

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity: **GALLANTT METAL LIMITED**
2. Quarter ending: **31st March, 2017**

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Exec utive/Non- Executiv e/indepe ndent/N ominee) &	Date of Appoint ment in the current term /cessatio n	Tenure *	No of Directorsh ip in listed entities including this listed entity (Refer Regulatio n 25(1) of Listing Regulatio ns)	Number of membe rships in Audit/ Stakeho lder Commit tee(s) includin g this listed entity (Refer Regulati on 26(1) of Listing Regulati ons)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Chandra Prakash Agrawal	PAN: ABLPA8567C DIN: 01814318	Chairman / Executive Director	28.08.20 15/ Cessation on 31.08.20 20	N.A.	2	NIL	NIL
Mr.	Dinesh Raghubir Prasad Agarwal	PAN: AAKPA8079K DIN: 01017125	Executive Director	28.08.20 15/ Cessation on 31.10.20 20	N.A.	1	NIL	NIL
Mr.	Prashant Jalan	PAN: AETPJ9789C DIN: 06619739	Executive Director	12.08.20 16/Cessa tion on 11.08.20 19	N.A.	1	NIL	NIL
Mr.	Nitin M Kandoi	PAN: ADGPK2910C DIN: 01979952	Non- Executive Director	07.02.20 05	N.A.	2	NIL	NIL

Mr.	Jyotirindra Nath Dey	PAN: AEGPD7088D DIN: 00180925	Independent Director	09.09.2014/Cessation on 31/03/2019	11 Years 04 Month Approx . (Based on Original Date of Appointment i.e. 30.11.2005)	3	6	1
Mr.	Prasant Kankrania	PAN: ATUPK5864D DIN: 05241947	Independent Director	09.09.2014/Cessation on 31/03/2019	5 Years Approx . (Based on Original Date of Appointment i.e. 29.03.2012)	1	2	1
Mrs.	Richa Bhartiya	PAN: AFFPT7256K DIN: 06905283	Independent Director	12.11.2014/Cessation on 11.11.2019	2 Year 04 Months Approx . (Based on Original Date of Appointment i.e. 12.11.2014)	1	2	1
Mr.	Mayank Daga	PAN: ATAPD6029K DIN: 07581076	Independent Director	08.08.2016/Cessation on 07.08.2021	8 Months Approx . (Based on Original Date of Appointment i.e. 08.08.2016)	1	NIL	NIL
\$PAN number of any director would not be displayed on the website of Stock Exchange								

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
 * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$</i>
1. Audit Committee	Mr. Prasant Kankrania Mr. Jyotirindra Nath Dey Mr. Richa Bhartiya	Independent (Chairperson) Independent Independent
2. Nomination & Remuneration Committee	Mr. Jyotirindra Nath Dey Mr. Prasant Kankrania Mr. Richa Bhartiya	Independent (Chairperson) Independent Independent
3. Risk Management Committee(if applicable)	N.A	N.A.
4. Stakeholders Relationship Committee'	Mr. Richa Bhartiya Mr. Prasant Kankrania Mr. Jyotirindra Nath Dey	Independent (Chairperson) Independent Independent

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
27.10.2016 & 30.12.2016	13.02.2017 & 30.03.2017	63 days

IV. Meeting of Committees

(a) Audit Committee

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
13.02.2017 & 30.03.2017	All three directors were present and the requisite quorum for the meeting was completed.	27.10.2016 & 30.12.2016	63 days

(b) Stakeholders Relationship Committee

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
02.01.2017	All three directors were present and the requisite quorum for the meeting was completed.	NIL	NIL

(c) Nomination and Remuneration Committee

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
NIL	All three directors were present and the requisite quorum for the meeting was completed.	30.12.2016	NIL
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA) ^{refer note below}	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>			
VI. Affirmations			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.</p>			
<p>For GALLANTT METAL LIMITED</p> <p>Rajesh Upadhyaya COMPANY SECRETARY 10.04.2017</p>			

I. DISCLOSURE ON WEBSITE IN TERMS OF LISTING REGULATIONS		
ITEM	COMPLIANCE STATUS (YES/NO/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
E-mail address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II ANNUAL AFFIRMATIONS		
PARTICULARS	REGULATION NUMBER	COMPLIANCE STATUS (YES/NO/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes

Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p>Note</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		
<p>For GALLANTT METAL LIMITED Rajesh Upadhyaya COMPANY SECRETARY 10.04.2017</p>		