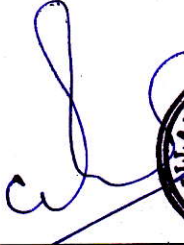



Form A


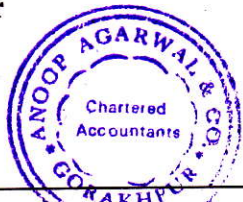
Covering Letter to the Annual Report to be filed with the Stock Exchanges

1	Name of the Company	Gallantt Ispat Limited
2	Annual Financial Statement for the Year ended	31 st March, 2015
3	Type of Audit Observation	Unqualified
4	Frequency of Observation	Not Applicable

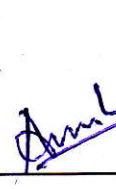

Signed By:



C. P. Agrawal,
Managing Director

M/s. Anoop Agarwal & Co.,
Statutory Auditors

Amit Jalan
Chief Financial Officer

Piyush Kankrania,
Chairman Audit Committee



GALLANTT

Building Tomorrow...

GALLANTT ISPAT LIMITED

Annual Report 2014-15



Dear Shareowners,

I have the privileged to address you as the Chairman of one of the most successful Iron & Steel and Agro Products manufacturing Companies in India which is into Integrated Steel Plants and Modern Flour Mills and focuses on efficiency in operations, reliability for buyers and continuous thrust on sustainable development.

During Fiscal 2014-15, the macroeconomic scenario showed signs of improvement helped by the fall in global crude prices, a more manageable current account deficit and smaller fiscal deficit. With the pressure on inflation reducing, the space has opened up for further monetary policy easing albeit some uncertainty remains on account of the potential impact of the monsoon on food prices. Steel industries are largely dependent on infrastructure sector. After the 2014 Lok Sabha elections resulted in a clear majority for the new Government, there has been considerable optimism that the bottlenecks affecting the infrastructure sector in particular will be cleared and we will see a more sustained revival of the growth cycle.

Though the steel industry had not fully recovered from the preceding years of slow down, your Company posted commendable all-round performance. This was possible to a large measure due to the relentless pursuit of internal efficiencies, product and market actions and

Letter to Shareowners

above all a greater thrust in customer orientation. Also, your Company's manufacturing units are very modern with state-of-the-art steel and flour mills. It has always strived for continuous modernisation and up-gradation of older plants and higher energy efficiency levels.

Fiscal 2014-15 has been a watershed year for Gallantt Ispat. During the year the Company has proposed to expand the capacity of plants of the Company and is working on it. Honorable High Court at Kolkata has approved the amalgamation of Gallantt Udyog Limited with the Company in terms of Section 391 to 394 of the Companies Act, 2013. I believe 2014-15 is an inflexion point in our journey having gained tremendously in our collective self-belief to overcome business challenges and face the future with greater optimism. During the fiscal 2014-15 we have achieved our revenue and profitability targets which are healthier than that of previous year. These achievements were possible by implementation of higher levels of modernization, selection of appropriate technology, right product, right product mix combined with efforts put in by the whole team in the management hand in hand with a team of dedicated employees. I truly believe that it is not a chance occurrence but a sustainable performance since structural changes have been effected in the operating business model. We should obviously not rest on our laurels or allow a sense of complacency to set in. With general economic conditions set to ease further, your Company is poised to achieve even better in all areas in the coming year. In 2015-16, your Company will continue to maintain momentum to the business transformation exercises that are underway and strive to achieve pole position in all fronts.

I would like to gratefully acknowledge the trust and confidence reposed in us by you. The Management is conscious of your increasing expectations and is gearing to fulfill the same.

Yours truly,
C. P. Agrawal
CHAIRMAN



GALLANTT ISPAT LIMITED

Corporate Identity Number (CIN): L27109WB2005PLC101650

Corporate Profile

BOARD OF DIRECTORS

Mr. Chandra Prakash Agrawal
Chairman & Managing Director

Mr. Prem Prakash Agrawal
Whole Time Director

Mr. Nitin M Kandoi
Director-Plant Operation

Mr. Santosh Kumar Agrawal
Director-Sales & Marketing

Mr. Rajesh Kumar Jain
Non-Executive Independent Director

Mr. Jyotirindra Nath Dey
Non-Executive Independent Director

Mr. Piyush Kankrania
Non-Executive Independent Director

Ms. Sangeeta Upadhyay
Non-Executive Independent Director

AUDITORS

Anoop Agarwal & Co.,
Chartered Accountants

COST AUDITORS

U. Tiwari & Associates
Cost Accountants

CHIEF EXECUTIVE OFFICER

Mr. Mayank Agrawal

CHIEF FINANCIAL OFFICER

Mr. Amit Jalan

COMPANY SECRETARY

Mr. Nitesh Kumar

REGISTERED OFFICE

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

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

WORKS OFFICE

- Plot No. AL-5, Sector - 23
Gorakhpur Industrial Development
Authority (GIDA)
Sahjanwa, Gorakhpur
Uttar Pradesh
- 60KM Stone
Gorakhpur Lucknow Highway
Sabdaiyan Kalan
Basti, Gorakhpur
Uttar Pradesh
- Gram - Mouza - Chipli
Thana - Durgavati
Dist. - Kaimur (Bhabhua)
Bihar

