Meetings and Attendance

The Committee met four (5) times during the financial year ended 31st March, 2017 on 30th May, 2016, 24th June, 2016, 08th August, 2016, 13th February, 2017 and 30th March, 2017. The constitution of the CSR Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year ended 31st March, 2017 is detailed below:

Names	Designation	Details of Meetings held during the F.Y. 2016-17	Committee Meeting Attended
Jyotirindra Nath Dey	Chairman	5	5
Chandra Prakash Agrawal	Member	5	5
Dineshkumar R. Agarwal	Member	5	5

The Board of Directors of the Company has approved the CSR Policy of the Company on the recommendations of the CSR Committee. The details of the CSR initiatives of the Company form part of the CSR Section in the Annual Report. The CSR Policy has been placed on the website of the Company www.gallantt.com.

7. SUBSIDIARY/ASSOCIATE COMPANIES

The Company has no subsidiary company and neither any material unlisted Indian subsidiary, and hence, is not required to nominate an Independent Director of the Company on the Board of any material unlisted subsidiary. Your company has an associate company viz Gallantt Ispat Limited and is managed by their respective Board having the rights and obligations to manage such companies in the best interest of their stakeholders.

8. RISK MANAGEMENT

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your Company's risk management is embedded in the business processes. Your Company laid down procedures to inform Board members about risk assessment and minimisation and has implemented the Risk Management plan and continuously monitors it.

Your company has identified the following risks:

Key Risk	Impact to Gallantt Metal Limited	Mitigation Plans
Commodity Price Risk	Risk of price fluctuation on basic raw materials like Iron Ore, Coal, Chemicals, Scraps as well as finished goods used in the process of manufacturing.	The Company commands excellent business relationship with the business associates. In case of major fluctuation either upwards or downwards, the matter will be mutually discussed and compensated both ways. Also by focusing on new value added products helps in lowering the impact of price fluctuation in finished goods.
Uncertain global economic environment – slow growth in global economy	Impact on raw materials which are imported	We have internal procedure to mitigate the global adverse impact.
Interest Rate Risk	Any increase in interest rate can affect the finance cost	Any increase in interest rate can affect the finance cost. Dependence on debt is very minimum and we have surplus funds cushion to settle the entire debt in case the need arises. Further, the Company has repaid the Term Loan in full.
Foreign Exchange Risk	Your company does not have export sales. However, import raw materials from country outside India. Any volatility in the currency market can impact the overall profitability	The Company commands excellent business relationship with the sellers and suppliers. In case of major fluctuation either upwards or downwards, the matter will be mutually discussed and compensated both ways.
Human Resources Risk	Your Company's ability to deliver value is dependent on its ability to attract, retain and nurture talent. Attrition and non-availability of the required talent resource can affect the overall performance of the Company.	By continuously benchmarking of the best HR practices across the industry and carrying out necessary improvements to attract and retain the best talent. Also recruitment is across almost all states of India which helps to mitigate this risk and we do not anticipate any major issue for the coming five years.
Competition Risk	Your company is always exposed to competition Risk from Steel and Ago Manufacturers across the region. The increase in competition can create pressure on margins, market share etc.	By continuous efforts to enhance the brand image of the Company, quality, Cost, timely delivery and customer service.
Compliance Risk – Increasing regulatory requirements	Any default can attract penal provisions	By regularly monitoring and review of changes in regulatory framework. By monitoring of compliance through legal compliance Management tools and regular internal audit and secretarial audit.
Industrial Safety, Employee Health and Safety Risk	The Steel and Agro industry is labour intensive and are exposed to accidents, health and injury risk due to machinery breakdown, human negligence etc.	By development and implementation of critical safety standards across the various departments of the factory, establishing training need identification at each level of employee.

9. RELATED PARTY TRANSACTIONS

In terms of the Accounting Standard-18 "Related Party Disclosures", as prescribed under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014, the Company has identified the related parties covered therein and details of transactions with such related parties have been disclosed in Note No. 27 to the Accounts forming part of this Annual Report.

Transactions with related parties entered into by the Company are in the ordinary course of business and on arm's length basis and do not have potential conflicts with the Company. Further, these transactions are also placed in the Audit Committee Meeting(s) for its prior approval or omnibus approval. There is no materially

significant related party transaction during the twelve months ended March 31 2017.

10. DISCLOSURES

10.1 Related Party Transactions

The policy on Related Party Transactions is hosted on the website of the Company www.gallantt.com

10.2 Compliances by the Company

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years. No penalties have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities relating to the above.

10.3 Code of Conduct for Directors and Senior Management

The Board of Directors of the Company has adopted a Code of Conduct for Directors and Senior Management and the same is available on Company's website at www.gallantt.com.

10.4 Prevention of Insider Trading Code

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window for dealing in securities of the Company is closed as per the provisions of the code.

10.5 Disclosure of Accounting Treatment

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on accrual basis under the historical cost convention.

Your Company has not adopted any alternative accounting treatment prescribed differently from the Accounting Standards.

10.6 Remuneration of Directors Criteria for making payments to Non-executive Directors (including Independent Directors)

The Non-executive Directors (including Independent Directors) of the Company are paid remuneration by way of sitting fees for attending meeting of Board and Committee thereof.

Details of payment of Sitting Fee for the year 2016-17 are as follows:

Name of Director	Sitting Fees
Mr. Jyotirindra Nath Dey	44,000
Mr. Ramesh Kumar Choudhary	4,000
Mr. Prasant Kankrania	34,000
Ms. Richa Bhartiya	34,000
Mr. Nitin M Kandoi	8,000
Mr. Mayank Daga	10,000
TOTAL	1,34,000

10.7 Management

Management Discussion and Analysis Report comprising of all information as prescribed under Listing Regulations is attached to the Directors' Report.

Disclosures have been made by the Senior Management relating to all material, financial and commercial transactions with personal interests, if any. Based on the declarations made, no transaction was in conflict with the interest of the Company.

10.8 CEO / CFO Certification

The CEO and the CFO of the Company have certified to the Board with regard to the compliance in terms of Regulation 17(8) of SEBI Listing Regulations and that the certificate forms part of the Annual Report.

10.9 Status of compliance of Non-Mandatory requirements under regulation 27(1) of SEBI Listing Regulations

The Company complies with the following non mandatory requirements:

1. The Auditors have expressed no qualification in their report.
2. The Internal auditor periodically reports to the Audit Committee.

10.10 Whistle Blower Policy

The Board of Directors of the Company has adopted a Whistle Blower Policy to establish a vigil mechanism and the same is available on Company's website at www.gallantt.com. No person has been denied access to the Audit Committee.

10.11 Proceeds from Preferential Issue

Your Company has not raised fund through Preferential Issue.

10.12 Shareholders

The details relating to appointment and re-appointment of Directors as required under Listing Regulations is provided in the Notice to the Annual general Meeting.

11. MEANS OF COMMUNICATION

(i) The quarterly and annual results are published in the Business Standard (English) - All Editions and Ekdin (Bengali edition). The quarterly and annual results of the Company are available on the Company's website at www. gallantt.com

(ii) The quarterly and annual results are filed with the Stock Exchanges in terms of Regulation 33(3) of SEBI Listing Regulations.

(iii) The following are displayed on the Website of the Company i.e. www. gallantt.com:

- Business of the Company;

- Terms and conditions of appointment of Independent Directors;
- Composition of various committees of the Board;
- Whistle Blower Policy
- Annual Report of the Company;
- Policy on dealing with related party transactions;
- Policy for determining material subsidiaries;
- Details of familiarization programs for Independent Directors;
- Standalone and Consolidated Quarterly and Annual Financial Results of Company;
- Shareholding Pattern;
- Company Profile;
- Code of Conduct for the Directors and Senior Management;
- Contact information - for solving any investor's queries.
- Other information as required under regulation 46 of SEBI Listing Regulations.
- Management Discussion and Analysis Report forms part of the Annual Report.

12. GENERAL SHAREHOLDER INFORMATION

12.1 Date, Time and Venue of 13th AGM

Tuesday, 26th September, 2017 at 3.30 P.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017.

12.2 Financial Year

The Financial Year is for 12 (twelve) months from April 1, 2016 to March 31, 2017.

12.3 General Body Meetings

Location and time of last 3 Annual General Meetings are as under:

Year	Venue	Date	Time
2016	Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017	26.09.2017	3.30 P.M.
2015	NAZRUL MANCH, Office of the Municipal Councillors, Kamarhati, 1, M.M. Feeder Road, P.O. - Belgharia, Kolkata - 700 056	28.09.2015	1:00 P.M.
2014	RABINDRA OKARURA BHAVAN, DD-27/A/1, Sector – 1, DD Block, Salt Lake City - Kolkata – 700 091	09.09.2014	1:30 P.M.

12.4 Special Resolutions passed in the previous three Annual general Meetings are as follows:

AGM	AGM DATE	SPECIAL RESOLUTION PASSED
2016	26.09.2017	No Special Resolution passed.
2015	28.09.2015	No Special Resolution passed.
2015	28.09.2015	1. Approval of borrowing limits of the Company 2. Creation of Charge on the assets of the Company 3. Adoption of New set of Articles of Association of the Company.

12.5 Extraordinary General Meeting

No Extra-ordinary General Meeting of the members was held during the year.

12.6 Postal Ballot

During the year no postal ballot conducted by the Company.

12.7 Court Convened Meeting of Shareholders

During the year no Court Convened Meeting convened and held.

12.8 Financial Calendar – 2016-2017

Adoption of Quarterly/ Annual Results for the quarter/period ended	Date of Board Meetings	Date of publication	Name of Newspapers
March 31, 2016 (Quarterly Results)	30.05.2016	31.05.2016	Business Standard (English) - All Editions and Ekdin (Bengali)
June 30, 2016 (Quarterly Results)	08.08.2016	09.08.2016	Business Standard (English) - All Editions and Ekdin (Bengali)
September 30, 2016 (Quarterly Results)	27.10.2016	28.10.2016	Business Standard (English) - All Editions and Ekdin (Bengali)
December 31, 2016 (Quarterly Results)	13.02.2017	14.02.2017	Business Standard (English) - All Editions and Ekdin (Bengali)
March 31, 2017 (Annual Results)	04.05.2017	05.05.2017	Business Standard (English) - All Editions and Ekdin (Bengali)

12.9 Dividend payment

No dividend was declared or paid by the Company during the year.

12.10 Listing on Stock Exchanges

The equity shares of the Company are listed on the following Stock Exchanges:

BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.

National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.

The Company confirms that the annual listing fees to both the stock exchanges for the financial year 2017-18 have been paid.

12.11 Name of Depositories for dematerialisation of equity shares

Name of the Depository	
National Securities Depository Limited (NSDL)	INE297H01019
Central Depository Services (India) Limited (CDSL)	INE297H01019

The equity shares are quoted under the following Codes

Stock Exchanges	
BSE Limited, Mumbai (BSE)	532726
National Stock Exchange of India Limited, Mumbai (NSE)	GALLANTT

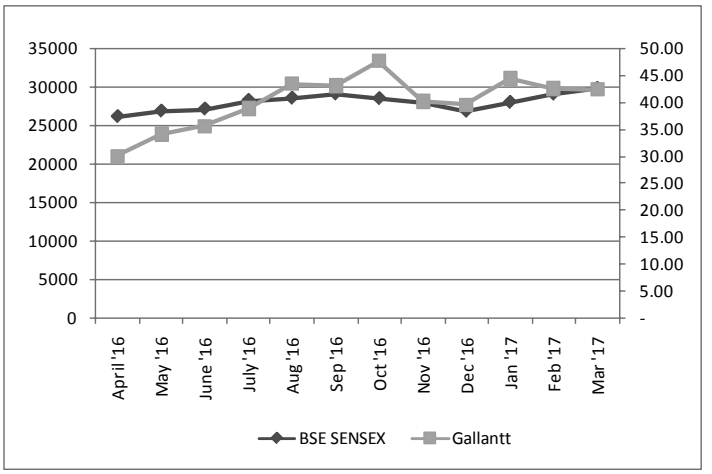
12.12 Market Price Data- High, Low During Each Month in Last Financial Year

Monthly high and low quotations of shares traded on Bombay Stock Exchange Ltd. and National Stock Exchange of India Limited for the Year 2016-17.

STOCK MARKET DATA FOR THE FINANCIAL YEAR 2016-17 (Amount in ₹)

Month	BSE				NSE			
	Open Price	High Price	Low Price	Close Price	Open Price	High Price	Low Price	Close Price
Apr-16	27.95	32.70	21.80	30.00	26.00	32.50	25.70	29.70
May-16	29.05	36.00	28.25	34.00	29.75	35.80	27.70	33.95
Jun-16	34.85	38.30	32.50	35.50	34.50	39.00	31.30	35.85
Jul-16	35.75	43.85	35.75	38.70	35.65	43.70	35.50	39.00
Aug-16	40.10	48.20	36.10	43.35	39.90	48.25	36.00	43.50
Sep-16	43.40	55.00	38.00	43.00	43.05	51.40	40.10	43.15
Oct-16	44.95	54.05	43.10	47.50	47.80	54.00	42.10	48.15
Nov-16	48.10	50.50	32.00	40.10	48.40	50.65	32.25	40.25
Dec-16	40.40	42.00	36.00	39.45	40.50	41.80	36.40	39.40
Jan-17	39.85	50.80	39.85	44.25	39.50	51.40	39.20	44.20
Feb-17	44.25	48.00	40.75	42.40	44.90	47.75	41.25	42.95
Mar-17	43.85	44.90	39.00	42.30	43.25	44.70	38.10	42.10

12.13 Performance in comparison with BSE Sensex – April, 2016 to March, 2017



12.14 Compliance Certificate

Compliance Certificate for Corporate Governance from the Auditors of the Company is annexed herewith.

12.15 Means of Communication

In accordance with Regulation 46 of the Listing Regulations and erstwhile Clause 54 of the Listing Agreement, the Company has maintained a functional website at www.gallantt.com containing basic information about the Company viz., details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc. The contents of the said website are updated from time to time.

Information like quarterly / half yearly / annual financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board to enable them to put them on their websites and communicate to their members. In terms of Regulation 47 of the Listing Regulations the quarterly / half-yearly / annual financial results are also published in the prescribed format within 48 hours of the conclusion of the meetings of the Board in which they are considered and approved, in one English newspaper circulating in the whole or substantially the whole of India and in one vernacular newspaper of West Bengal. These results are simultaneously posted on the website of the Company at www.gallantt .com.

All the stock exchanges compliances are filed electronically on Neaps (For NSE) and BSE listing centre for (BSE).

12.16 Compliance Officer

The Board has designated Mr. Rajesh Upadhyaya, Company Secretary as the Compliance Officer.

