

GALLANTT METAL LIMITED

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity: **GALLANTT METAL LIMITED**
2. Quarter ending: **30th September, 2017**

| I. Composition of Board of Directors | | | | | | | | |
|---|--------------------------------|----------------------------------|---|---|-----------------|---|--|---|
| Title (Mr. / Ms) | Name of the Director | PAN\$ & DIN | Category (Chairperson/Executive/Non-Executive/independent/Nominee) & | Date of Appointment in the current term /cessation | Tenure * | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | 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 | 28.08.2015/ Cessation on 31.08.2020 | N.A. | 2 | NIL | NIL |
| Mr. | Dinesh Raghubir Prasad Agarwal | PAN: AAKPA8079K DIN: 01017125 | Executive Director | 28.08.2015/ Cessation on 31.10.2020 | N.A. | 1 | NIL | NIL |
| Mr. | Prashant Jalan | PAN: AETPJ9789C DIN: 06619739 | Executive Director | 12.08.2016/ Cessation on 11.08.20 | N.A. | 1 | NIL | NIL |

| | | | | | | | | |
|------|-------------------------|--|-------------------------------|---|--|---|-----|-----|
| | | | | 19 | | | | |
| 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 | Independ ent Director | 09.09.20 14/Cessa tion on 31/03/20 19 | 11 Years 10 Months Approx (Based on Origina l Date of Appoint ment i.e. 30.11.2 005) | 3 | 5 | 1 |
| Mr. | Prasant Kankrania | PAN: ATUPK5864D DIN: 05241947 | Independ ent Director | 09.09.20 14/Cessa tion on 31/03/20 19 | 5 Years 6 Months Approx (Based on Origina l Date of Appoint ment i.e. 29.03.2 012) | 1 | 1 | 1 |
| Mrs. | Richa Bhartiya | PAN: AFFPT7256K DIN: 06905283 | Independ ent Director | 12.11.20 14/Cessa tion on 11.11.20 19 | 2 Years 10 Months Approx (Based on Origina l Date of Appoint ment i.e. 12.11.2 014) | 1 | 1 | 1 |

| | | | | | | | | |
|-----|---------------|--|----------------------|------------------------------------|--|---|-----|-----|
| Mr. | Mayank Daga** | PAN: ATAPD6029K DIN: 07581076 | Independent Director | 08.08.2016/Cessation on 07.08.2021 | 1 Year 4 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.
** Mr. Mayank Daga has tendered his resignation from Directorship of the Company effective from October 09, 2017.

II. Composition of Committees

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

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| 04.05.2017 and 30.05.2017 | 06.08.2017 and 14.09.2017 | 67 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> |
|---|---|--|--|
| 06.08.2017 and 14.09.2017 | All three directors were present and the requisite quorum for the meeting was completed. | 04.05.2017 and 30.05.2017 | 67 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> |
| 16.08.2017, 31.08.2017 and 14.09.2017 | All three directors were present and the requisite quorum for the meeting was completed. | 30.05.2017 | 77 days |
| (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 | No meeting of Nomination and Remuneration Committee was held during the relevant quarter. | 30.05.2017 | 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 | | |
| Note | | | |
| 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. | | | |
| 2 If status is "No" details of non-compliance may be given here. | | | |
| VI. Affirmations | | | |

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

For **GALLANTT METAL LIMITED**

Rajesh Upadhyaya

COMPANY SECRETARY

12.10.2017