BANKERS

State Bank of India
ICICI Bank
HDFC Bank

EQUITY SHARES LISTED

Bombay Stock Exchange Limited
National Stock Exchange of India
Limited

AUDIT COMMITTEE

Mr. Piyush Kankrania- Chairman
Mr. Rajesh Kumar Jain
Mr. Jyotirindra Nath Dey

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Rajesh Kumar Jain - Chairman
Mr. Piyush Kankrania
Mr. Jyotirindra Nath Dey

NOMINATION AND REMUNERATION COMMITTEE

Mr. Jyotirindra Nath Dey - Chairman
Mr. Piyush Kankrania
Mr. Rajesh Kumar Jain

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Jyotirindra Nath Dey - Chairman
Mr. Chandra Prakash Agrawal
Mr. Prem Prakash Agrawal

11th ANNUAL GENERAL MEETING

Date	28.09.2015
Day	Monday
Time	11.00 A.M.
Place	NAZRUL MANCH, Office of the Municipal Councillors, Kamarhati, 1, M.M.Feeder Road, P.O. - Belgharia, Kolkata - 700 056
Book Closure Date for AGM	Tuesday, September 22, 2015 to Monday, September 28, 2015 (both days inclusive)
Members are requested to register their email address with the Depository Participants/Registrar & Share Transfer Agent.	

Contents

Directors' Report **2** Report on Corporate Governance **34**

Auditors' Report **50** Balance Sheet **54** Statement of Profit & Loss **55**

Cash Flow Statement **56** Notes on Financial Statement **58**

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the 11th Annual Report of the Company and the Annual Accounts for the year ended 31st March, 2015.

WORKING RESULTS

(₹ in Lacs)

Financial Results	2015	2014
Income from operation	56,074.10	47,327.85
Other Operating Income	272.13	53.63
Profit before Interest, Depreciation and Tax	5,481.09	4,981.91
Less: Finance Cost	960.51	1,541.16
Profit before Depreciation & Tax	4,520.58	3,440.75
Less: Depreciation (including amortization)	1,459.90	1,694.07
Less: Exceptional and Extraordinary Items	25.21	27.86
Less: Prior Period Expenses	(17.76)	0.02
Profit Before Tax	3,017.71	1,718.84
Tax Expenses	306.78	220.85
Profit After Tax	2,710.93	1,497.99

PERFORMANCE REVIEW

During the year your Company has achieved revenue from operations of ₹ 56,074.10 Lacs, Net Profit of ₹ 2,710.93 Lacs and Earnings per Share (EPS) of ₹ 9.60 for the Financial Year ended March 31, 2015. This is a reflection of the quality of our assets and growing demand for our products across the region. The increase in turnover for the Financial Year 2014-15 by over 18% to ₹ 56,074.10 Lacs from ₹ 47,327.85 Lacs in the previous year essentially due to exploring the new market and wide acceptance of product of the Company. This spectacular achievement is the result of goal oriented workings, cost effective production, increase in operational efficiency and better working capital management.

Yours Directors are pleased to report a good performance of the Company in terms of both financial and operational performance.

DIVIDEND

The management is pleased to recommend final dividend at the rate of ₹ 1.00/- (One Rupee only) per Equity Share on 2,82,36,072 Equity Shares of ₹ 10 /- each i.e. 10% on each Equity Share of the company, total outgo on account of dividend shall be ₹ 2,82,36,072 subject to tax.

DIRECTORS' RESPONSIBILITY STATEMENT

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

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

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

The Company has always strived to maintain applicable standards of good corporate governance and the commitment to good corporate governance is embodied in its vision, mission and corporate values. In compliance with the requirements of Clause 49 of the Listing Agreement, a separate Report on Corporate Governance along with the Auditors Certificate on its compliance forms an integral part of this Report. Further, as required under Clause 49 of the Listing Agreement a Management Discussion and Analysis

Report is appended to the Annual Report.

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 2015-16. The ISIN No. of the Company is INE528K01011

CREDIT RATING

India Ratings and Research, a Fitch Group Company (hereinafter referred to as "India Ratings") has assigned BB- as credit rating. Rating has been upgraded by India Ratings from "BB-" to "BB+".

FIXED DEPOSITS

The Company has not accepted any fixed deposits during the year to which the provisions of Section 58A of Companies Act, 1956 and Section 73 of the Companies Act, 2013 are applicable.

AUDITORS & AUDITORS' REPORT

M/s. Anoop Agarwal & Co., Chartered Accountants, statutory auditors of the Company was reappointed as the Auditors of the Company at the previous Annual General Meeting. As per the provisions of Section 139 of the Companies Act, 2013, Statutory Auditors of the Company hold office until the conclusion of the 5 years. Necessary certificate has been obtained from the Auditors as per Section 139(1) of the Companies Act, 2013.

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-A** to this Directors' report.