Address: 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata- 700 069. Telfax:- +91-33-40642189

12.17 Registered Office
1, Crooked Lane, Second Floor,
Kolkata- 700 069.
Telfax:- +91-33-40642189
Website:gallantt.com
E-mail: rajesh@gallantt .com

12.18 Works Office
Near Toll Gate, Village-Samakhyali, Taluka-Bachau, District-Kutch, Gujarata.
Tele:+91-2837283689
TeleFax: +91-2837283555/557

12.19 Registrar and Share Transfer Agent Share transfers in physical form and other communication regarding share Transfer, certificates, dividends, change of address, etc. may be addressed to:

NICHE TECHNOLOGIES PVT. LTD.
D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata- 700 001
Phone Nos.:- +91-33-22156823
Fax No.:- +91-33-22156823
Contact Person: Mr. S. Abbas
E-mail:nichetechpl@nichetechpl.com
Web-site: www. nichetechpl.com

12.20 Share Transfer System

Shares sent for transfer in physical form are normally registered by our Registrar and Share Transfer Agents within 15 days of receipt of the documents, if documents are found in order. Share under objection are returned within two weeks.

12.21 Dematerialisation of Shares and Liquidity

The Shares of the Company are in compulsory demat segment and are available for trading in the depository systems of both NSDL and CDSL 100.00% (approx.) of Equity Shares have been dematerialized as on 31st March, 2017.

12.22 Distribution of Shareholding

The distribution of shareholding as on 31st March, 2017 was as follows

No. of Shares held	Shareholders		Shares	
	Number	% to total	Number	% to total
Upto 500	5,451	74.50	10,19,765	1.25
501-1,000	878	12.00	7,53,055	0.93
1,001-5,000	749	10.24	16,71,109	2.05
5,001-10,000	107	1.46	8,21,212	1.01
10,001-50,000	87	1.19	20,39,222	2.51
50,001-1,00,000	20	0.27	14,53,286	1.79
1,00,001 and Above	25	0.34	7,35,64,675	90.46
TOTAL	**7,317**	**100.00**	**8,13,22,324**	**100.00**

12.23 Categories of shareholding as on 31st March, 2017

Category (as Gallantt reports to stock exchanges)	Shares Holdings	% of Total
PROMOTERS' HOLDING:		
Promoters	5,07,96,845	62.46
Total Promoters' Holding	**5,07,96,845**	**62.46**
PUBLIC SHAREHOLDING:		
Institutional Investors		
Financial Institution/Bank	NIL	
Financial Institution Investor	NIL	
Others		
Bodies Corporate	2,09,60,522	25.77
Individuals	77,27,662	9.50
NRI/OCBs	1,38,960	0.17
Trust	5,000	0.01
Clearing Memb/Clearing Cor (Demat shares in transit)	16,93,335	2.08
Total Public Shareholding	**3,05,25,479**	**37.54**
GRAND TOTAL	**8,13,22,324**	**100.00**

12.24 Details of Dividend

The details of dividend declared and paid by the Company for the last years are as below:

Year	Percentage (%)	In Rupee per Equity Share	Dividend Amount (Rs.)
2015-16	NIL	NIL	NIL
2014-15	NIL	NIL	NIL
2013-14	NIL	NIL	NIL

12.25 Green Intiative

The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/11 dated April 21, 2011 and Circular No. 18/2011 dated April 29, 2011, have allowed companies to send Annual Report comprising of Balance Sheet, Statement of Profit & Loss, Directors' Report, Auditors' Report etc. through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the e-mail address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit.

Members who hold shares in physical form and desire to receive documents in electronic mode are requested to provide their details (name, folio no. E-mail id) on the Company's e-mail address viz. rajesh@gallantt.com. Members who hold shares in electronic form are requested to get their details updated with the respective Depositories.

12.26 Corporate Identity Number (CIN):

L27109WB2005PLC101553

12.27 Investor's Correspondence

For investor matters:
Rajesh Upadhyaya
Company Secretary and Compliance Officer
Secretarial Department
Gallantt Metal Limited
1, Crooked Lane, Second Floor,
Room Nos. 222 & 223, Kolkata-700 069 (W.B.)
Telefax:- +91-33-40642189

12.28 Web Links in terms of Regulation 46 of SEBI Listing Regulations

Policy for determining Material Subsidiaries:

http://gallantt.com/pdfs/policy%20on%20material%20subsidiary/GML/GML-MATERIAL%20SUBSIDIARY.pdf

Policy on Related Party Transactions:

http://gallantt.com/pdfs/Transaction%20Policy/GML/GML-%20RELATED%20PARTY%20TRANSACTION%20POLICY.pdf

Familiarization program for Independent Directors:

http://gallantt.com/pdfs/Famaliarization/GML/GML%20FAMALIARISATION.pdf

Whistle Blower Policy:

http://gallantt.com/pdfs/Whistle%20Blower%20Policy/GML/GML%20-%20WHISTLE%20BLOWER%20POLICY.pdf

Code of Conduct:

http://gallantt.com/pdfs/code_of_conduct.pdf

Remuneration Criteria for Non-Executive Directors:

http://gallantt.com/pdfs/Remuneration%20Criteria%20Non-Executive%20Director/GML/GML%20NED%20REMUNERATION.pdf

This is to certify that the information given above is true and correct.

12.29 The disclosure as required under Schedule V of the Listing Regulations is given below:

- aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year : Nil
- number of shareholders who approached the Company for transfer of shares from suspense account during the year : Nil
- number of shareholders to whom shares were transferred from suspense account during the year : Nil
- aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year : Nil

For and on Behalf of the Board

Place: Kolkata
Date: August 06, 2017

C. P. Agrawal
Chairman

DECLARATION

To
The Members of
Gallantt Metal Limited

As per regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have affirmed to the compliance with the Code of Conduct of Board of Directors and Senior Management for the year ended March 31, 2017.

C. P. Agrawal
Managing Director
(DIN: 01814318)

Place: Kolkata
Dated: August 06, 2017

INDEPENDENT AUDITOR'S CERTIFICATE TO THE MEMBERS OF GALLANTT METAL LIMITED

1. We have examined the compliance of conditions of Corporate Governance by Gallantt Metal Limited ("the Company") for the year ended on 31 March 2017, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [collectively referred to as "SEBI Listing Regulations, 2015"] /Clause 49 of the Listing Agreements of the Company with stock exchanges in India (as applicable).

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.

4. In our opinion and to the best of our information and according to our examination of the relevant records and 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 Listing Agreement and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C , D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the fifteen months ended March 31, 2017.

5. We 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 **A.K. Meharia & Associates**
Chartered Accountants
Firm's Registration No.324666E

(A. K. Meharia)
Partner
Membership Number: 053918

Place: Kolkata
Dated: 06.08.2017

CEO/CFO CERTIFICATION

The Board of Director
Gallantt Metal Limited
1, Crooked Lane, Second Floor,
Room Nos. 222 & 223, Kolkata - 700 069

Re: Financial Statements for the Financial year 2016-17 – Certificate by CEO and CFO

We, Chandra Prakash Agrawal, Chairman & Managing Director and Mr. Sandip Kumar Agarwal, Chief Financial Officer of Gallantt Metal Limited on the review of financial statements and cash flow statement for the year ended 31st March, 2017 and to the best of my knowledge and belief, hereby certify that:

1. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2017 which are fraudulent illegal or violative of Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls, for financial reporting. We have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have not noticed any deficiency in the design of operation of such internal controls, or of which we are aware that needs to be rectified, or informed to the auditors and the Audit Committee.
5. During the year it was disclosed to the Auditors and the Audit Committee that:
   (1) There were no significant changes in internal control over financial reporting;
   (2) No significant changes in accounting policies were made during the year except for change in the accounting policy on revaluation of certain fixed assets; and
   (3) No instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting, has come to our notice.

Kolkata	**Sandip Kumar Agarwal**	**Chandra Prakash Agrawal**
August 06, 2017	*Chief Financial Officer*	*Chairman & Managing Director*

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS

Report on the Financial Statements

We have audited the accompanying financial statements of GALLANTT METAL LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Sec 134(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 Rule 7 of the Companies (Accounts) Rules, 2014. 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; and 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2017;

(b) in the case of the statement of Profit and Loss, of the profit for the year ended on that date; and

(c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our

examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us;

(c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report are in agreement with the books of account and with the returns received from branches not visited by us;

(d) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in Section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.

(e) on the basis of written representations received from the directors as on 31st March 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013.

(f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

(g) with respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies(Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:

i) The Company has disclosed the impact of pending litigations on its financial positions in its financial statements.

ii) The Company has made provisions, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv) The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management;

For **A.K. Meharia & Associates**
Chartered Accountants
Firm's Registration No.324666E
(A. K. Meharia)
Partner
Membership Number: 053918

Place: Kolkata
4th day of May, 2017

ANNEXURE 'A' TO THE AUDITOR'S REPORT

(Referred to in paragraph 1 of our report of even date)

i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) Fixed assets have been physically verified by the Management at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii) The inventory has been physically verified at reasonable interval by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been properly dealt with in the books of accounts.

iii) As per the information and explanation given to us, the company has not granted any loans, secured or unsecured to Companies, firms, LLPs or other parties, covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, sub-clause (a), (b) and (c) of clause (iii) of Paragraph 3 of the order are not applicable.

iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantee and security made, where ever applicable.

v) The Company has not accepted any deposit from the public as stipulated under the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules framed there under and the directives issued by the Reserve Bank of India.

vi) We have broadly reviewed the books of account maintained by the Company, pursuant to the Companies (Cost Records and audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and cost records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate and complete.

vii) a) In our opinion and according to the information and explanations given to us, Company is generally been regular in depositing with appropriate authorities undisputed statutory dues, as required under this clause and applicable to the Company during the year. There is no undisputed amount payable in respect of aforesaid statutory dues, outstanding for more than six months from the date they become payable as on 31st March, 2017.

b) According to the information and explanations given to us, the statutory dues that have not been deposited with the appropriate authorities on account of any dispute for the amount mentioned below:

Name of the Statute	Nature of the Dues	Amount (Rs. in lacs)	Period	Forum where dispute is pending
Income Tax Act	Income Tax	21.69	2008-09	CIT (Appeals)
Income Tax Act	Income Tax	48.07	2011-12	CIT (Appeals)
Wealth Tax Act	Wealth Tax	2.10	2006-07 2007-08	CIT (Appeals)
Value Added Tax	VAT	38.04*	2007-08	Jt. Commissioner of Appeal
Central Excise Act	Excise Duty	49.22	2009-10 2010-11	CESTAT, Ahmedabad
Custom Act	Custom Duty	264.94	2011-12	CESTAT, Ahmedabad

*net of amount paid under protest

viii) Based on our audit procedure and on the basis of information and explanations given by the management, the Company has not defaulted in repayment of dues to financial institutions or banks. The Company has not issued any debentures.

ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **A.K. Meharia & Associates**
Chartered Accountants
Firm's Registration No.324666E

(A. K. Meharia)
Partner
Membership Number: 053918

Place: Kolkata
Dated: May 4, 2017

ANNEXURE 'B' TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Gallantt Metal Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **A.K. Meharia & Associates**
Chartered Accountants
Firm's Registration No.324666E

(A. K. Meharia)
Partner
Membership Number: 053918

Place: Kolkata
Dated: May 4, 2017

Audited Balance Sheet as at 31st March, 2017

(₹ in lacs)

Particulars	Note No.	As at 31.03.2017	As at 31.03.2016
A. EQUITY AND LIABILITY			
SHAREHOLDERS' FUNDS			
Share Capital	1	8,132.23	8,132.23
Reserve & Surplus	2	26,886.74	24,176.49
		35,018.97	**32,308.72**
NON -CURRENT LIABILITIES			
Deferred Tax Liability (Net)	3	2,897.55	2,576.28
Deferred Tax Liability (Net)		**2,897.55**	**2,576.28**
CURRENT LIABILITIES			
Short-Term Borrowings	4	7,418.12	6,212.50
Trade Payables	5	964.25	398.03
Other Current Liabilities	6	1,888.56	1,324.13
Short-Term Provisions	7	1,665.98	1,624.48
		11,936.91	**9,559.14**
Total		**49,853.43**	**44,444.14**
B. ASSETS			
NON-CURRENT ASSETS			
Fixed Assets			
Tangible Assets	8	23,030.98	20,548.11
Capital Work-in-Progress		1,268.55	1,792.84
Non-Current Investment	9	4,260.37	4,260.37
Long-Term Loans and Advances	10	70.36	64.21
		28,630.26	**26,665.53**
CURRENT ASSETS			
Inventories	11	9,861.23	7,991.40
Trade Receivables	12	3,402.82	3,035.36
Cash & Bank Balances	13	289.33	461.10
Short-Term Loan and Advances	14	2,801.00	2,068.94
Other Current Assets	15	4,868.79	4,221.80
		21,223.17	**17,778.61**
Total		**49,853.43**	**44,444.14**
The notes form an integral part of these Financial Statements.			
Significant Accounting Polices			

As per our Report of even date
For **A.K.MEHARIA & ASSOCIATES**
Chartered Accountants

(A. K. Meharia)
Partner
Membership No.: 053918
Firm Reg No.: 324666E
Place : Kolkata
Dated : The 04th day of May, 2017

Chandra Prakash Agrawal *Chairman & Managing Director*
Dinesh R Agarwal *Wholetime Director*
Sandip Kumar Agarwal *Chief Financial Officer*
Rajesh Upadhyaya *Company Secretary*

Audited Statement of Profit & Loss for the year ended 31st March, 2017

(₹ in lacs)

	Note No.	2016-17	2015-16
A. INCOME			
Revenue from Operations (Gross)	16	69,319.96	74,271.99
Less : Excise Duty		7,646.82	7,274.97
Revenue from Operations (Net)		**61,673.14**	**66,997.02**
Other Income	17	111.22	289.27
Total Revenue		**61,784.36**	**67,286.29**
B. EXPENSES			
Cost of Raw Material and Component Consumed	18	47,091.43	48,724.97
Purchase of Stock-in-Trade		368.88	1,258.53
Changes In Inventory of Finished Goods and Work-in-Progress	19	(431.49)	1,019.01
Employee Benefit Expenses	20	1,956.27	1,645.05
Finance Cost	21	628.27	704.15
Depreciation and Amortisation		1,685.09	1,755.23
Other Expenses	22	7,454.38	7,796.93
Total Expenses		**58,752.83**	**62,903.87**
Profit/(Loss) Before Tax		**3,031.53**	**4,382.42**
Tax Expenses			
Current Tax		646.98	904.32
Less : Mat Credit		(646.98)	(904.32)
Wealth Tax		–	–
Deferred Tax		321.27	224.10
Total Tax Expenses		**321.27**	**224.10**
Profit / (Loss) for the Period		**2,710.26**	**4,158.32**
Earning per Equity Share			
Basic and Diluted (Rs.)		3.33	5.11
The notes form an integral part of these Financial Statements			
Significant Accounting Polices			

As per our Report of even date
For **A.K.MEHARIA & ASSOCIATES**
Chartered Accountants

(A. K. Meharia)
Partner
Membership No.: 053918
Firm Reg No.: 324666E
Place : Kolkata
Dated : The 04th Day of May, 2017

Chandra Prakash Agrawal *Chairman & Managing Director*
Dinesh R Agarwal *Wholetime Director*
Sandip Kumar Agarwal *Chief Financial Officer*
Rajesh Upadhyaya *Company Secretary*

