

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30.09.2016

1. Name of Listed Entity: **GALLANTT ISPAT LIMITED**
 2. Quarter ending: **30th September, 2016**

| 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 | 01.04.2014/ Cessation on 31.03.2019 | N.A. | 2 | NIL | NIL |
| Mr. | Prem Prakash Agrawal | PAN: ABLPA8569C DIN: 01397585 | Executive Director | 01.04.2014/ Cessation on 31.03.2019 | N.A. | 1 | NIL | NIL |
| Mr. | Santosh Kumar Agrawal | PAN: ABLPA8568P DIN: 01045228 | Executive Director | 10.07.2014/ Cessation on 09.07.2019 | N.A. | 1 | NIL | NIL |
| Mr. | Nitin M Kandoi | PAN: ADGPK2910C DIN: 01979952 | Executive Director | 10.07.2014/ Cessation on 09.10.2019 | N.A. | 2 | NIL | NIL |

| | | | | | | | | |
|------|----------------------|--|----------------------|------------------------------------|--|---|-----|-----|
| Mr. | Rajesh Kumar Jain | PAN: ACWPJ7533M DIN: 02113164 | Independent Director | 09.09.2014/Cessation on 31/03/2019 | 7 Years Months Approx . (Based on Original Date of Appointment i.e. 10.10.2009) | 1 | 2 | 1 |
| Mr. | Jyotirindra Nath Dey | PAN: AEGPD7088D DIN: 00180925 | Independent Director | 09.09.2014/Cessation on 31/03/2019 | 7 Years Approx . (Based on Original Date of Appointment i.e. 10.10.2009) | 3 | 6 | 1 |
| Mr. | Piyush Kankrania | PAN: ATUPK5863E DIN: 05241962 | Independent Director | 09.09.2014/Cessation on 31/03/2019 | 4 Years 6 Month Approx . (Based on Original Date of Appointment i.e. 29.03.2012) | 1 | 2 | 1 |
| Mrs. | Sangeeta Upadhyay | PAN: ADIPU5302N DIN: 06920195 | Independent Director | 10.07.2014/Cessation on 09.07.2019 | 2 Years 3 Months Approx . (Based on Original Date of Appointment i.e. 10.07.2014) | 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. Piyush Kankrania Mr. Jyotirindra Nath Dey Mr. Rajesh Kumar Jain | Independent (Chairperson) Independent Independent |
| 2. Nomination & Remuneration Committee | Mr. Jyotirindra Nath Dey Mr. Piyush Kankrania Mr. Rajesh Kumar Jain | Independent (Chairperson) Independent Independent |
| 3. Risk Management Committee(if applicable) | N.A | N.A. |
| 4. Stakeholders Relationship Committee' | Mr. Rajesh Kumar Jain Mr. Piyush 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> |
|--|--|--|
| 05.04.2016, 03.05.2016 and 30.05.2016 | 08.08.2016 and 29.09.2016 | 69 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> |
|--|--|--|--|
| 08.08.2016 and 29.09.2016 | All three directors were present and the requisite quorum for the meeting was completed. | 05.04.2016 and 30.05.2016 | 69 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> |
|--|---|--|--|
| NIL | No Stakeholder Relationship Committee held during the relevant Quarter. | 03.05.2016 | N.A. |

| (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 | N.A. | NIL | 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 ISPAT LIMITED Nitesh Kumar COMPANY SECRETARY</p> | | | |

ANNEXURE III

| Affirmations | | |
|---|--------------------------------------|---|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA)^{refer note below} |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | 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>For GALLANTT ISPAT LIMITED Nitesh Kumar COMPANY SECRETARY 13.10.2016</p> | | |