AMALGAMATION OF GALLANTT UDYOG LIMITED WITH THE COMPANY CHANGE IN THE NATURE OF BUSINESS

By an order dated May 14, 2015, the Honorable High Court at Calcutta has approved the Scheme of Amalgamation of Gallantt Udyog Limited with the Company. Pursuant to the Scheme of Amalgamation as approved, inter company holding of 1,02,45,592 Equity Shares held by Gallantt Udyog Limited (Transferor Company) in the Company has been cancelled and Board of Directors of the Company, at their meeting held on June 26, 2015, allotted 92,15,159 Equity Shares of ₹ 10/- fully paid up to the Equity Shareholders of Gallantt Udyog Limited, Transferor Company, in the ratio of 5:6 (five equity shares for every six equity shares held in Gallantt Udyog Limited). After giving effect to the above cancellation and allotment of shares, the issued, subscribed and paid up share capital is 2,82,36,072 Equity Shares of ₹ 10/- each.

Pursuant to the said Scheme, assets and liabilities and entire business of Gallantt Udyog Limited transferred

to the Company which includes Real Estate Business also. Annual Accounts have been prepared taking into account the effect of amalgamation as above and necessary consolidation has been done so as to include the financial figures of the Transferor Company in accordance with the applicable provisions.

COST AUDIT

The Company has submitted the Cost Audit Report and Cost Compliance Report for the year 2013-14 duly certified by a Cost Accountant to the Central Government within the due date. M/s. U. Tiwari & Associates, Cost Accountants were appointed to carry out the cost audit in respect of the Company for the financial year 2014-15. 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 2015-16.

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

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

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 and relevant provisions of the Companies Act, 1956, to the extent applicable. These are in accordance with generally accepted accounting principles in India.

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.

Company has reported a healthy turnover with remarkable profit. Company continued to drive the virtuous circle of growth as evidenced in its performance during this year. Profitable volume growth is driven by investment in innovation and brands to deliver better products. Company leverages its scale to spread fixed costs and improve profitability while further investing in the business. Company aims to translate this profitable growth to superior cash generation through efficient capital management. The cash balances are managed prudently by deploying cash surplus in a balanced portfolio that is designed to offer safety, liquidity and returns. The Company's low debt equity ratio provides ample scope for gearing the Balance Sheet, should the need arise. Company has repaid in full Term Loan amount availed from the Bankers of the Company. Consequently, the interest cost has decreased significantly which in turn fetched a remarkable profit. The ratios of Debt/Equity and the Interest covers are healthy. The internal accruals are being utilized for in the business for meeting working capital requirements and in funding other capital expenditure.

OUTLOOK AND EXPANSION

Despite stiff competition from other steel manufactures our buyers show preference to your company's products for its quality and timely delivery and hence your Directors are confident of achieving better working results in the coming years.

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.

AWARD AND RECOGNITIONS

During the previous years, Company had received following awards and reconciliation:

1. Uttar Pradesh "Udyami Samman – 2011" has been awarded by Zee Media House which was presented by Shriprakash Jaiswal, Hon'ble Coal Minister, Central Government.
2. Awarded "Best Performing Company -2013 in Uttar Pradesh" by Sahara Samay Media House presented by Shri Akhilesh Yadav, Hon'ble Chief Minister of U.P.

INSURANCE

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

PERSONNEL, INDUSTRIAL RELATIONS AND MARKETING

People are our most valuable asset and your Company places the engagement, development and retention of

talent as its highest priority, to enable achievement of organisational vision. Structure, Process and Culture are the cornerstones of our Human Resources strategy and we have made strides in each area during the last year. Your Company's Human Resource agenda remained focused on reinforcing the key thrust areas. Industrial relations have remained harmonious throughout the year.

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. Accordingly, Mr. Jyotirindra Nath Dey, Mr. Rajesh Kumar Jain, Mr. Piyush Kankrania and Mrs. Sangeeta Upadhyay were appointed as Independent Directors of your Company up to 5 (five) consecutive years.

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, Mrs. Sangeeta Upadhyay has been appointed as Independent Woman Director. She can hold office for a term of upto five consecutive years on the Board of Directors of your Company and is 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. Prem Prakash Agrawal, liable to retire by rotation at the ensuing Annual General Meeting and eligible for re-election.

UNPAID AND UNCLAIMED AMOUNT OF DIVIDEND AND SHARE APPLICATION MONEY

Following amount of Unpaid Share Application Money and Unpaid Dividend has not been claimed and paid till 31.03.2015:

Nature of Money	Relevant Financial Year	Bank Account Details	Amount lying (In ₹)
Share Application Money	2010-11	HDFC Bank Account No. 00142300001609	71,900.00
Final Dividend for 2011	2010-11	HDFC Bank Account No. 00142300001876	9,929.00
Final Dividend for 2012	2011-12	HDFC Bank Account No. 00142300002332	5419.00
Final Dividend for 2013	2012-13	IDBI Bank Account No. 0135103000007344	17307.00
Final Dividend for 2014	2013-14	IDBI Bank Account No. 0135103000007900	3026.50

Unpaid dividend amounts and share application money are not available for use by the Company. There is no amount due and outstanding to be credited to Investors' Education and Protection Fund as on 31.03.2015.