Cash Flow Statement for the year ended 31st March, 2017

(₹ in lacs)

	Year Ended 31.03.2017		Year Ended 31.03.2016	
OPERATING ACTIVITIES				
Net Profit before Tax as per Profit & Loss Account		**3,031.52**		**4,382.41**
Adjusted for:				
Depreciation and Amortisation Expenses	1,685.09		1,755.23	
Loss on sale / discarted of Fixed Assets (net)	(7.15)		4.16	
Dividend Income	–		(145.04)	
Finance Cost	628.27		704.15	
Interest Income	(73.86)	**2,232.35**	(126.62)	**2,191.88**
Operating Profit Before Working Capital Changes		**5,263.87**		**6,574.29**
Adjusted for:				
Trade and other receivables	(1,106.95)		(1,141.75)	
Inventories	(1,869.83)		575.07	
Trade and other Payables	1,156.69		522.58	
		(1,820.09)		(44.10)
Cash generated from operating activities		3,443.78		6,530.19
Direct Tax Refund / Paid (Net)		(635.25)		(914.76)
Net Cash From Operating Activities		**2,808.53**		**5,615.44**
INVESTING ACTIVITIES				
Interest income	78.87		139.79	
Purchase of fixed assets	(3,648.35)		(2,442.57)	
Sale of fixed assets	11.82		7.10	
Dividend income	–		145.04	
Movement in loans and advances	–		–	
Net Cash used in Investing Activities		**3,557.66**		**(2,150.64)**
FINANCING ACTIVITIES				
Repayment of Long Term Borrowings	–		–	
Short Term Borrowings (Net)	1,205.62		(2,896.63)	
Interest Paid	(628.27)		(704.15)	
Net Cash used in Financing Activities		**577.35**		**(3,600.80)**
Net increase/(decrease) in Cash and Cash Equivalent		**(171.77)**		**(136.00)**
Opening Balance of Cash and Cash Equivalent		461.10		597.10
Closing Balance of Cash and Cash Equivalent		**289.33**		**461.10**

As per our Report of even date
For **A.K.MEHARIA & ASSOCIATES**
Chartered Accountants

(A. K. Meharia)
Partner
Membership No.: 053918
Firm Reg No.: 324666E
Place : Kolkata
Dated : The 04th Day of May, 2017

Chandra Prakash Agrawal *Chairman & Managing Director*
Dinesh R Agarwal *Wholetime Director*
Sandip Kumar Agarwal *Chief Financial Officer*
Rajesh Upadhyaya *Company Secretary*

Notes on Financial Statements for the year ended 31st March, 2017

A Statement of Significant Accounting Policies and Practices

(I) Basis of Preparation

The financial statements of the comapny have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statement to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2103, read with rule 7 of the company's (Accounts) rules, 2014 and the relevant provisions of the Companies Act, 2013 / comapnies Act 1956 as applicable. The financial statement have been prepared on an accural basis and under the historical cost convention.

(II) Revenue Recognition

(a) Sale of goods is recognized when they are invoiced to customers and are inclusive of excise duty, sales tax but exclusive of sales return and turnover discounts.

(b) Insurance, duty drawback and other claims are accounted for on receipt basis or as acknowledged by the appropriate authorities.

(c) Independent marketable products produced by the company and used for captive consumption is accounted for at approximate prevaling market price under cost of material consumed.

(III) Use of Estimates

The preparation of financial statements in confirmity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known / materialised.

(IV) Fixed Assets

(a) Fixed Assets are stated at cost of acquisition/installation less accumulated depreciation (other than 'Freehold Land' where no depreciation is charged). The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use.

(b) All expenses incurred for acquiring, erecting and commissioning of the fixed assets including interest on loan utilized for meeting capital expenditure and incidental expenditures incurred during the implementation of the project are shown under "Capital Work in Progress. The advance given for acquiring fixed assets is also shown along with the "Capital Work in Progress".

(V) Depreciation and Amortisation

(a) In respect of fixed assets (other than free hold land and capital work in progress) acquired during the year, depreciation / amortisation is charged on straight line basis so as to write off the cost of the assets over the useful life in terms of the provision of schedle II of the companies Act 2013, (The 'Act') . For the fixed assets acquired prior to 1st April, 2014, the carrying amount is depreciated over the remaining useful life of the assets in terms of the "Act" except for the Rolls for which useful life is considered for one year.

(VI) Investments

Investments are classified into current and Long -term investment. Current Investments are stated at lower of cost and fair market value. Long Term Investments are stated at cost after deducting provision, if any, for diminution in value considered to be other than temporary in nature.

(VII) Impairment

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value being higher of value in use and net selling price. An impairment loss is recognized as an expense in the Profit and Loss Account in the year in which an asset is impaired. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.

(VIII) Earning per share

Basic and Diluted Earnings per shares are calculated by dividing the net profit attributable to the ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

(IX) Borrowing Cost

Borrowing Costs that are directly attributable to the acquisition or construction of Qualifying Assets are capitalized as part of cost of such assets. Other Borrowing Costs are charged as expense in the year in which these are incurred.

(X) Valuation of Inventories

Inventories of Raw Materials, work -in -Progress, Stores and Spares, Goods in transit, Finished Goods are stated 'at cost or net realisable value, whichever is lower'.Cost comprises all cost of purchasse, cost of conversion and other cost incurred in bringing the inventories to their present location and condition. The excise duty in respect of closing inventory of finished goods is included as part of finished goods. Cost formula used are First -in -First -out.

(XI) Excise Duty & Custom Duty

Excise duty in respect of finished goods lying in the factory premises and Custom duty on goods lying in customs bonded warehouse are provided for and included in the valuation of inventory.

(XII) Foreign Currency Transaction

(a) All transactions in foreign currency are recorded at the rate of exchange prevailing on the date when the relevant transaction take place.

(b) Monetary items denominated in foreign currency at the year end are restated at the year end rates. Any income or expenses on account of exchange differences either on settlement or on translation is recognized in the Profit and Loss account except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

(c) The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expenses / income over the life of the contract. Exchange differences on such contracts, except the contracts which are long -term foreign currancy monetary items, are recognized in the statement of profit and loss in the period in which the exchange rate change. Any gain / loss arising on forward contracts which relate to acquisition of fixed assets is recognized to the carrying cost of such assets.

(XIII) Taxation

(a) Provision for current tax is made after taking in to consideration benefits admissible under the provisions of the Income Tax Act, 1961, Deffered tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and law that are enacted or substantively enected as on the balance sheet date. Defferd tax assets is recognised and carried forward only to the extent that there is virtual certainty that the assets will be realised in future.

(b) Minimum Alternate Tax (MAT) is recognised as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the company recognises MAT credit as an asset in accordance with the Guidance Note issued by the" ICAI", the said asset is created by way of credit to the statement of Profit & Loss and shown as "MAT Credit Entitlement". The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent company does not have convincing evidence that it will pay normal tax during the specified period.

(XIV) Employee Benefits

(a) The company contributes to the employee's provident fund maintained under the Employees Provident Fund Scheme of the Central Government and the same is charged to the statement of Profit & Loss. The company has no obligation, other than the contribution payable to the provident fund.

(b) The company operates defined benefit plan for gratuity for its employees. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year end.using projected unit credit method.Actuarial gain and losses is recognized in the period in which they occur in the statement of profit and loss.

(XV) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when there is a present obligation as a result of past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation.These are reviewed at each year end and adjusted to reflect the best current estimates. Contingent liabilities are not recognised but disclosed in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

(XVI) Segment Reporting

(a) The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

(b) Inter -division transfer of power generated by Power Plant unit is transferred to other unit at approximate prevailing market price at which other unit purchase power from Paschim Gujarat Vij. Company Limited (A Government of Gujarat Enterprise).

Notes on Financial Statements for the year ended 31st March, 2017

(₹ in lacs)

NOTE 1 SHARE CAPITAL	As at 31.03.2017	As at 31.03.2016
Authorized		
8,30,00,000 (P.Y. 8,30,00,000) equity shares of ₹ 10/- each	8,300.00	8,300.00
Issued, Subscribed and Paid-up		
8,13,22,324 (P.Y. 8,13,22,324) equity shares of ₹ 10/-each	8,132.23	8,132.23
Total	**8,132.23**	**8,132.23**

a Terms/ Rights attached to Equity Shares

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.The dividend proposed by the Board of Directors is subject to the approval of the shareholders except in the case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount in proportion of their shareholding.

b. Details of Shareholders holding more than 5% Shares in the Company

Name of Shareholders	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	% of holding	No. of Shares	% of holding
Gallantt Udyog Limited	–	–	2,41,13,127	29.65
Gallantt Ispat Limited	3,94,62,895	48.53	1,37,49,768	16.91
Lexi Exports Pvt. Limited	1,19,77,179	14.73	1,19,77,179	14.73
Santosh Kumar Agarwal	–	–	42,31,424	5.20
Richie Credit and Finance Pvt. Ltd	46,07,635	5.67	–	–
Hipoline Commecre Pvt. Ltd	58,70,685	7.22	–	–
Utkarsh Dealer Pvt. Ltd.	–	–	43,76,763	5.38

NOTE 2 RESERVES AND SURPLUS	As at 31.03.2017	As at 31.03.2016
(a) **Securities Premium Account**		
Balance as per the last Financial Statements	1,050.00	1,050.00
(b) **Profit & Loss Account**		
Balance as per last Financial Statement	23,126.49	18,968.18
Profit for the year	2,710.25	4,158.31
Closing Balance	**25,836.74**	**23,126.49**
Total	**26,886.74**	**24,176.49**

NOTE 3 DEFERED TAX LIABILITY (NET)	As at 31.03.2017	As at 31.03.2016
Defered Tax Liabilty		
Related to Fixed Assets	2,917.56	2,617.25
Defered Tax Assets		
Disallowance under the Income Tax Act, 1961	20.01	40.97
Total	**2,897.55**	**2,576.28**

NOTE 4 SHORT -TERM BORROWINGS	As at 31.03.2017	As at 31.03.2016
Secured		
Working Capital Loan from Bank	4,751.21	3,177.02
Foreign Currancy Loans - Buyers Credit	0.00	1,024.37
e-VFS from State Bank of India	2,666.91	2,011.10
Total	**7,418.12**	**6,212.50**

(₹ in lacs)

(a) The above working capital loan from bank is secured by first charge by hypothecation over all the current assets including stocks of raw materials, Stock in process, Finished Goods and book debts- present and future bearing interest @ 9.50% P.A (P.Y. 11.30%) on Cash Credit Account and @ 9.25% P.A. (P.Y. 9.30%) on e-VFS Account at the end of the year.

(b) The above working capital loan from bank is secured by collateral security by way of hypothecation on fixed assets including plant & machinery - both present and future and equitable mortage over immovable properties of the company viz. land and building situated in Kutch, Gujarat

(c) The above working capital loan from bank is secured by collateral security by pledge of 5,10,500 (P.Y. 5,10,500) equity share of the company held by promoters.

(d) The above working capital loans is guaranteed by the corporate guarantee of M/s Hipoline Commerce Pvt. Ltd.

(e) The above working capital loan is guaranteed by the personal guarantee of Sri C.P.Agarwal, Sri Dinesh R Agarwal, Sri Nitin Kandoi Director of the company.

NOTE 5 TRADE PAYABLES	As at 31.03.2017	As at 31.03.2016
Trade Payables (including acceptance)	964.25	398.03
Total	**964.25**	**398.03**

NOTE 6 OTHER CURRENT LIABILITIES	As at 31.03.2017	As at 31.03.2016
Statutory Dues	527.51	225.35
Other Payable	1,361.05	1,098.78
Total	**18,88.56**	**13,24.13**

NOTE 7 SHORT-TERM PROVISIONS	As at 31.03.2017	As at 31.03.2016
Provision for Gratuity (Refer Note - 28)	25.56	45.91
For Taxation	1,416.85	1,401.39
Other Provision	223.57	177.19
Total	**1,665.98**	**1,624.49**

NOTE 8 TANGIBLE ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
DESCRIPTION	Original cost As on 01.04.2016	Additions during the year	Sales/ Adjust-ment	Total As on 31.03.17	Upto 31.03.16	Deprecia-tion for the year	Sales/ Adjust-ment	Total upto 31.03.17	As at 31.03.17	As at 31.03.16
1 LAND	750.91	52.40	–	803.31	–	–	–	–	803.31	750.91
2 BUILDING	5,394.62	380.13	–	5,774.75	1,194.84	154.50	–	1,349.34	4,425.42	4,199.78
3 ROADS	639.03	5.40	–	644.43	86.86	62.19	–	149.06	495.37	552.17
4 PLANT & MACHINERY	24,753.49	3,506.91	–	28,260.39	10,408.57	1,007.56	–	11,416.12	16,844.27	14,344.92
5 ELECTRIC INSTALLATION & EQUIPMENT	1,839.74	12.25	–	1,851.99	1,461.08	215.51	–	1,676.60	175.39	378.65
6 FURNITURE & FIXTURE	79.94	0.58	19.67	60.85	51.13	7.10	18.61	39.62	21.23	28.82
7 VEHICLES	267.27	27.24	40.82	253.69	148.96	27.77	37.40	139.33	114.37	118.31
8 OFFICE EQUIPMENT	44.45	6.74	–	51.19	13.57	9.56	–	23.13	28.06	30.88
9 COMPUTER	11.44	0.71	0.19	11.96	7.31	2.55	–	9.86	2.09	4.13
10 LAB EQUIPMENT	75.61	–	–	75.61	41.21	10.06	–	51.27	24.34	34.41
11 ROLLS	192.08	180.28	192.08	180.28	86.94	188.29	192.08	83.15	97.13	105.14
TOTAL: ₹	**34,048.58**	**4,172.63**	**252.76**	**37,968.46**	**13,500.47**	**1,685.09**	**248.09**	**14,937.48**	**23,030.98**	**20,548.11**
Previous Year	**33,068.94**	**1,141.69**	**162.04**	**34,048.58**	**11,896.00**	**1,755.25**	**150.78**	**13,500.47**	**20,548.11**	**21,172.94**

Notes:

(i) Useful life of the Rolls is consideerd for one year, since the management consider it prudent that the actual useful life of the Rolls shall not be more than one year.

Notes on Financial Statements for the year ended 31st March, 2017

(₹ in lacs)

NOTE 9 NON-CURRENT INVESTMENTS	As at 31.03.2017	As at 31.03.2016
Investment in Associates (Quoted, trade)		
72,51,992 (P.Y. 72,51,992) equity shares of ₹ 10/- each fully paid up in Gallantt Ispat Limited	4,260.20	4,260.20
Investment in Government Securities (Unquoted, trade)		
National saving Certificate (deposit with Government department as security)	0.17	0.17
Total	**4,260.37**	**4,260.37**
Market value of quoted investments	**31,937.77**	**36,452.14**

Note: M/s. Gallantt Udyog Ltd has since been amalgamated with M/s. Gallantt Ispat Ltd. vide order passed by the Hon'orable High Court, Kolkata and hence, on the basis of erstwhile scheme of amalgamation, M/s. Gallantt Ispat Ltd. has issued 1750000 equity shares to the company in liu of 2100000 shares held by the company in M/s. Gallantt Udyog Ltd.

NOTE 10 LONG -TERM LOANS AND ADVANCES	As at 31.03.2017	As at 31.03.2016
Security Deposit		
Unsecured, Considered Good	70.36	64.21
Total	**70.36**	**64.21**

NOTE 11 INVENTORIES	As at 31.03.2017	As at 31.03.2016
Raw Materials (includes in transit ₹ 1833.24 lacs (P.Y ₹ 2015.19 lacs)	6,248.42	5,240.93
Work -in -progress	30.21	16.21
Finished goods	1,973.73	1,556.25
Stores & Spares	1,608.87	1,178.01
Total	**9,861.23**	**7,991.40**

NOTE 12 TRADE RECEIVABLES (Unsecured Considered Good)	As at 31.03.2017	As at 31.03.2016
Outstanding for a period within six months	3,359.34	3,000.03
Outstanding for a period above six months	43.48	35.33
Total	**3,402.82**	**3,035.36**

NOTE 13 CASH AND BANK BALANCES	As at 31.03.2017	As at 31.03.2016
Cash and Cash Equivalents		
(a) **Balances with Banks**		
On fixed deposits accounts *	–	2.25
Cash on hand	16.70	33.83
	16.70	**36.08**
(b) **Other bank balances**		
Fixed Deposit with Bank to the extent held as Margin oney	272.63	425.02
	272.63	**425.02**
Total	**289.33**	**461.10**

* Fixed deposit with banks include deposit of ₹ Nil (P.Y. ₹ 2.25 lacs) with maturity of more than 12 months.

Notes on Financial Statements for the year ended 31st March, 2017

(₹ in lacs)

NOTE 14 SHORT-TERM LOANS AND ADVANCES (Unsecured Considered Good)	As at 31.03.2017	As at 31.03.2016
Advance income tax (net of provision for taxation)	182.01	178.28
Balance with Government Authorities	1,072.38	1,179.36
Loans *	853.36	403.31
Other Advances **	693.25	307.99
Total	**2,801.00**	**2,068.95**

* Includes interest ₹ 3.36 lacs (P.Y. 3.31 lacs) accrued (net of taxes) on loans.

** Includes interest ₹ 3.42 lacs (P.Y. ₹ 5.01 lacs) accrued (net of taxes) on Fixed Deposits with Banks.

NOTE 15 OTHER CURRENT ASSETS	As at 31.03.2017	As at 31.03.2016
MAT Credit Entitlement	4,868.79	4,221.80
Total	**4,868.79**	**4,221.80**

NOTE 16 REVENUE FROM OPERATIONS	2016-17	2015-16
Sale of Products		
Finished Goods	68,018.29	72,135.05
Other	974.83	988.84
Trading Goods	373.11	1,198.50
	69,366.23	**74,322.39**
Less: Captive transfer	46.27	50.41
Revenue from Operations (Gross)	**69,319.96**	**74,271.98**
Less: Excise Duty	7,646.82	7,274.97
	61,673.14	**66,997.01**

NOTE 17 OTHER INCOME	2016-17	2015-16
Interest Income on		
Fixed Deposit	25.47	46.02
Others *	48.39	80.60
Dividend on Non Current Investment	–	145.04
Exchange differences (net)	26.28	(64.15)
Other Income **	11.08	81.76
Total	**111.22**	**289.27**

* Interest from others includes ₹ 24.37 lacs (P.Y 17.33 lacs) late payment charges.

** Other income includes provision no longer required ₹ 1.93 lakhs (P.Y. ₹ 49.05 lakhs).

NOTE 18 COST OF MATERIAL CONSUMED	2016-17	2015-16
Inventory at the Beginning of the Year	5,240.93	4,687.48
Add: Purchases	48,145.19	49,328.82
	53,386.12	**54,016.30**
Less: inventory at the End of the Year	6,248.42	5,240.93
	47,137.70	**48,775.37**
Less: Captive Transfer	46.27	50.40
Cost of Raw Material Consumed	**47,091.43**	**48,724.97**

Imported and Indigenous Raw Material Consumed	2016-17		2015-16	
	₹ in lacs	% of total	₹ in lacs	% of total
Imported	19,829.31	42.07	26,054.95	53.42
Indigenous	27,308.38	57.93	22,720.42	46.58

Notes on Financial Statements for the year ended 31st March, 2017

(₹ in lacs)

NOTE 19 CHANGES IN INVENTORY OF FINISHED GOODS AND WORK IN PROGRESS	2016-17	2015-16
Inventory at the End of the Year		
Finished	1,973.73	1,556.25
Semi - Finished	30.21	16.21
	2,003.94	**1,572.46**
Inventory at the Beginning of the Year		
Finished	1,556.25	2,566.90
Semi - Finished	16.20	24.57
	1,572.45	**2,591.47**
Changes in Inventories	**431.49**	**1,019.01**

NOTE 20 EMPLOYEE BENEFIT EXPENSES	2016-17	2015-16
Salary, Wages and Bonus	1,906.17	1,562.39
Contribution to Provident and Other Fund	6.58	37.83
Staff Welfare Expenses	43.52	44.83
Total	**1,956.27**	**1,645.05**

NOTE 21 FINANCE COST	2016-17	2015-16
Interest Expenses	489.15	330.17
Other Borrowing Cost	139.12	373.98
Total	**628.27**	**704.15**

NOTE 22 OTHER EXPENSES	2016-17	2015-16
(a) Manufacturing Expenses		
Consumption of stores and spares	1,142.10	1,503.61
(increase) / decrease of excise duty on inventory	46.39	(112.30)
Power & Fuel	2,280.43	2,255.77
Repairs to Plant & Machinery	208.31	241.07
Repairs to Building	15.54	29.19
Repairs to others	18.47	36.13
Other manufacturing expenses	1,168.55	1,305.32
	4,879.79	**5,258.81**
(b) Other Estblishment Expenses		
Rent	5.33	6.04
Insurance	52.83	54.66
Rates & Taxes	32.23	38.70
Miscellaneous Expenses	330.18	325.43
Loss on sale / Discard of fixed assets	1.82	4.16
Commission & Brokerage	112.71	3.35
Carriage & Freight	1,715.15	1,766.87
Corporate Social Responsibility (CSR)	72.34	85.00
Selling expenses	252.00	253.91
	2,574.59	**2,538.12**
Total	**7,454.38**	**7,796.93**

* Prior period expenses of Rs. 0.96 lacs (P.Y Rs. 1.48 lacs) are included in respective head of accounts.

** (increase) / decrease of excise duty on inventory shown under expenditure represents differential excise duty on opening and closing stock of finished goods.

(₹ in lacs)

Payment to Auditor	2016-17	2015-16
Audit Fee	4.17	4.15
Tax Audit Fee	0.50	0.50
Other Services (certifictaion fee)	0.36	0.35
Reimbursement of Expenses	0.53	0.47
	5.56	**5.47**

NOTE 23 VALUE OF IMPORTS ON CIF BASIS	2016-17	2015-16
Raw Materials (including in-transit)	12,715.67	18,978.40
Stores and Spares	—	10.79
Capital Goods	—	9.37

24 INCOME AND EXPENDITURE IN FOREIGN CURRENCY	2016-17	2015-16
(a) Income		
Sale of Goods	—	—
(b) Expenditure		
Interest	13.74	19.65
Others	177.47	7.76

25 EARNING PER SHARES	2016-17	2015-16
(i) Net profit after tax as per Profit and Loss Account attributal to Equity Shareholders	27,10,25,015	41,58,31,226
(ii) Equity shares used as denominator for calculting EPS	8,13,22,324	8,13,22,324
(iii) Basic and Diluted Earning Per share (₹)	3.33	5.11
(iv) Face Value per Equity Share (₹)	10	10

26 TRADE PAYABLES

(a) Trade Payable includes (i) ₹ Nil (P.Y. Nil) due to micro and small enterprises registered under the Micro, Small and Medium Enterprises Development Act 2006 (MSME).

(b) No interest is paid /payable during the year to any enterprise registered under the MSME.

(c) The above information has been determined to the extent such parties could be indentified on the basis of the information available with the company regarding status of suppliers under the MSME.

(₹ in lacs)

27 RELATED PARTY DISCLOSURES

(a) **Associate Company**
Gallantt Ispat Ltd
Mr. Ganesh Laxmi Processors Pvt. Ltd.

(b) **Key Managerial Personnel**
Mr. Chandra Prakash Agrawal
Mr. Dinesh R. Agarwal
Mr. Prashant Jalan
Mr. Rajesh Upadhaya
Mr. Sandip Kumar Agarwal
Mr. Sandip Kumar Agarwal

Related Party Transaction & Balance (₹ in lacs)

Nature of Transaction	Associates	Key Management Personnel	Total
Purchase of Goods	76.28	–	76.28
	(8.63)	(–)	(8.63)
Sale of Goods	30.78	–	30.78
	(5.78)	(–)	(5.78)
Divedend Received	–		--
	(145.04)		(145.04)
Remuneration Paid	–	68.94	68.94
	(–)	(63.33)	(63.33)

Figures in bracket represent figures of previous year.

28	DISCLOSURES PURSUANT TO ACCOUNTING STANDARD - 15 "EMPLOYEE BENEFIT"	2016-17	2015-16
(a)	**Components of Employer expenses**		
(i)	Current Service Cost	43.20	33.97
(ii)	Interest Cost	9.02	6.09
(iii)	Expected Return on Assets	(5.35)	(4.92)
(iv)	Actuarial (Gain)/Losses	(67.22)	(6.44)
(v)	Total Expenses	(20.35)	28.70
(b)	**Net Assets (Liability) recognized in Balance Sheet**		
(i)	Present value of defined benefit obligation	97.81	112.75
(ii)	Fair value of Plant Assets	72.25	66.84
(iii)	Funded status (Surplus / (Deficit)	(25.56)	(45.91)
(iv)	Net Assets / (Liability)	(25.56)	(45.91)
(c)	**Change in obligation during the year**		
(i)	Present value of defined benefit obligation at the beginning of the year	112.75	78.67
(ii)	Current Service Cost	43.20	33.97
(iii)	Interest Cost	9.02	6.09
(iv)	Actuarial (Gain) / Losses	(67.15)	(5.97)
(v)	Benefit Payment	-	-
(vi)	Present value of defined Benefit obligation at the end of the year	97.81	112.75
(d)	**Change in Assets**		
(i)	Plan Assets at the beginning of the year	66.84	61.46
(ii)	Expected return on plant Assets	5.35	4.92
(iii)	Actuarial Gain / (Loss)	0.07	0.46
	Employer Contribution during the year	-	-
(iv)	Plan Assets at the end of the year	72.25	66.84
(e)	**Actuarial Assumption**		
(i)	Discount Rate	6.86%	8.00%
(ii)	Expected return on Assets	8.00%	8.00%
(iii)	Salary increase	5.00%	5.00%
(iv)	Mortality	Indian Assurd Live Mortality (2006-08)	Indian Assurd Live Mortality (2006-08)

(₹ in lacs)

29 SEGMENT REPORTING

(1) Primary Segment (By Business Segment) :

The Company is engaged in the business of production of Iron, Steel & Power. The Company has two reportable business segments i.e. Steel and Power which have been identified in line with the Accounting Standard-17 on "Segment Reporting". Information about Primary Segment is as follows:

	Particulars	2016-17	2015-16
(i)	**Segment Revenue**		
	(a) Steel	61,673.14	66,997.01
	(b) Power	12,362.79	13,685.97
	(c) Un allocable Income	111.22	353.41
	Sub Total	**74,147.16**	**81,036.39**
	Less: Inter Segment Revenue	12,362.79	13,685.97
	Net Segment Revenue	**61,784.36**	**67,350.43**
(ii)	**Segment Results**		
	(a) Steel	(1,747.62)	(2,246.76)
	(b) Power	5,296.19	6,979.91
	Sub Total	**3,548.57**	**4,733.15**
	Less :Interest	(628.27)	(704.15)
	Less :Other Unallocable Expenses	111.22	353.41
	Profit Before Tax	**3,031.52**	**4,382.40**
(iii)	**Capital Employed**		
	(Segment Assets less Segment Liabilities)		
	(a) Steel	20,024.83	19,166.42
	(b) Power	10,128.01	8,573.98
	(c) Un-allocable	7,763.69	7,144.61
	Total Capital Employed	**37,916.53**	**34,885.00**
(iv)	**Capital Expenditure during the Period**		
	(a) Steel	2,014.96	1,141.69
	(b) Power	2,157.67	-

(2) Secondary Segment (By Geographical Segment)

The secondary segment is based on geographical demarcation i.e. India & Rest of the World. There is no reportable segment under above category.

30	CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)	2016-17	2015-16
	Description		
(i)	Curtailing the assured benefit of exemption granted to New Industrial unit in Kutch, Gujarat. The Company is entitled to exemption for 100% of the duty paid in Cash after utilization of CENVAT Credit for 5 years from the date of Commercial Production. Hon'ble High Court of Gujarat has granted the verdict in favor of Company, Department preferred appeal in Supreme Court.	595.96	595.96
(ii)	Disputed liability in respect of sales tax (₹ 42.00 lacs has been paid against the same.	80.04	80.04
(iii)	Wealth tax demand from A.Y 2007-08.	2.10	2.10
(iv)	Claim against the company not acknowledged debt in respect of disputed liability of freight with railway. Case is pending in Hon'ble Highcourt, Gujarat.	161.45	161.45
(v)	Hon'ble High court of Gujarat has declared collection of green cess by the State Act ultra vires the constitution and the same is therefor void and ordered to refund the green cess collected. We had applied for refund.	25.56	25.56
(vi)	Income Tax (A.Y. -2009-10) demand raised by Addl. CIT and have filed appeal before the Commissioner Income Tax, Appeal	21.69	21.69
(vii)	Income Tax (A.Y. -2012-13) demand raised by Addl. CIT and have filed appeal before the Commissioner Income Tax, Appeal	48.07	48.07
(viii)	Benefit on import of coal from AIFTA Preferential Tariff denied by the Kandla custom. We have preferred appeal to Commissioner of Custom.	39.03	39.03

(₹ in lacs)

30	CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)	2016-17	2015-16
(ix)	Demand raised by the Addl. Commisiner of Central Excise, Rajkot against utilisation of CENVAT credit of Basic Excise duty for payment of Education and Higher education Cess and filed appeal for the same before CESTAT, Ahmedabad.	49.22	49.22
(x)	Outstanding guarantees to bank in respect of the guarantees given by bank in favour of various government authorithies.	158.33	158.30
(xi)	Commissioner of Central excise, Kutch Commissionerate issued Show Cause Notice on excise duty liabilty on sales tax incentive availed by the company.	170.12	170.12

31 DERIVATIVES

The company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctation relating to certain firm commitment.

The forward exchange contract entered into by the company and outstanding are as under:

	2016-17	2015-16
No of Contract	2	6
Type	Buy	Buy
USD Equivalent	31.59	15.27
INR Equivalent	2,048.79	1,022.92

The year end foreign currency exposures that have not been hedged by the derivative instrument or other wise are given below.