TRANSFER TO RESERVES

Your Directors propose to transfer ₹ 2371.08 Lacs to the General Reserve.

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.

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-B**.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report are annexed herewith as **Annexure-C**.

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

In the last Annual General Meeting held on September 09, 2014, appointment of Mr. Jyotirindra Nath Dey, Mr. Rajesh Kumar Jain, Mr. Piyush Kankrania and Mrs. Sangeeta Upadhyay as Independent Directors were aligned as per the Companies Act, 2013.

All the Independent Directors have given declarations that they meet the criteria required under section 149(6) of the Companies Act, 2013.

At their meeting held on July 10, 2014, Mr. Santosh Kumar Agrawal was appointed as Whole-time Director of the Company designated as Director (Sales and Marketing) and Mr. Nitin M Kandoi was appointed as Whole-time Director designated as Director (Plant Operation). Both the appointments were approved by the shareholders in the last Annual General Meeting held on September 09, 2014. Mr. Amit Jalan was appointed as a Chief Financial Officer of the Company effective from August 20, 2014.

NUMBER OF MEETINGS OF BOARD AND AUDIT COMMITTEE HELD DURING THE YEAR 2014-2015

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 - D**.

(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-E**.

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

(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. Nitesh Kumar, 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 under the following weblink : <http://goo.gl/p2FWPY>

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.

NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR –

Company does not have Subsidiary Company.

SECRETARIAL AUDITORS

Mr. Anurag Fatehpuria Practising Company Secretary, having office address at 23/1, Sita Nath Bose Lane, Salkia Howrah has been appointed as Secretarial Auditors of the Company for the FY ended 31.03.2015. The Secretarial audit report received from the Secretarial Auditors is annexed to this report marked as **Annexure-G** and forms part of this report.

RELATED PARTY TRANSACTIONS

The details of Related Party Transactions during the Financial Year ending 31.03.2015, 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 under the weblink :

<http://goo.gl/9TdDjp>

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.

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	12.87 : 1
Prem Prakash Agrawal	Whole-time Director	12.87 : 1
Santosh Kumar Agrawal	Director (Sales & Marketing)	13.63 : 1
Nitin M Kandoi	Director (Plant-Operation)	11.45 : 1
Jyotirindra Nath Dey	Independent Director	N.A.*
Rajesh Kumar Jain	Independent Director	N.A.*
Piyush Kankrania	Independent Director	N.A.*
Sangeeta Upadhyay	Independent Director	N.A.*

(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	53.85
Prem Prakash Agrawal	Whole-time Director	53.85
Santosh Kumar Agrawal	Director (Sales & Marketing)	N.A.
Nitin M Kandoi	Director (Plant-Operation)	36.92
Jyotirindra Nath Dey	Independent Director	N.A.*
Rajesh Kumar Jain	Independent Director	N.A.*
Piyush Kankrania	Independent Director	N.A.*
Sangeeta Upadhyay	Independent Director	N.A.*
Mayank Agrawal	Chief Executive Officer	10.00
Amit Jalan	Chief Financial Officer	14.33
Nitesh Kumar	Company Secretary	11.11

* Except Sitting Fees, no remuneration is paid to the Non-executive Independent Directors.

(c) percentage increase in the median remuneration of employees in the financial year 16.52%

(d) number of permanent employees on the rolls of company : 477

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

The profit before tax for the financial year ended March 31, 2015 increased by 75.57% (on post-amalgamation basis) and the profit after tax for

the financial year ended March 31, 2015 increased by 80.97% (on post-amalgamation basis), whereas the increase in median remuneration is 16.52%. 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 34.01%, whereas the profit before tax increased by 75.57% (on post-amalgamation basis) and the profit after tax increased by 80.97% (on post-amalgamation basis).

- (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:

16.14% (non-Managerial personnel) 6.18% (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	53.85	The Profit before Tax for the Financial Year ended March 31, 2015 increased by 75.57% (on post amalgamation basis) and the Profit after Tax for the Financial Year ended March 31, 2015 increased by 80.97% (on post amalgamation basis)
Prem Prakash Agrawal	Whole-time Director	53.85	
Santosh Kumar Agrawal	Director (Sales & Marketing)	N.A.	
Nitin M Kandoi	Director (Plant-Operation)	36.92	
Mayank Agrawal	Chief Executive Officer	10.00	
Amit Jalan	Chief Financial Officer	14.33	
Nitesh Kumar	Company Secretary	11.11	

- (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; NIL

- (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.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 is attached as **Annexure-H**.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the equity listing

Agreement, the Board 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 Clause 49(II)(B)(6) of the Equity Listing Agreement, 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.

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

<http://goo.gl/GyAOqd>

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 Clause 49(II)(E) of the Listing Agreement, the Managing Director of the Company 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, 1992. 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, 1992. Gallantt Ispat Limited - Code for Fair Disclosure' are available on the Company's website www.gallantt.com under the weblink :

<http://goo.gl/CjgTCR>

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, 2015 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 Clause 49 of the Listing Agreement.

GENERAL

- Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise; and
- Your Company does not have any ESOP scheme for its employees/Directors.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the whole hearted and sincere co-operation the Company has received from its customers, shareholders, vendors, bankers, business associates, regulatory and government authorities for their continued support.

Place: Kolkata
Date: August 28, 2015

On behalf of the Board
C. P. Agrawal
Chairman

Annexure-A TO DIRECTORS' REPORT

A. CONSERVATION OF ENERGY

(a) Energy Conservation Measures Taken

All manufacturing units continued their efforts to reduce specific energy consumption. Specific and Total energy consumption indicators are tracked on monthly basis at the individual factory level and also at the consolidated manufacturing level. Your Company's technical team monitors closely and vigorously various plants and equipments and suggests adoption of new and latest technology etc. and discuss to identify areas of improvement. In addition to the existing Energy Conservation measures, the Engineering and Production departments in each manufacturing unit work closely towards improving the efficiency of generation and also in the reduction in energy consumption. The measures taken in all the Company's manufacturing units can be briefly enumerated as below:

- (b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy - It is a on-going process to explore the avenues for energy conservation. The Company is continue to consider the proposal for investment.
- (c) Impact of measures taken - This has resulted in cost savings and ease in operations.
- (d) Total energy consumption and energy consumption per unit of production as per Form "A" of the Annexure in respect of industries specified in the Schedule thereto:

FORM –A

Disclosure of Particulars with respect to conservation of energy

Particulars	2014-15	2013-14
A. Power & Fuel Consumption		
1 Electricity		
(a) Purchased		
Total Unit in Lacs KWH	399.49	213.38
Amount ₹ in Lacs	3,055.22	1,290.21
Rate Per Unit (₹)	7.65	6.05
(b) Own Generation		
Total Units in Lacs KWH	699.28	820.05
Amount ₹ In Lacs	4,804.86	4,803.30
Rate per Unit	6.87	5.86
2. Coal		
Quantity- M.T.	1,19,212.58	1,32,871.27
Total Cost- ₹ in Lacs	8,752.02	9,067.47
Average rate-₹ per M.T.	7,341.52	6,824.25
3. Furnace Oil		
Quantity (K. Ltrs.)	36.23	28.68
Total Cost (₹ Lacs)	10.42	12.27
Average Rate (₹ / K. Ltrs.)	28,761.49	42,788.39
Average Rate (₹ / K. Ltrs.)		
B. Consumption per unit of production		
1. Electricity (Unit/M.T.)		
Agro	113.30	113.90
Sponge Iron	77.15	87.04
SMS (Furnace and Concast)	862.85	855.72
Rolling Mills	173.18	147.40
2. Coal (Kg/M.T.)		
Power Plant (per 1000 KWH)	244.80	348.06
Rolling Mills (Kg/M.T.)	59.05	69.93
Sponge Iron (Kg/M.T.)	903.32	963.43

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

	2014-2015 (₹ in Lacs)	2013-2014 (₹ in Lacs)
Raw Materials	3,379.77	3,681.11
Stores, Chemical and Packaging Materials	7.16	9.94
Capital Goods	9.01	23.55
Earning in foreign currency	NIL	NIL

On behalf of the Board

C. P. Agrawal
Chairman

Place: Kolkata

Date: August 28, 2015

Annexure-B

TO DIRECTORS' REPORT

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

₹ In Lacs

Sl. No.	Particulars	Loans	Investments	Guarantee
1.	Gallantt Metal Limited	—	1,765.08*	1,465.00**

*11767179 Equity Shares in Gallantt Metal Limited were acquired by the Company thorough Inter-se Transfer mode in accordance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011. Apart from this consequent upon amalgamation of Gallantt Udyog Limited with the Company, holding of 2,41,13,127 shares of Gallantt Udyog Limited with Gallantt Metal Limited have been transferred to the Company.

Investment as above has been done by the Company as a long term business strategic planning and the your Company forming part of the Promoter Group of Gallantt Metal Limited.

** Gallantt Udyog Limited had extended Corporate Guarantee for securing loan given by the bankers to Gallantt Metal Limited. Upon amalgamation, this being part of the Company.

Annexure - C

TO DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Forming part of the Report of the Directors for the year ended 31st March, 2015)

1. Economy

The global economy is still under stress for gaining momentum as many high-income countries continue to grapple with the past impacts of the global financial crisis. In 2014, the global economy grew by 2.6% (United Nations WESP report 2015). Growth was driven by developing economies, sustained growth in the United States (US) and a moderate revival in European Union. Emerging economies continue to remain as less vibrant than in the past. After rising slightly in 2014, to 2.6 percent, world GDP will grow by an estimated 3.0 percent in 2015 and 3.3 percent in 2016, supported by gradual recovery in high-income countries, low oil prices, and receding domestic headwinds in developing countries. Developing economies are projected to see a raise in growth from 4.4 percent in 2014 to 4.8 percent and 5.3 percent in 2015 and 2016 respectively.