Amount payable in foreign currency on account of the following:	2016-17		2015-16	
	USD Equivalent	INR Equivalent	USD Equivalent	INR Equivalent
Trade Payable	–	–	3.92	260.14

32	DETAILS OF SALE OF PRODUCTS	2016-17	2015-16
	M.S.Round Bar	58,473.40	63,676.76
	Billet	224.52	545.67
	Misroll	441.91	476.39
	Sponge Iron	1,231.64	161.26
	Others	974.82	988.84
	Trading Goods	373.11	1,198.50
	Captive transfer	(46.27)	(50.40)
		61,673.14	**66,997.01**

33	DETAILS OF INVENTORIES	2015-16	2014-15
(a)	**Raw Materials**		
	Iron Ore / Pellets	2,540.92	927.53
	Coal	661.29	1,156.04
	M.S.Scrap	2,853.36	2,962.91
	Others	192.85	194.45
	Total	**6,248.42**	**5,240.93**
(b)	**Work-in-Progress**		
	Sponge Iron	30.21	16.21
(c)	**Finished Goods**		
	M. S. Round Bar	1,049.32	1,119.70
	Billet	843.91	341.83
	Misroll	34.07	41.78
	Sponge Iron	46.43	52.94
		1,973.73	**1,556.25**

Notes on Financial Statements for the year ended 31st March, 2017

(₹ in lacs)

34	DETAILS OF RAW MATERIALS CONSUMED	2015-16	2014-15
	Iron Ore / Pellets	15,941.28	13,585.35
	Coal	12,664.64	10,930.83
	M.S.Scrap	9,284.27	15,640.01
	Sponge Iron	694.42	1,460.85
	M.S.Billet	5,607.82	4,837.67
	Others	2,945.28	2,320.66
	Captive transfer	(46.27)	(50.40)
		47,091.43	**48,724.97**

35	The notes to accounts relating to CSR expenditure	2015-16	2014-15
(a)	Gross amount required to be spent by the company during the year	63.12	56.85
(b)	Amount spent during the year	—	—

	Amount Paid	Yet to be paid	Total
(i) Construction/acquisition of any fixed assets	0	0.00	0
	(0.00)	(0.00)	(0.00)
(ii) On purposes other than (i) above	72.34	-	72.34
	(85.00)	-	(85.00)

Figures in bracket represent figures of previous year

36 Details of specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30 th November, 2016 are provided in the table below:

	SBN'S	Other denomination Notes	Total
Closing cash in hand as on 08.11.2016	0.00	5.07	5.07
Add : Permited Receipts	0.00	0.00	0.00
Less : Permitted Paymnents	0.00	0.00	0.00
Less: Amount deposited in bank	0.00	0.00	0.00
Closing cash in hand as on 30.12.2016	0.00	4.96	4.96

37 Previous year figures have been regrouped and rearranged wherever considered necessary.

38 The company has made provision for the payment of Rs. 264.94 lacs on account of differential duty of coal for the demand raised by department of custom. However the same has been disputed before the CEGAT by the company.

39 Balance of some of the sundry debtors, sundry creditors, loans & advances are subject to confirmation from the respective parties.

40 Based on the profitability projection, the Company is certain that there would be sufficient taxable income in the future to claim the "MAT credit Entitlement".

As per our Report of even date
For **A.K.MEHARIA & ASSOCIATES**
Chartered Accountants

(A. K. Meharia)
Partner
Membership No.: 053918
Firm Reg No.: 324666E
Place : Kolkata
Dated : The 4th day of May, 2017

Chandra Prakash Agrawal *Chairman & Managing Director*
Dinesh R Agarwal *Wholetime Director*
Sandip Kumar Agarwal *Chief Financial Officer*
Rajesh Upadhyaya *Company Secretary*

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENT

TO THE SHAREHOLDERS

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of M/S GALLANTT METAL LIMITED (hereinafter referred to as "the Holding Company") and its associates (collectively referred to as "The Company" or "the group"), comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their report referred to in Other matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

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 financial statement of the associate, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2017, their consolidated financial performance including other comprehensive income and their consolidated cash flows for the year ended on that date.

Other Matter

The consolidated financial statement includes an associate company whose financial statement and financial information are not audited by us and our opinion on the consolidated financial statement, in so

far as it relates to the amount and disclosures included in respect of the associate, and our report in terms of sub section (3) of Section 143 of the Act in so far as it relates to the aforesaid associate company is based on the audited financial statements and financial information and auditor's report thereon.

Report on Other Legal and Regulatory Requirements

As required by sub-sections 3 of Section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements of a associate, as noted in the 'Other Matter' paragraph, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its associate company, none of the directors of the Group companies is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and

(g) with respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies(Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us and based on the consideration of the reports of the other auditor on separate financial statement and other financial information of associate:

i) The Group has disclosed the impact of pending litigations on its financial positions in its consolidated financial statements.

ii) The Group has made provisions, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

iv) The Group has provided requisite disclosures in the consolidated financial statements as to holding as well as dealings in Specified Bank Notes during the period from 8th November 2016 to 30th December, 2016. Based on the audit procedure performed and relying on the management representation, we report that the disclosures are in accordance with the books of accounts maintained by the Holding company as produced before us by the management.

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For **A.K. Meharia & Associates**
Chartered Accountants
Firm's Registration No.324666E

(A. K. Meharia)
Partner
Membership Number: 053918

Place: Kolkata
Dated: May 30, 2017

Annexure - A to the Auditors' Report

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/S GALLANTT METAL LIMITED ("the Holding Company") and its associates (collectively referred to as "the Group"),as of 31 March 2017 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Company and its associate companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued

by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company its associate company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its associate companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to one associate company, which is a company incorporated in India, is based on the corresponding report of the auditor of such company.

For **A.K. Meharia & Associates**
Chartered Accountants
Firm's Registration No.324666E

(A. K. Meharia)
Partner
Membership Number: 053918

Place: Kolkata
Dated: May 30, 2017

Consolidated Audited Balance Sheet as at 31st March, 2017

(₹ in lacs)

Particulars	Note No.	As at 31.03.2017	As at 31.03.2016
A. EQUITY AND LIABILITY			
SHAREHOLDERS' FUNDS			
Share Capital	1	8,132.23	8,132.23
Reserve & Surplus	2	32,739.85	28,893.33
		40,872.08	**37,025.56**
NON-CURRENT LIABILITIES			
Deferred Tax Liability (Net)	3	2,897.55	2,576.28
Deferred Tax Liability (Net)		**2,897.55**	**2,576.28**
CURRENT LIABILITIES			
Short-Term Borrowings	4	7,418.12	6,212.49
Trade Payables	5	964.24	398.04
Other Current Liabilities	6	1,888.56	1,324.14
Short-Term Provisions	7	1,665.98	1,624.48
		11,936.90	**9,559.15**
Total		**55,706.53**	**49,160.99**
B. ASSETS			
NON-CURRENT ASSETS			
Fixed Assets			
Tangible Assets	8	23,030.98	20,548.11
Capital Work-in-Progress		1,268.56	1,792.84
Non-Current Investment	9	10,113.47	8,977.21
Long-Term Loans and Advances	10	70.36	64.21
		34,483.37	**31,382.37**
CURRENT ASSETS			
Inventories	11	9,861.23	7,991.40
Trade Receivables	12	3,402.82	3,035.36
Cash & Bank Balances	13	289.33	461.11
Short-Term Loan and Advances	14	2,801.00	2,068.95
Other Current Assets	15	4,868.78	4,221.80
		21,223.16	**17,778.62**
Total		**55,706.53**	**49,160.99**
The notes form an integral part of these Financial Statements.			
Significant Accounting Polices			

As per our Report of even date
For **A.K.MEHARIA & ASSOCIATES**
Chartered Accountants

(A. K. Meharia)
Partner
Membership No.: 053918
Firm Reg No.: 324666E
Place : Kolkata
Dated : The 4th day of May, 2017

Chandra Prakash Agrawal *Chairman & Managing Director*
Dinesh R Agarwal *Wholetime Director*
Sandip Kumar Agarwal *Chief Financial Officer*
Rajesh Upadhyaya *Company Secretary*

Consolidated Audited Statement of Profit & Loss for the year ended 31st March, 2017

(₹ in lacs)

	Note No.	2016-17	2015-16
A. INCOME			
Revenue from Operations (Gross)	16	69,319.96	74,271.99
Less : Excise Duty		7,646.82	7,274.97
Revenue from Operations (Net)		**61,673.14**	**66,997.02**
Other Income	17	111.22	289.27
Total Revenue		**61,784.36**	**67,286.28**
B. EXPENSES			
Cost of raw material and component consumed	18	47,091.43	48,724.97
Purchase of stock -in - trade		368.88	1,258.53
Changes in inventory of finished goods and work in progress	19	(431.49)	1,019.01
Employee benefit expenses	20	1,956.27	1,645.05
Finance Cost	21	628.27	704.15
Depreciation and amortisation		1,685.10	1,755.23
Other expenses	22	7,454.38	7,796.93
Total Expenses		**58,752.84**	**62,903.87**
Profit/(Loss) before tax		**3,031.52**	**4,382.41**
Tax expenses			
Current Tax		646.98	904.32
Less : MAT Credit		(646.98)	(904.32)
Wealth Tax		–	–
Deferred Tax		321.27	224.10
Total tax expenses		**321.27**	**224.10**
Profit / (Loss) for the period		2,710.25	4,158.31
Share of Profit & Loss from Associates		1,136.26	416.16
Profit / (Loss) for the period		**3,846.51**	**4,574.47**
Earning per equity Share			
Basic and Diluted (Rs.)		3.33	5.11
The notes form an integral part of these Financial Statements.			
Significant Accounting Polices			

As per our Report of even date
For **A.K.MEHARIA & ASSOCIATES**
Chartered Accountants

(A. K. Meharia)
Partner
Membership No.: 053918
Firm Reg No.: 324666E
Place : Kolkata
Dated : The 4th day of May, 2017

Chandra Prakash Agrawal *Chairman & Managing Director*
Dinesh R Agarwal *Wholetime Director*
Sandip Kumar Agarwal *Chief Financial Officer*
Rajesh Upadhyaya *Company Secretary*

Consolidated Cash Flow Statement for the year ended 31st March, 2017

(₹ in lacs)

	Year Ended 31.03.2017		Year Ended 31.03.2016	
OPERATING ACTIVITIES				
Net Profit Before Tax as per Profit & Loss Account		**3031.52**		**4382.41**
Adjusted for:				
Depreciation and Amortisation Expenses	1,685.09		1,755.23	
Loss on Sale / Discarted of Fixed Assets (Net)	(7.15)		4.16	
Dividend Income	–		(145.04)	
Finance Cost	628.28		704.15	
Interest Income	(73.86)	2,232.35	(126.62)	2,191.88
Operating Profit Before Working Capital Changes		**5,263.88**		**6,574.29**
Adjusted for:				
Trade and Other Receivables	(1,106.95)		(1,141.75)	
Inventories	(1,869.83)		575.08	
Trade and Other Payables	1,156.69		522.58	
		(1,820.09)		(44.09)
Cash Generated from Operating Activities		3,443.79		6,530.20
Direct Tax Refund / Paid (Net)		(635.25)		(914.76)
Net Cash from Operating Activities		**2,808.54**		**5,615.44**
Investing Activities				
Interest Income	78.87		139.79	
Purchase of Fixed Assets	(3,648.35)		(2,442.57)	
Sale of Fixed Assets	11.82		7.10	
Dividend Income	–		145.04	
Movement in Loans and Advances	–		–	
Net Cash used in Investing Activities		**(3,557.66)**		**(2,150.64)**
Financing Activities				
Repayment of Long Term Borrowings	–		–	
Short Term Borrowings (Net)	1,205.62		(2,896.64)	
Interest Paid	(628.27)		(704.15)	
Net Cash used in Financing Activities		**577.35**		**(3,600.79)**
Net Increase / (Decrease) in Cash and Cash Equivalent		**(171.77)**		**(135.99)**
Opening Balance of Cash and Cash Equivalent		461.10		597.10
Closing Balance of Cash and Cash Equivalent		**289.32**		**461.11**

As per our Report of even date
For **A.K.MEHARIA & ASSOCIATES**
Chartered Accountants

(A. K. Meharia)
Partner
Membership No.: 053918
Firm Reg No.: 324666E
Place : Kolkata
Dated : The 4th day of May, 2017

Chandra Prakash Agrawal *Chairman & Managing Director*
Dinesh R Agarwal *Wholetime Director*
Sandip Kumar Agarwal *Chief Financial Officer*
Rajesh Upadhyaya *Company Secretary*

A Statement of Significant Accounting Policies and Practices

(I) Basis of Preparation

(a) The Consolidated financial statements of the comapny have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statement to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2103, read with rule 7 of the company's (Accounts) rules, 2014 and the relevant provisions of the Companies Act, 2013 / comapnies Act 1956 as applicable. The financial statement have been prepared on an accural basis and under the historical cost convention.

(b) Associates are entitites over which the company has significant influence but not control. Investments in the assocaites Gallantt Ispat Limited is accounted for using the equity method of accounting as laid down under Accounting standard 23 "Accounting for Investments in Associates in Consolidated Financial Statements". The investmet is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of equity before acquisition of the investee and share of profit and loss of the investee after the acquisition date. Gallantt Ispat Limited prepares financial statements for reporting priod ended 31st March 2017 and same has been audited.

(II) Revenue Recognition

(a) Sale of goods is recognized when they are invoiced to customers and are inclusive of excise duty, sales tax but exclusive of sales return and turnover discounts.

(b) Insurance, duty drawback and other claims are accounted for on receipt basis or as acknowledged by the appropriate authorities.

(c) Independent marketable products produced by the company and used for captive consumption is accounted for at approximate prevaling market price under cost of material consumed.

(III) Use of estimates

The preparation of financial statements in confirmity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known / materialised.

(IV) Fixed Assets

(a) Fixed Assets are stated at cost of acquisition/installation less accumulated depreciation (other than 'Freehold Land' where no depreciation is charged). The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use.

(b) All expenses incurred for acquiring, erecting and commissioning of the fixed assets including interest on loan utilized for meeting capital expenditure and incidental expenditures incurred during the implementation of the project are shown under "Capital Work in Progress. The advance given for acquiring fixed assets is also shown along with the "Capital Work in Progress".

(V) Depreciation and Amortisation

(a) In respect of fixed assets (other than free hold land and capital work in progress) acquired during the year, depreciation / amortisation is charged on straight line basis so as to write off the cost of the assets over the useful life in terms of the provision of schedle II of the companies Act 2013, (The 'Act') . For the fixed assets acquired prior to 1st April, 2014, the carrying amount is depreciated over the remaining useful life of the assets in terms of the "Act" except for the Rolls for which useful life is considered for one year.

(VI) Investments

(a) Investments are classified into current and Long -term investment. Current Investments are stated at lower of cost and fair market value. Long Term Investments are stated at cost after deducting provision, if any, for diminution in value considered to be other than temporary in nature.