The Indian economy posted 7.4% growth in the financial year 2014-15 (Central Statistics Office 2011-12 base years, Advance Estimates) as against 6.9% in the financial year 2013-14. Industrial sector gained momentum with Manufacturing, Construction and Electricity & Utilities growing by 6.8%, 4.5% and 9.6% respectively as against 5.3%, 2.5% and 4.8% in the previous year. However, mining slowed down to 2.3% from 5.4% and the Agricultural sector slowed down to 1.1% from 3.7% in the previous year. Overall, improved business sentiment, lower oil prices and policy measures helped the economy to build momentum.

After years of diminutive growth the reform momentum has picked up in India. Inflation has declined by over 6 percentage points since late 2013, and the current account deficit has shrunk from a peak of 6.7 percent of GDP (in Q3, 2012-13) to an estimated 1.0 percent in the coming fiscal year. Going ahead it is widely expected that a further momentum to growth will be provided by declining oil prices and increasing monetary easing facilitated by ongoing moderation in inflation. Simulating the effects of tax cuts, declining oil prices will add spending power to households, thereby boosting consumption and growth. Oil is also a significant input in production and declining prices will shore up profit margins and hence balance sheets of the corporate sector.

BUSINESS ENVIRONMENT

Emerging markets were characterised by a sharp fall in growth rates, especially in China. Europe and Japan continued to be under pressure all through the year, while US showed tepid signs of improvement.

In the domestic market, better macroeconomic conditions, coupled with improved sentiment post the general elections, helped India to be among the better performing emerging market economies. There was a slight increase in the GDP growth, while inflation moderated and the Rupee remained relatively stable during the year.

Given the backdrop of a market slowdown coupled with a volatile input cost environment and heightened competitive intensity, the operating environment for the year continued to be challenging.

Your Company's performance for the year 2014-15 has to be viewed in the context of aforesaid economic and market environment.

INDUSTRY OVERVIEW**Steel industry**

In 2014, global steel demand expanded by a mere 0.6% to 1.537 billion tonnes, primarily due to contraction of demand in emerging economies like China, Brazil, Russia and Turkey. Chinese demand fell by 3.3% in the year to 710.8 million tonnes, with the outlook for 2015 and 2016 showing signs of reducing further by 0-5% year-on-year (yoy). Developed nations like USA, Germany, South Korea and Japan continued to show growth support during the year. The global steel demand for 2015 and 2016 is forecast to grow by 0.5% and 1.6% respectively to a level of 1.544 and 1.565 billion tonnes. Overall global crude steel production expanded by 1.2%, to 1.66 billion tonnes, from 1.64 billion tonnes in 2013.

In 2014, India retained its position as the 4th largest steel producing country in the world, behind China, Japan and the USA. The crude steel production grew by 2.3% to 83.2 million tonnes, while steel demand grew by 2.2% to 75.3 million tonnes.

The Indian GDP growth expanded to 7.2% in 2014 due to improving economic sentiments post the election of a new government. However, demand at the grass root level remained stagnant and is only expected to pick up from 2015. Consequently, steel demand grew at 2.2% in the year, though the domestic steel industry suffered due to the influx of cheap imported products, especially from China. This led to India becoming a net importer of steel in the year, a trend which had been successfully reversed in 2013. During the year, steel

exports from India were at 5.3 million tonnes while imports registered at 7.8 million tonnes. Indian GDP is likely to grow at a rate higher than 7.5% in 2015, while steel demand is expected to grow by 6.2% in the year. The automobile sector is on the path to recovery and likely to grow from 3.8% in 2014 to 11.4% in 2015. Meanwhile, the construction sector is expected to grow by 6.9%, compared to a growth rate of 4.1% in 2014.

Financial Year 2014-15 has been a year of achievements for your Company despite the severe impact of externalities. The Company was severely impacted by the raw material (RM) crisis. However, the Company was able to tide over the same through strategic and proactive cross-functional planning.

Agro industry (wheat products)

Increase in urbanization, income level of population and other related factors has led to the steady growth of the food industry. Our company produces wheat products such as atta, suji, bran etc. which are sold in markets of Uttar Pradesh, Bihar, West Bengal etc.

In the Agro segment, Company is forecasting a superb growth on account of strategic market capturing in this segment through channel and network of dealers and distributors. Our wheat products, i.e., Atta, Maida, & Suji, are presently being packed in only above 50 Kg each under the brand name of "Gallantt". The brand name, "Gallantt" has been widely accepted with a huge demand even directly from the consumers due to its superior quality. We are enriching our product portfolio by adding small packing of 2, 5, 10 & 20 Kgs so as to cater the needs of direct consumers.

OPPORTUNITIES AND THREATS

Opportunities for our steel division

The Steel industry is the foundation industry of any economy, especially in developing countries whose material intensity is likely to increase significantly in the future, for infrastructure development and growth in manufacturing sector. India certainly is one such economy that is poised to grow significantly over the next decade with its per capita consumption nearly at one-fourth of the global average. A competitive and efficient domestic steel industry is a pre-requisite for India to succeed in its industrial vision for 'Make in India'. The Government of India aims to triple the steel capacity to 300 million tonnes by 2025. The positive attitude of the new government has promised to focus on infrastructure development while de-bottlenecking the administrative and clearance climate in the country.

Opportunities for our agro division

As there is a gap between production and consumption in the agro sector, Gallantt has made efforts to bridge this gap by supplying the required quantity of wheat

products manufactured. The company has also been successful in grabbing an increasing market share in domestic market.

THREATS AND RISKS

Gallantt Ispat is exposed to various risks and uncertainties and also has access to opportunities across its regional presence. The Company's performance, future prospects and cash flow generation could be materially impacted by any of these risks or opportunities. Risk and concern has been elaborated in the Corporate Governance Report.

The year ahead appears to be challenging due to increase in competition, increasing interest rates, inflation, fluctuating markets and foreign exchange as well due to occurrence of natural calamities. The company has to overcome these issues by upgrading the current technologies used and serving to demands made by the customers. Rising fuel prices and shrinkage of the margins, Availability of finance at reasonable interest costs, Stiff competition owing to surplus capacities, volatile foreign exchange rates, Slowdown in the demand, etc. are major threats.

OUTLOOK

The company is taking all efforts to improve the quality and productivity to get more orders at competitive rates. The expansion program will push volume growth. The company's business is committed to achieve benchmark quality besides expanding on new capacity.

Further, the business will continue to focus on improving its cost competitive position. These measures will ensure the company maintaining its leadership position in the regional market. Due to the own captive power plant, the company is able to quote better rates with high quality & productivity in the finished goods manufactured. Barring unforeseen circumstances the company is confident of achieving better results in the current year. The rate at which there is increase in urbanization, income and consumer demand in India, the demand for steel will increase at a constant pace.

INTERNAL CONTROL AND SYSTEMS

Your Company has adequate systems and processes of internal controls which are commensurate with its size and nature of operations. They have been designed to provide reasonable assurance with regard to recording and providing reliable financial information, complying with applicable statutes, safeguarding of assets, authorization of transactions and adherence to the Company's policies and practices. The internal controls and governance process are duly reviewed for their adequacy and effectiveness through periodic audits by independent internal audit function. The internal audits are carried out as per risk-based internal

audit plan, which is reviewed and approved by the Audit Committee. Your Company's Audit Committee periodically reviews the findings and suggestions for improvement and is periodically apprised on the implementation status in respect of the actionable items. Effective steps are taken by the Management to enable continuous monitoring of lead control indicators and action taken towards correcting identified gaps. Respective functions have been trained and equipped to enable continuous monitoring of exceptions by themselves to reduce surprises and enable corrective action on timely and regular basis.

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

In this Annual Report, we have disclosed forward-looking information to enable investors to fully appreciate our prospects and take informed investment decisions. This report and other statement - written and oral - that we periodically make, contain forward-looking statements that set our anticipated results based on management plans and assumptions. Nothing in this Annual Report should be construed as a profit forecast.

For and on behalf of the Board
C. P. Agrawal
Chairman

Annexure - D TO DIRECTORS' REPORT

Nomination and Remuneration Policy

BACKGROUND

The objective of Gallantt Ispat'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 Ispat'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

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 of the committee shall be an independent director.
- 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 Metal Limited and is remunerated by Gallantt Metal Limited also.
- 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-E TO DIRECTORS' REPORT

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 Ispat Limited ("GIL" 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 Ispat 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

GIL'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. GIL 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 GIL's social responsibility objectives and provides guidance on the social responsibilities of all individuals associated with the GIL. GIL'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 :-

- any profit arising from any overseas branch or branches of the company, whether operated as a separate company or otherwise; and
- 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 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 sub-section (3) of section 134 of the Act, shall specify the reasons for not spending the amount.
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. 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 effective, 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 GIL 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-F
TO DIRECTORS' REPORT

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 and also attached herewith.
2. Composition of the CSR Committee : Mr. Jyotirindra Nath Dey, Chairman, Mr. Chandra Prakash Agrawal and Mr. Prem Prakash Agrawal
3. Average net profit of the Company for the last three financial years: ₹ 1,972.94 Lacs.
4. Prescribed CSR expenditure (2% of the average net profit of the company for the last 3 financial years): ₹ 39.46 lacs.
5. Details of CSR spent during the financial year.
 - a) Total amount to be spent for the financial year : ₹ 40 Lacs.
 - 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)	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.	The company is promoting Rural Education for economically weaker sections through MAITRI NGO	Promoting Education, Health, Rural Safe Drinking Water, Orphanage, Rural Self Employment etc.	Programme is undertaken in the backward area of state of Jharkhand, through local NGO.	An amount of ₹ 40.00 Lacs has been paid for the programme and the CSR Committee of the Company is monitoring the actual expenditure and surplus, if any.	₹ 40.00 Lacs		Amount has been contributed to the following implementing agency: MAITRI (NGO) for the Financial Year 2014-15 Brindavan Hospital Campusranchi Road, P.O.- Marar, District – Ramgarh, Pin – 829117. Jharkhand. India.