(b) The Equity investment in Associates where company has significant influence but not control is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's sahre of the profit or loss of the investee after the acquisition date.

(VII) Impairment

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value being higher of value in use and net selling price. An impairment loss is recognized as an expense in the Profit and Loss Account in the year in which an asset is impaired. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.

(VIII) Earning per share

Basic and Diluted Earnings per shares are calculated by dividing the net profit attributable to the ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

(IX) Borrowing Cost

Borrowing Costs that are directly attributable to the acquisition or construction of Qualifying Assets are capitalized as part of cost of such assets. Other Borrowing Costs are charged as expense in the year in which these are incurred.

(X) Valuation of Inventories

Inventories of Raw Materials, work -in -Progress, Stores and Spares, Goods in transit, Finished Goods are stated 'at cost or net realisable value, whichever is lower'.Cost comprises all cost of purchasse, cost of conversion and other cost incurred in bringing the inventories to their present location and condition. The excise duty in respect of closing inventory of finished goods is included as part of finished goods. Cost formula used are First -in -First -out.

(XI) Excise Duty & Custom Duty

Excise duty in respect of finished goods lying in the factory premises and Custom duty on goods lying in customs bonded warehouse are provided for and included in the valuation of inventory.

(XII) Foreign Currency Transaction

(a) All transactions in foreign currency are recorded at the rate of exchange prevailing on the date when the relevant transaction take place.

(b) Monetary items denominated in foreign currency at the year end are restated at the year end rates. Any income or expenses on account of exchange differences either on settlement or on translation is recognized in the Profit and Loss account except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

(c) The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expenses / income over the life of the contract. Exchange differences on such contracts, except the contracts which are long -term foreign currancy monetary items, are recognized in the statement of profit and loss in the period in which the exchange rate change. Any gain / loss arising on forward contracts which relate to acquisition of fixed assets is recognized to the carrying cost of such assets.

(XIII) Taxation

(a) Provision for current tax is made after taking in to consideration benefits admissible under the provisions of the Income Tax Act, 1961, Deffered tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and law that are enacted or substantively enected as on the balance sheet date. Defferd tax assets is recognised and carried forward only to the extent that there is virtual certainty that the assets will be realised in future.

(b) Minimum Alternate Tax (MAT) is recognised as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the company recognises MAT credit as an asset in accordance with the Guidance Note issued by the" ICAI", the said asset is created by way of credit to the Profit & Loss Account and shown as "MAT Credit Entitlement". The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent company does not have convincing evidence that it will pay normal tax during the specified period.

(XIV) Employee Benefits

(a) The company contributes to the employee's provident fund maintained under the Employees Provident Fund Scheme of the Central Government and the same is charged to the statement of Profit & Loss. The company has no obligation, other than the contribution payable to the provident fund.

(b) The company operates defined benefit plan for gratuity for its employees. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year end.using projected unit credit method.Actuarial gain and losses is recognized in the period in which they occur in the statement of profit and loss.

(XV) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when there is a present obligation as a result of past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation.These are reviewed at each year end and adjusted to reflect the best current estimates. Contingent liabilities are not recognised but disclosed in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

(XVI) Segment Reporting

(a) The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

(b) Inter -division transfer of power generated by Power Plant unit is transferred to other unit at approximate prevailing market price at which other unit purchase power from Paschim Gujarat Vij. Company Limited (A Government of Gujarat Enterprise).

Consolidated Notes on Financial Statements for the year ended 31st March, 2017

(₹ in lacs)

NOTE 1 SHARE CAPITAL	As at 31.03.2017	As at 31.03.2016
Authorized		
8,30,00,000 (P.Y. 8,30,00,000) Equity Shares of ₹ 10/- each	8,300.00	8,300.00
Issued, Subscribed and Paid-up		
8,13,22,324 (P.Y 8,13,22,324) Equity Shares of ₹ 10/-each	8,132.23	8,132.23
Total	**8,132.23**	**8,132.23**

a Terms/ Rights attached to Equity Shares

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.The dividend proposed by the Board of Directors is subject to the approval of the shareholders except in the case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount in proportion of their shareholding.

b. Details of Shareholders holding more than 5% Shares in the Company

Name of Shareholders	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	% of holding	No. of Shares	% of holding
Gallantt Udyog Limited	–	–	2,41,13,127	29.65
Gallantt Ispat Limited	3,94,62,895	48.53	1,37,49,768	16.91
Lexi Export Pvt. Limited	1,19,77,179	14.73	1,19,77,179	14.73
Santosh Kumar Agarwal	–	–	42,31,424	5.20
Richie Credit and Finance Pvt. Ltd	46,07,635	5.67	–	–
Hipoline Commecre Pvt. Ltd	58,70,685	7.22	–	–
Utkarsh Dealer Pvt. Ltd.	–	–	43,76,763	5.38

NOTE 2 RESERVES AND SURPLUS	As at 31.03.2017	As at 31.03.2016
(a) **Securities Premium Account**		
Balance as per the last Financial Statement	1,050.00	1,050.00
(b) **Profit & Loss Account**		
Balance as per last Financial Statements	23,542.66	18,968.18
Profit for the year	3,846.51	4,574.47
Closing Balance	**27,389.17**	**23,542.65**
(c) Capital Reserve		
On Consolidation of Gallantt Ispat Ltd (as Associates)	4,300.68	4,300.68
Total	**32,739.85**	**28,893.33**

NOTE 3 DEFFERED TAX LIABILITY (NET)	As at 31.03.2017	As at 31.03.2016
Deffered Tax Liabilty		
Related to Fixed Assets	2,917.56	2,617.25
Deffered Tax Assets		
Disallowance under the Income Tax Act,	20.01	40.97
Total	**2,897.55**	**2,576.28**

NOTE 4 SHORT-TERM BORROWINGS	As at 31.03.2017	As at 31.03.2016
Secured		
Working Capital Loan from Bank	4,751.21	3,177.02
Foreign Currancy Loans - Buyers Credit	–	1,024.37
e-VFS from State Bank of India	2,666.91	2,011.10
Total	**7,418.12**	**6,212.49**

(₹ in lacs)

(a) The above working capital loan from bank is secured by first charge by hypothecation over all the current assets including stocks of raw materials, Stock in process, Finished Goods and book debts- present and future bearing interest @ 9.50% P.A (P.Y. 11.30%) on Cash Credit Account and @ 9.25% P.A. (P.Y. 9.30%) on e-VFS Account at the end of the year.

(b) The above working capital loan from bank is secured by collateral security by way of hypothecation on fixed assets including plant & machinery - both present and future and equitable mortage over immovable properties of the company viz. land and building situated in Kutch, Gujarat

(c) The above working capital loan from bank is secured by collateral security by pledge of 5,10,500 (P.Y. 5,10,500) equity share of the company held by promoters.

(d) The above working capital loans is guaranteed by the corporate guarantee of M/s Hipoline Commerce Pvt. Ltd.

(e) The above working capital loan is guaranteed by the personal guarantee of Sri C.P.Agarwal, Sri Dinesh R Agarwal, Sri Nitin Kandoi director of the company.

NOTE 5 TRADE PAYABLES	As at 31.03.2017	As at 31.03.2016
Trade Payables (including acceptance)	964.24	398.04
Total	**964.24**	**398.04**

NOTE 6 OTHER CURRENT LIABILITIES	As at 31.03.2017	As at 31.03.2016
Statutory Dues	527.51	225.35
Other Payable	1,361.05	1,098.79
Total	**1,888.56**	**1,324.14**

NOTE 7 SHORT-TERM PROVISIONS	As at 31.03.2017	As at 31.03.2016
Provision for gratuity (Refer Note - 29)	25.56	45.91
For Taxation	1,416.85	1,401.39
Other Provision	223.57	177.19
Total	**1,665.98**	**1,624.49**

NOTE 8 TANGIBLE ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
DESCRIPTION	Original cost As on 01.04.2016	Additions during the year	Sales/ Adjust-ment	Total As on 31.03.17	Upto 31.03.16	Deprecia-tion for the year	Sales/ Adjust-ment	Total upto 31.03.17	As at 31.03.17	As at 31.03.16
1 LAND	750.91	52.40	–	803.31	–	–	–	–	803.31	750.91
2 BUILDING	5,394.62	380.13	–	5,774.75	1,194.84	154.50	–	1,349.34	4,425.42	4,199.78
3 ROADS	639.03	5.40	–	644.43	86.86	62.19	–	149.06	495.37	552.17
4 PLANT & MACHINERY	24,753.49	3,506.91	–	28,260.39	10,408.57	1,007.56	–	11,416.12	16,844.27	14,344.92
5 ELECTRIC INSTALLATION & EQUIPMENT	1,839.74	12.25	–	1,851.99	1,461.08	215.51	–	1,676.60	175.39	378.65
6 FURNITURE & FIXTURE	79.94	0.58	19.67	60.85	51.13	7.10	18.61	39.62	21.23	28.82
7 VEHICLES	267.27	27.24	40.82	253.69	148.96	27.77	37.40	139.33	114.37	118.31
8 OFFICE EQUIPMENT	44.45	6.74	–	51.19	13.57	9.56	–	23.13	28.06	30.88
9 COMPUTER	11.44	0.71	0.19	11.96	7.31	2.55	–	9.86	2.09	4.13
10 LAB EQUIPMENT	75.61	–	–	75.61	41.21	10.06	–	51.27	24.34	34.41
11 ROLLS	192.08	180.28	192.08	180.28	86.94	188.29	192.08	83.15	97.13	105.14
TOTAL: ₹	**34,048.58**	**4,172.63**	**252.76**	**37,968.46**	**13,500.47**	**1,685.09**	**248.09**	**14,937.48**	**23,030.98**	**20,548.11**
Previous Year	**33,068.94**	**1,141.69**	**162.04**	**34,048.58**	**11,896.00**	**1,755.25**	**150.78**	**13,500.47**	**20,548.11**	**21,172.94**

Notes:

(i) Useful life of the Rolls is consideerd for one year, since the management consider it prudent that the actual useful life of the Rolls shall not be more than one year.

(₹ in lacs)

NOTE 9 NON-CURRENT INVESTMENTS	As at 31.03.2017	As at 31.03.2016
Investment in Associates (Quoted, Trade)		
72,51,992 (P.Y. 72,51,992) equity shares of Rs. 10/- each	4,260.20	4,260.20
fully paid up in Gallantt Ispat Limited		
Add: Capital Reserve on consolidation (Pre acquisition)	4,300.68	4,300.68
Add: Share of Post acquisition Profit of Gallantt Ispat Ltd.	1,552.43	416.16
Investment in Government Securities (Unquoted, trade)		
National saving Certificate (deposit with Government department as security)	0.17	0.17
Total	**10,113.47**	**8,977.21**
Market value of quoted investments	**31,937.77**	**36,452.14**

Note: M/s. Gallantt Udyog Ltd has since been amalgamated with M/s. Gallantt Ispat Ltd. vide order passed by the Hon'orable High Court, Kolkata and hence, on the basis of erstwhile scheme of amalgamation, M/s. Gallantt Ispat Ltd. has issued 17,50,000 equity shares to the company in liu of 21,00,000 shares held by the company in M/s. Gallantt Udyog Ltd.

NOTE 10 LONG-TERM LOANS AND ADVANCES	As at 31.03.2017	As at 31.03.2016
Security Deposit		
Unsecured, Considered Good	70.36	64.21
Total	**70.36**	64.21

NOTE 11 INVENTORIES	As at 31.03.2017	As at 31.03.2016
Raw Materials (includes in transit Rs. 1,833.24 lacs (P.Y Rs.2,015.19 lacs)	6,248.42	5,240.93
Work -in -progress	30.21	16.21
Finished goods	1,973.73	1,556.25
Stores & Spares	1,608.87	1,178.01
Total	**9,861.23**	**7,991.40**

NOTE 12 TRADE RECEIVABLES (Unsecured Considered Good)	As at 31.03.2017	As at 31.03.2016
Outstanding for a period within six months	3,359.34	3,000.03
Outstanding for a period above six months	43.48	35.33
Total	**3,402.82**	**3,035.36**

NOTE 13 CASH AND BANK BALANCES	As at 31.03.2017	As at 31.03.2016
Cash and Cash Equivalents		
(a) **Balances with Banks**		
On Fixed Deposits Accounts *	–	2.25
Cash in Hand	16.70	33.84
	16.70	**36.09**
(b) **Other Bank Balances**		
Fixed Deposit with Bank to the extent held as Margin money	272.63	425.02
	272.63	**425.02**
Total	**289.33**	**461.11**

* Fixed deposit with banks include deposit of ₹ Nil (P.Y. ₹ 2.25 lacs) with maturity of more than 12 months.

(₹ in lacs)

NOTE 14 SHORT -TERM LOANS AND ADVANCES (Unsecured Considered Good)	As at 31.03.2017	As at 31.03.2016
Advance Income Tax (Net of Provision for Taxation)	182.01	178.28
Balance with Government Authorities	1,072.38	1,179.37
Loans *	853.36	403.31
Other Advances **	693.25	307.99
Total	**2,801.00**	**2,068.95**

* Includes interest ₹ 3.36 lacs (P.Y. 3.31) accrued (net of taxes) on loans.

** Includes interest ₹ 3.42 lacs (P.Y. ₹ 5.01) accrued (net of taxes) on Fixed Deposits with Banks.

NOTE 15 OTHER CURRENT ASSETS	As at 31.03.2017	As at 31.03.2016
MAT Credit Entitlement	4,868.78	4,221.80
Total	**4,868.78**	**4,221.80**

NOTE 16 REVENUE FROM OPERATIONS	2016-17	2015-16
Sale of Products		
Finished Goods	68,018.29	72,135.05
Other	974.82	988.84
Trading Goods	373.11	1,198.50
	69,366.23	**74,322.39**
Less: Captive Transfer	46.27	50.41
Revenue from Operations (Gross)	**69,319.96**	**74,271.98**
Less: Excise Duty	7,646.82	7,274.97
	61,673.14	**66,997.01**

NOTE 17 OTHER INCOME	2016-17	2015-16
Interest Income on		
Fixed Deposit	25.47	46.02
Others *	48.39	80.60
Dividend on Non Current Investment	–	145.04
Exchange differences (net)	26.28	(64.15)
Other Income **	11.08	81.76
Total	**111.22**	**289.27**

* Interest from others includes ₹ 24.37 lacs (P.Y ₹ 17.33 lacs) late payment charges.

** Other income includes provision no longer required ₹ 1.93 lakhs (P.Y. ₹ 49.05 lakhs).

NOTE 18 COST OF MATERIAL CONSUMED	2016-17	2015-16
Inventory at the beginning of the year	5,240.93	4,687.48
Add: Purchases	48,145.19	49,328.82
	53,386.12	**54,016.30**
Less: inventory at the end of the year	6,248.42	5,240.93
	47,137.69	**48,775.37**
Less: Captive transfer	46.27	50.40
Cost of Raw Material Consumed	**47,091.43**	**48,724.97**

Imported and Indigenous Raw Material Consumed	2016-17		2015-16	
	₹ in Lacs	% of total	₹ in Lacs	% of total
Imported	19,829.31	42.07	26,054.95	53.42
Indigenous	27,308.38	57.93	22,720.42	46.58

(₹ in lacs)

NOTE 19 CHANGES IN INVENTORY OF FINISHED GOODS AND WORK IN PROGRESS	2016-17	2015-16
Inventory at the End of the Year		
Finished	1,973.73	1,556.25
Semi - Finished	30.21	16.21
	2,003.94	**1,572.46**
Inventory at the Beginning of the Year		
Finished	1,556.25	2,566.90
Semi - Finished	16.21	24.57
	1,572.46	**2,591.47**
Changes in Inventories	**(431.49)**	**1,019.01**

NOTE 20 EMPLOYEE BENEFIT EXPENSES	2016-17	2015-16
Salary, Wages and Bonus	1,906.17	1,562.39
Contribution to Provident and Other Fund	6.58	37.83
Staff Welfare Expenses	43.52	44.83
Total	**1,956.27**	**1,645.05**

NOTE 21 FINANCE COST	2016-17	2015-16
Interest Expenses	489.15	330.17
Other Borrowing Cost	139.12	373.98
Total	**628.27**	**704.15**

NOTE 22 OTHER EXPENSES	2016-17	2015-16
(a) Manufacturing Expenses		
Consumption of stores and spares	1,142.10	1,503.61
(increase) / decrease of excise duty on inventory	46.39	(112.30)
Power & Fuel	2,280.43	2,255.77
Repairs to Plant & Machinery	208.31	241.07
Repairs to Building	15.54	29.19
Repairs to others	18.47	36.13
Other manufacturing expenses	1,168.55	1,305.34
	4,879.79	**5,258.81**
(b) Other Establishment Expenses		
Rent	5.33	6.04
Insurance	52.83	54.66
Rates & Taxes	32.23	38.70
Miscellaneous Expenses	330.18	325.43
Loss on sale / Discard of fixed assets	1.82	4.16
Commission & Brokerage	112.71	3.35
Carriage & Freight	1,715.17	1,766.87
Corporate Social Responsibility (CSR)	72.34	85.00
Selling Expenses	252.00	253.91
	2,574.60	**2,538.12**
Total	**7,454.38**	**7,796.93**

* Prior period expenses of ₹ 0.96 lakhs (P.Y ₹ 1.48 lakhs) are included in respective head of accounts.

** (increase) / decrease of excise duty on inventory shown under expenditure represents differential excise duty on opening and closing stock of finished goods.

(₹ in lacs)

Payment to Auditor	2016-17	2015-16
Audit Fee	4.17	4.15
Tax Audit Fee	0.50	0.50
Other Services (Certifictaion Fee)	0.36	0.35
Reiumbursement of Expenses	0.53	0.47
	5.56	**5.47**

NOTE 23 VALUE OF IMPORTS ON CIF BASIS	2016-17	2015-16
Raw Materials (including in-transit)	12,715.67	18,978.40
Stores and Spares	–	10.79
Capital Goods	–	9.37

24 INCOME AND EXPENDITURE IN FOREIGN CURRANCY	2016-17	2015-16
(a) Income		
Sale of Goods	–	–
(b) Expenditure		
Interest	13.74	19.65
Others	177.47	7.76

25 EARNING PER SHARES	2016-17	2015-16
(i) Net profit after tax as per Profit and Loss Account attributal to Equity Shareholders	38,46,51,394	41,58,31,226
(ii) Equity Shares used as denominator for calculting EPS	8,13,22,324	8,13,22,324
(iii) Basic and Diluted Earning Per share (₹)	4.73	5.11
(iv) Face Value per Equity Share (₹)	10.00	10.00

26 TRADE PAYABLES

(a) Trade Payable includes (i) ₹ Nil (P.Y. Nil) due to micro and small enterprises registered under the Micro, Small and Medium Enterprises Development Act 2006 (MSME).

(b) No interest is paid /payable during the year to any enterprise registered under the MSME.

(c) The above information has been determined to the extent such parties could be indentified on the basis of the information available with the company regarding status of suppliers under the MSME.

(₹ in lacs)

27 RELATED PARTY DISCLOSURES

(a) **Associate Company**
Gallantt Ispat Ltd
Ganesh Laxmi Processors Pvt. Ltd.

(b) **Key Managerial Personnel**
Mr. Chandra Prakash Agrawal
Mr. Dinesh R. Agarwal
Mr. Prashant Jalan
Mr. Rajesh Upadhaya
Mr. Sandip Kumar Agarwal

Related Party Transaction & Balance (₹ in lacs)

Nature of Transaction	Associates	Key Management Personnel	Total
Purchase of Goods	76.28	–	76.28
	(8.63)	(–)	(8.63)
Sale of Goods	30.78	–	30.78
	(5.78)	(–)	(5.78)
Divedend Received	–	–	–
	(145.04)	(–)	(145.04)
Remuneration Paid	–	68.94	68.94
	(–)	(63.33)	(63.33)

Figures in bracket represent figures of previous year.

28	DISCLOSURES PURSUANT TO ACCOUNTING STANDARD - 15 "EMPLOYEE BENEFIT"	2016-17	2015-16
(a)	**Components of Employer expenses**		
(i)	Current Service Cost	43.20	33.97
(ii)	Interest Cost	9.02	6.09
(iii)	Expected return on Assets	(5.35)	(4.92)
(iv)	Actuarial (gain) / Losses	(67.22)	(6.44)
(v)	Total Expenses	(20.35)	28.70
(b)	**Net Assets (Liability) recognized in Balance Sheet**		
(i)	Present Value of defined benefit obligation	97.81	112.75
(ii)	Fair Value of Plant Assets	72.25	66.84
(iii)	Funded status (Surplus / (Deficit)	(25.56)	(45.91)
(iv)	Net Assets / (Liability)	(25.56)	(45.91)
(c)	**Change in obligation during the year**		
(i)	Present Value of defined benefit obligation at the beginning of the year	112.75	78.67
(ii)	Current Service Cost	43.20	33.97
(iii)	Interest Cost	9.02	6.09
(iv)	Actuarial (Gain) / Losses	(67.15)	(5.97)
(v)	Benefit Payment	–	–
(vi)	Present value of defined Benefit obligation at the end of the year	97.81	112.75
(d)	**Change in Assets**		
(i)	Plan Assets at the beginning of the year	66.84	61.46
(ii)	Expected return on plant Assets	5.35	4.92
(iii)	Actuarial Gain / (Loss)	0.07	0.46
	Employer Contribution during the year	–	–
(iv)	Plan Assets at the end of the year	72.25	66.84
(e)	**Actuarial Assumption**		
(i)	Discount Rate	6.86%	8.00%
(ii)	Expected return on Assets	8.00%	8.00%
(iii)	Salary increase	5.00%	5.00%
(iv)	Mortality	Indian Assurd Live Mortality (2006-08)	Indian Assurd Live Mortality (2006-08)

29 SEGMENT REPORTING

(1) Primary Segment (By Business Segment)

The Company is engaged in the business of production of Iron, Steel & Power. The Company has two reportable business segments i.e. Steel and Power which have been identified in line with the Accounting Standard-17 on "Segment Reporting". Information about Primary Segment is as follows:

	Particulars	2016-17	2015-16
(i)	**Segment Revenue**		
	(a) Steel	61,673.14	66,997.01
	(b) Power	12,362.79	13,685.97
	(c) Un allocable Income	111.22	353.42
	Sub Total	**74,147.16**	**81,036.40**
	Less: Inter Segment Revenue	12,362.79	13,685.97
	Net Segment Revenue	**61,784.36**	**67,350.43**
(ii)	**Segment Results**		
	(a) Steel	(1,747.62)	(2,246.76)
	(b) Power	5,296.19	6,979.91
	Sub Total	**3,548.57**	**4,733.15**
	Less : Interest	(628.27)	(704.15)
	Less : Other Unallocable Expenses	111.22	353.41
	Profit Before Tax	**3,031.52**	**4,382.41**
(iii)	**Capital Employed**		
	(Segment Assets less Segment Liabilities)		
	(a) Steel	20,024.83	19,166.42
	(b) Power	10,128.01	8,573.98
	(c) Un-allocable	13,616.80	7,144.61
	Total Capital Employed	**43,769.63**	**34,885.00**
(iv)	**Capital Expenditure during the Period**		
	(a) Steel	2,014.96	1,141.69
	(b) Power	2,157.67	-

(2) Secondary Segment (By Geographical Segment)

The secondary segment is based on geographical demarcation i.e. India & Rest of the World. There is no reportable segment under above category.

30	CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)	2016-17	2015-16
	Description		
(i)	Curtailing the assured benefit of exemption granted to New Industrial unit in Kutch, Gujarat. The Company is entitled to exemption for 100% of the duty paid in Cash after utilization of CENVAT Credit for 5 years from the date of Commercial Production. Hon'ble High Court of Gujarat has granted the verdict in favor of Company, Department preferred appeal in Supreme Court.	595.96	595.96
(ii)	Disputed liability in respect of sales tax (₹ 42.00 lacs has been paid against the same.	80.04	80.04
(iii)	Wealth tax demand from A.Y 2007-08.	2.10	2.10
(iv)	Claim against the company not acknowledged debt in respect of disputed liability of freight with railway. Case is pending in Hon'ble Highcourt, Gujarat.	161.45	161.45
(v)	Hon'ble High court of Gujarat has declared collection of green cess by the State Act ultra vires the constitution and the same is therefor void and ordered to refund the green cess collected. We had applied for refund.	25.56	25.56
(vi)	Income Tax (A.Y. -2009-10) demand raised by Addl. CIT and have filed appeal before the Commissioner Income Tax, Appeal	21.69	21.69
(vii)	Income Tax (A.Y. -2012-13) demand raised by Addl. CIT and have filed appeal before the Commissioner Income Tax, Appeal	48.07	48.07
(viii)	Benefit on import of coal from AIFTA Preferential Tariff denied by the Kandla custom. We have preferred appeal to Commissioner of Custom.	39.03	39.03

(₹ in lacs)

30	CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)	2016-17	2015-16
(ix)	Demand raised by the Addl. Commisiner of Central Excise, Rajkot against utilisation of CENVAT credit of Basic Excise duty for payment of Education and Higher education Cess and filed appeal for the same before CESTAT, Ahmedabad.	49.22	49.22
(x)	Outstanding guarantees to bank in respect of the guarantees given by bank in favour of various government authorithies.	158.33	158.30
(xi)	Commissioner of Central excise, Kutch Commissionerate issued Show Cause Notice on excise duty liabilty on sales tax incentive availed by the company.	170.12	170.12

31 DERIVATIVES

The company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctation relating to certain firm commitment.

The forward exchange contract entered into by the Company and outstanding are as under:

	2016-17	2015-16
No of Contract	2	6
Type	Buy	Buy
USD Equivalent	31.59	15.27
INR Equivalent	2,048.79	1,022.92

The year end foreign currency exposures that have not been hedged by the derivative instrument or other wise are given below.

Amount payable in foreign currency on account of the following:	2016-17		2015-16	
	USD Equivalent	INR Equivalent	USD Equivalent	INR Equivalent
Trade Payable	–	–	3.92	260.14

32	DETAILS OF SALE OF PRODUCTS	2016-17	2015-16
	M.S.Round Bar	58,473.40	63,676.76
	Billet	224.52	545.67
	Misroll	441.91	476.39
	Sponge Iron	1,231.64	161.26
	Others	974.82	988.84
	Trading Goods	373.11	1,198.50
	Captive transfer	(46.27)	(50.40)
		61,673.14	**66,997.01**

33	DETAILS OF INVENTORIES	2016-17	2015-16
(a)	**Raw Materials**		
	Iron Ore / Pellets	2,540.92	927.53
	Coal	661.29	1,156.04
	M.S.Scrap	2,853.36	2,962.91
	Others	192.85	194.45
	Total	**6,248.42**	**5,240.93**
(b)	**Work-in-Progress**		
	Sponge Iron	30.21	16.21
(c)	**Finished Goods**		
	M. S. Round Bar	1,049.32	1,119.70
	Billet	843.91	341.83
	Misroll	34.07	41.78
	Sponge Iron	46.43	52.94
		1,973.73	**1,556.25**

(₹ in lacs)

34	DETAILS OF RAW MATERIALS CONSUMED	2016-17	2015-16
	Iron Ore / Pellets	15,941.28	13,585.35
	Coal	12,664.64	10,930.83
	M.S.Scrap	9,284.27	15,640.01
	Sponge Iron	694.42	1,460.85
	M.S.Billet	5,607.82	4,837.67
	Others	2,945.28	2,320.67
	Captive Transfer	(46.27)	(50.41)
		47,091.43	**48,724.97**

35	The Notes to Accounts relating to CSR Expenditure	2016-17	2015-16
(a)	Gross amount required to be spent by the Company during the year	63.12	56.85
(b)	Amount spent during the year on	–	–

	Amount Paid	Yet to be paid	Total
(i) Construction/acquisition of any fixed assets	–	–	–
	(–)	(–)	(–)
(ii) On purposes other than (i) above	72.34	–	72.34
	(85.00)	–	(85.00)

Figures in bracket represent figures of previous year.

36 Details of specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30 th December, 2016 are provided in the table below:

	SBN'S	Other denomination Notes	Total
Closing cash in hand as on 08.11.2016	–	5.07	5.07
Add : Permited Receipts	–	–	–
Less : Permitted Paymnents	–	–	–
Less: Amount deposited in bank	–	–	–
Closing cash in hand as on 30.12.2016	–	4.96	4.96

37 Previous year figures have been regrouped and rearranged wherever considered necessary.

38 The company has made provision for the payment of ₹ 264.94 lacs on account of differential duty of coal for the demand raised by department of custom. However the same has been disputed before the CEGAT by the company.

39 Balance of some of the sundry debtors, sundry creditors, loans & advances are subject to confirmation from the respective parties.

40. Based on the profitability projection, the Company is certain that there would be sufficient taxable income in the future to claim the "MAT credit Entitlement".

As per our Report of even date
For **A.K.MEHARIA & ASSOCIATES**
Chartered Accountants

(A. K. Meharia)
Partner
Membership No.: 053918
Firm Reg No.: 324666E
Place : Kolkata
Dated : The 4th day of May, 2017

Chandra Prakash Agrawal *Chairman & Managing Director*
Dinesh R Agarwal *Wholetime Director*
Sandip Kumar Agarwal *Chief Financial Officer*
Rajesh Upadhyaya *Company Secretary*

GALLANTT METAL LIMITED

CIN:L27109WB2005PLC101553
Registered Office: 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069
Phone No. 033-40642189, Fax No. 033-40642189
E-mail : rajesh@gallantt.com

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

Notice is hereby given that the Thirteenth Annual General Meeting of GALLANTT METAL LIMITED (CIN:L27109WB-2005PLC101553) will be held on Tuesday, 26th September, 2017 at 3.30 P.M. at - Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
   a. the Audited Financial Statements of the Company for the financial year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
   b. the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Dinesh Kumar Raghubir Agarwal (DIN: 01017125), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration and, in this regard to consider and, if thought fit, to pass the following as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, and other applicable rules, if any, M/s. ALPS & CO., Chartered Accountants (Firm Registration Number 313132E), 310, Todi Chambers, 2, Lalbazar Street, Kolkata - 700001, West Bengal, be and are hereby appointed as the Auditors of the Company, in place of M/s. A. K. Meharia & Associates (Firm Registration No. 324666E), Chartered Accountants, whose term ends at the conclusion of the forthcoming Annual General Meeting of the Company, at such remuneration plus service tax, out-of pocket expenses, travelling and other expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors based on the recommendation of the Audit Committee."

   "**RESOLVED FURTHER THAT** M/s. ALPS & CO., Chartered Accountants, will hold office as the Statutory Auditors of the Company, for a period of 5 years that will begin from the conclusion of the 13th Annual General Meeting until the conclusion of the 18th Annual General Meeting to be held in the year 2022, subject to the condition that their appointment as the Statutory Auditors shall be placed for ratification at every Annual General Meeting, if so required, under the Companies Act 2013, as amended from time to time."

   "RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

SPECIAL BUSINESS:

4. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. U. Tiwari & Associates, Cost Accountants (Firm Registration Number 23872) appointed as the Cost Auditors of the Company for audit of the cost accounting records of the Company for the financial year ending 31st March, 2017, be paid remuneration amounting to Rs. 45,000/- (Rupees Forty Five Thousand only) excluding out of pocket expenses, if any".

"**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

By Order of the Board

Rajesh Upadhyaya
(Company Secretary)
Membership No. : FCS 7495

Date: August 06, 2017
Place: Kolkata

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1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Director proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Notice of this Annual General Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. The Register of Members and Share Transfer Books shall be closed from Wednesday, September 20, 2017 to Tuesday, September 26, 2017 (both days inclusive) the purposes of the Annual General Meeting of the Company.
9. During the Financial Year 2016-17, Company has not recommended Dividend.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Niche.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Niche.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Since, there is no unclaimed dividend lying with the Company the details of unclaimed dividend have not been posted on the Company's corporate website www.gallantt.com.

14. The Company has implemented the 'Green Initiative' as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. The email addresses indicated in your respective Depository Participant (DP) accounts are being periodically downloaded from NSDL/CDSL and will be deemed to be your registered email address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013. Members may also note that the Notice of the 13th AGM and the Annual Report for FY 2016-17, copies of audited financial statements, directors' report, auditors' report etc. will also be available on the website of the Company, www.gallantt.com for download. Members holding shares in electronic mode are therefore requested to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company.
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
16. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.
17. None of the Directors seeking appointment/ reappointment is related to any member of the Board of Directors or to any Key Managerial Personnel.
18. **VOTING THROUGH ELECTRONIC MEANS**

    I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide members holding shares either in physical form or in dematerialised form, the facility to exercise their right to vote on the resolutions set forth in the Notice by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote e-voting").

    The instructions for e-voting are as under:

    A. Members whose email Ids are registered with the Company/Depository Participants will receive an email from NSDL informing them of their User ID and password. On receiving the email, members will need to go through the following process:

        (i) Open the email and open PDF file viz: "Gallantt Metal e-Voting. pdf" using your Client ID or Folio No. as password. The said PDF file contains your user ID and password /PIN for e-voting. Please note that the password is an initial password.

        (ii) Launch internet browser by typing the following URL: https://www.evoting. nsdl.com/

        (iii) Click on Shareholder – Login

        (iv) Please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.

        (v) The password change menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. On first login, the system will prompt you to change your password and update your contact details like mobile number, email id etc in the user profile of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) You need to login again with the new credentials. Home page of e-voting will open.

(vii) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password and cast your vote.

(viii) Once the e-voting Home page opens, Click on e-Voting > Active Voting Cycles.

(ix) Select "EVEN" (E-Voting event number) of Gallantt Metal Limited which is 107186. Now you are ready for e-voting as Cast Vote page opens.

(x) Cast your vote by selecting appropriate option "For" or "Against" and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.

(xi) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xii) You may similarly vote in respect of all other resolutions forming part of the Notice of the Annual General Meeting. During the voting period, members can login any number of times till they have voted on all the resolutions. If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on "RESET" for those resolutions for which you have not yet cast the vote.

(xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to tanmayks@gmail.com with a copy marked to evoting@nsdl.co.in.

B. For members whose email IDs are not registered with the Company/Depository Participants, the following instructions may please be followed:

(i) The initial User ID and password is provided in the enclosed attendance slip along with EVEN (E Voting Event Number).

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) in A. above, to cast vote.

C. Members who are already registered with NSDL for e-voting can use their existing user Id and password for casting their votes.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, which is 19th September, 2017. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

IV. The e-voting period commences on 23rd September, 2017 at 9.00 am and ends on 25th September, 2017 at 5.00 pm. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e., 19th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast vote again. V. The facility to vote at the AGM will be provided by any electronic means/ Poll paper to the shareholders who will be attending the AGM and have not cast their vote through remote e-voting.

V. Mr. Tanmay Kumar Saha, practicing Company Secretary, (Membership No. F8847 and CP No. 11918) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting through Poll at the AGM in a fair and transparent manner.

VI. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the Meeting and thereafter will unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company. The Scrutinizer will collate the votes cast at the Meeting and the votes downloaded from the e-voting system and make a consolidated Scrutinizer's Report of total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

VII. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login id and password by sending a request to evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then

you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "forget User details/Password" option available on www.evoting.nsdl.com

VIII. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gallantt.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

19. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at tanmayks@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 25th September, 2017, upto 5:00 pm without which the vote shall not be treated as valid.
20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2017. A person who is not a member as on cut off date should treat this notice for information purpose only.
21. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business on 18th August, 2017.
22. The shareholders shall have one vote per equity share held by them as on the cut-off date of 19th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
23. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
24. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

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

Item No. 4:

The Board of Directors at its meeting held on May 30, 2017 appointed M/s. U. Tiwari & Associates, Cost Accountants (Firm Registration No. 23872), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31st March, 2018, at a remuneration amounting to Rs. 45,000 (Rupees Forty Five Thousand only) excluding out of pocket expenses, if any. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 4 for ratification by the shareholders at the ensuing Annual General Meeting of the Company.

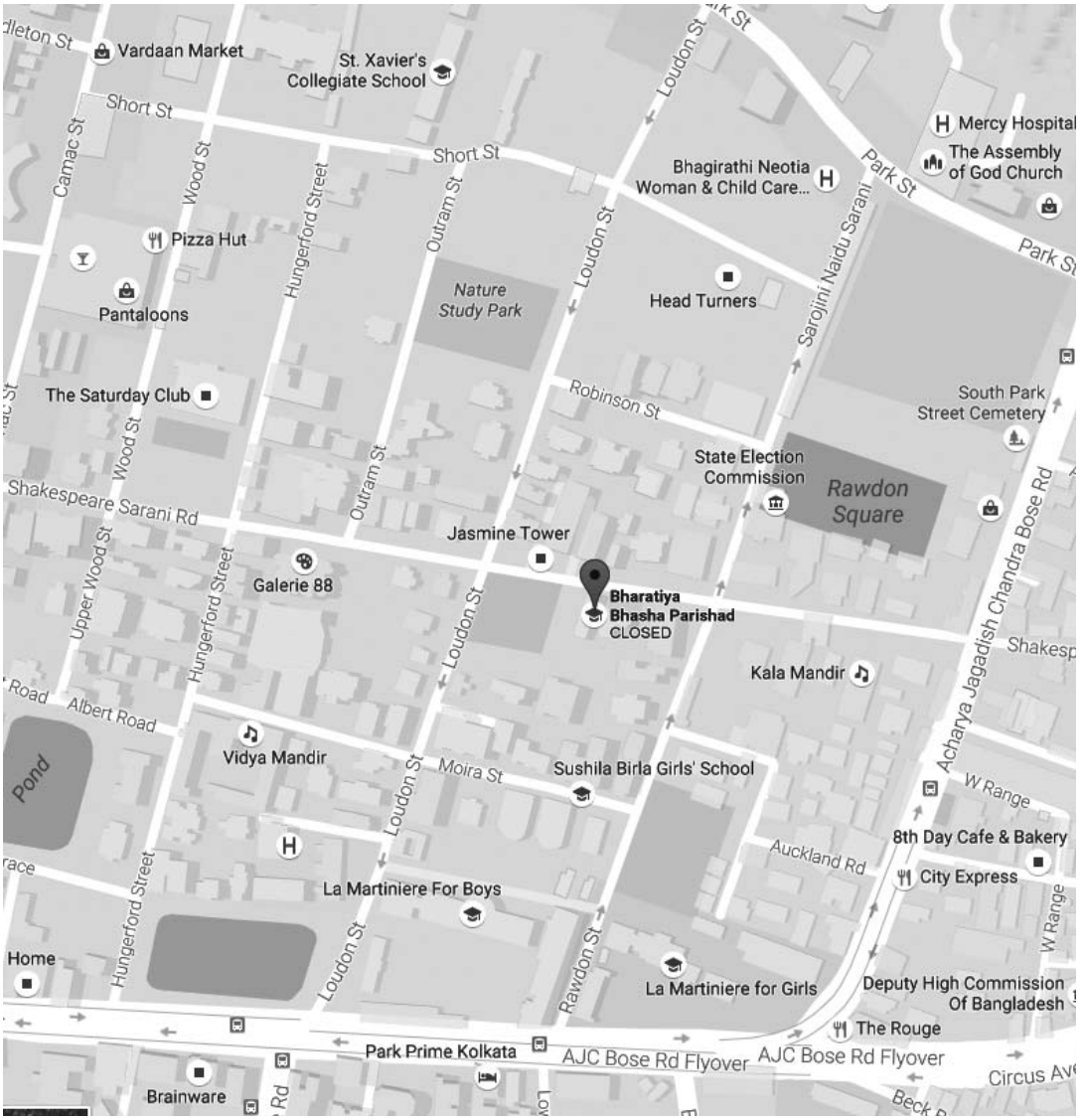
None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at Item No. 4 of this Notice.

By Order of the Board

Rajesh Upadhyaya
(Company Secretary)
Membership No. : FCS 7495

Date: August 06, 2017
Place: Kolkata

Road Map of Venue of 13th Annual General Meeting



Information required under Regulation 36(3) of the Listing Regulations (relating to Corporate Governance) with respect to the Directors retiring by rotation and being eligible seeking re-appointment is as under:

Details of Mr. Dinesh Kumar Raghubir Agarwal, seeking reappointment, are as under:

Name of the Director	Mr. Dinesh Kumar Raghubir Agarwal
Father's Name	Mr. Raghubir Prasad Agarwal
Address	C-602, Four Seasons, Opp Ginger Hotel, Piplod, Surat-394370, Gujrat, India
Director Identification No.	01017125
Date of Birth	13.12.1967
Effective Date of Reappointment	26.09.2017 (Date of Annual General Meeting)
Qualifications	Bachelor of Commerce from Lucknow University and One year Diploma in Material & Supply Chain Management, IMT, Gaziabad.
Expertise in Specific functional areas	He is Promoter of the Company has an overall experience of 29 years. Over the period he has understood the business techniques in the field of Production, Purchase, Marketing etc. Mr. Dinesh Raghubir Prasad Agarwal contributed extensively towards the growth of the Company and has been actively responsible together with other officers for the installation, implementation and functioning of units of the project of the Company and attainment of the highest standards of quality. His area of job is diversified and looking after factory operation of the Company.
Directorship in other Companies	Gallantt Metal Limited GL Minerals Private Limited Ganesh Laxmi Processors Private Limited GL Steel And Power Limited Ganesh Laxmi Steel Private Limited Kadodara Power Private Limited GL Overseas Private Limited Paramount Vyapaar Private Limited
Membership/Chairmanship of Committees of the other public companies on which he is a Director	NIL
No. of Shares held in the Company	210000
Relationship with the Director	No Relationship with other Director

GALLANTT METAL LIMITED

CIN:L27109WB2005PLC101553
Registered Office: 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069
Phone No. 033-40642189, Fax No. 033-40642189
E-mail : rajesh@gallantt.com

(ANNEXURE TO THE NOTICE FOR THE 13TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 26-09-2017)

Name & Registered Address

of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Tuesday, 26th September, 2017 at 3.30 p.m. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017 and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link https://www.evoting.nsdl.india.com/

The Electronic Voting Particulars are set out below:

EVEN (E-voting event Number)	**User ID**	**PAN / Sequence No.**
107186		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	**Remote e-Voting End On**
23rd September, 2017 at 9.00 A.M.(IST)	25th September, 2017 at 5.00 P.M.(IST)

Please read the instructions mentioned in Point No.18 of the Notice before exercising your vote.

Registered Office:
1, Crooked Lane,
Second Floor, Room Nos. 222 & 223,
Kolkata-700 069.
Date: August 06, 2017
Place: Kolkata

For **Gallantt Metal Limited**

Rajesh Upadhyaya
(Company Secretary)

GALLANTT METAL LIMITED

CIN:L27109WB2005PLC101553
Registered Office: 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069
Phone No. 033-40642189, Fax No. 033-40642189
E-mail : rajesh@gallantt.com

ATTENDANCE SLIP

Annual General Meeting, Tuesday, the 26th day of September, 2017 at 3.30 p.m.
at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / AuthorisedRepresentative, if any	

I / We hereby record my / our presence at the ANNUAL GENERAL MEETING of the Company to be held on Tuesday, the 26th day of September, 2017 at 3.30 p.m. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017

Signature of Shareholder/ Proxy/ Authorised Representative

Note:

The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.

GALLANTT METAL LIMITED

CIN:L27109WB2005PLC101553
Registered Office: 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069
Phone No. 033-40642189, Fax No. 033-40642189
E-mail : rajesh@gallantt.com

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

FORM NO. MGT-11

FORM OF PROXY

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / *DP-ID & Client	

**Applicable for Investors holding shares in electronic form.*

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:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Tuesday, the 26th day of September, 2017 at 3.30 p.m. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017, and at any adjournment thereof in respect of such resolutions as is/are indicated below:-

** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

Resolutions No.	Resolution(s)
	Ordinary Business
1	To receive, consider and adopt
	a) Audited Financial Statements of the Company for the year ended March 31, 2017 together with the Report of the Board of Directors and Independent Auditors report thereon; and
	b) Audited Consolidated Financial Statements of the Company for the year ended March 31, 2017 together with Independent Auditors Report thereon.
2	Re-Appointment of Mr. Dinesh Kumar Raghubir Agarwal (DIN: 01017125) as Director who is retiring by rotation.
3	Appointment of Auditors.
4	**Special Business** Approval of payment of Remuneration to Cost Auditor.

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

Affix Re.1 Revenue Stamp

---------- Signature of Shareholder

---------- Signature of Proxy holder(s):

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. 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.

Registered Post

GALLANTT

www.gallantt.com

If undelivered, please return to :

GALLANTT METAL LTD.
1, Crooked Lane
Second Floor
Room Nos. 222 & 223
Kolkata - 700 069
West Bengal