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 but the amount was not spent by the NGO. However, 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 ISPAT LIMITED**

Jyotirindra Nath Dey

Chairman of CSR Committee & Director

(DIN: 00180925)

Place: Kolkata
Date: 28.08.2015

Annexure - G
TO DIRECTORS' REPORT

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2015

[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 ISPAT 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 Ispat Limited, (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, 2015, 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, 2015 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) 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, 1992;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) 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;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- v) Related Laws governing manufacturing and sale of Steel, Power and Agro and the rules made thereunder and we have examined the systems and processes in place to ensure compliance with general laws like labour laws, competition law, environmental laws etc., considering and relying upon representations made by the Company and its Officers for systems and mechanism formed by the Company for compliances under these laws and other applicable sector specific Acts, Laws and Regulations applicable to the Company and its observance by them.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with National Stock Exchange Limited and BSE Limited.

During the year under review, the Company has generally complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. men-

tioned above.

We further report that the related documents that we have come across depict, that the Board of Directors of the Company is constituted as applicable with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act and adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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 and majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there appear to be adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit year the Company has sought the approval of its members for:

- Borrowing money, where the money to be borrowed together with the money already borrowed may exceed the paid up capital and free reserves of the company but shall not exceed Rs. 250 Crores under Section 180(1)(c) of the Companies Act, 2013;
- Creating / modifying any mortgage, hypothecation or other charge or encumbrance over the whole or substantially the whole of the Company's undertaking and properties and assets of the Company which borrowings and facilities together with the existing ones shall not exceed an aggregate limit of ₹ 250 Crores under Section 180(1)(a) of the Companies Act, 2013.
- Alteration of Articles of Association of the Company.
- Appointment of Mrs. Madhu Agrawal under Section 188 of the Companies Act, 2013.
- Approval of the Scheme of Amalgamation of Gallantt Udyog Limited with the Company.

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: 28.08.2015

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 ISPAT LIMITED

Our report of even date is 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. Whereever 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.

Anurag Fatehpuria

Company Secretary

ACS 34471; CP No. 12855

Place: Kolkata

Date: 28.08.2015

**ANNEXURE-H
TO DIRECTORS' REPORT**
FORM NO. MGT-9

Extract of Annual Return as on the financial period ended on 31st March 2015.

[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 L27109WB2005PLC101650
 Registration Date 11/02/2015
 Name of the Company GALLANTT ISPAT 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 Registrars & Share Transfer Agents
 Registrar and Transfer Agent, if any 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	57.4
2	Agro	1061	37.3

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S.N.	Name and Address of the Company	CIN/GIN	Holding Subsidiary/	% of Shares	Applicable Section
NOT APPLICABLE					

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the beginning of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual / HUF	4612547	—	4612547	15.760	5283694	—	5283694	18.054	2.294
b) Centran Government	—	—	—	—	—	—	—	—	—
c) State Government	—	—	—	—	—	—	—	—	—
d) Bodies Corporate	15747584	—	15747584	53.808	15747584	—	15747584	53.808	0.000
e) Banks / Financial Institutions	—	—	—	—	—	—	—	—	—
f) Any Other									
Sub-total (A)(1)	20360131	—	20360131	69.568	21031278	—	21031278	71.861	2.293

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the beginning of the year [As on 31-March-2015]				% 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)	—	—	—	—	—	—	—	—	—
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	20360131	—	20360131	69.568	21031278	—	21031278	71.861	2.293
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	—	—	—	—	—	—	—	—	—
b) Banks / Financial Institutions	—	—	—	—	100	—	100	—	—
c) Central Governments	—	—	—	—	—	—	—	—	—
d) State Governments	—	—	—	—	—	—	—	—	—
e) Venture Capital Funds	—	—	—	—	—	—	—	—	—
f) Insurance Companies	—	—	—	—	—	—	—	—	—
g) Foreign Institutional Investors (FII)	1325145	—	1325145	4.528	1274645	—	1274645	4.355	-0.173
h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—
i) Others (Specify)	—	—	—	—	—	—	—	—	—
Sub-total (B)(1)	1325145	—	1325145	4.528	1274745	—	1274745	4.356	-0.172
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	4242850	—	4242850	14.497	5715722	—	5715722	19.530	5.033
ii) Overseas	—	—	—	—	—	—	—	—	—
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	131495	6	131501	0.449	99584	7	99591	0.340	-0.109
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1719525	—	1719525	5.875	140296	—	140296	0.479	-5.396
c) Others Specify									
1. NRI	1310511	—	1310511	4.478	972036	—	972036	3.321	-1.157
2. Overseas Corporate Bodies	—	—	—	—	—	—	—	—	—
3. Foreign Nationals	—	—	—	—	—	—	—	—	—
4. Clearing Members	176842	—	176842	0.604	32837	—	32837	0.112	-0.492
5. Trusts	—	—	—	—	—	—	—	—	—
6. Foreign Bodies - D.R.	—	—	—	—	—	—	—	—	—
Sub-total (B)(2)	7581223	6	7581229	25.904	6960475	7	6960482	23.783	-2.121
Total Public Shareholding (B) = (B)(1)+(B)(2)	8906368	6	8906374	30.432	8235220	7	8235227	28.139	-2.293
C. Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A+B+C)	29266499	6	29266505	100.000	29266498	7	29266505	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/en-cumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/en-cumbered to total shares	
1	CHANDRA PRAKASH AGARWAL	3112000	10.633	0.000	4220249	14.420	0.000	3.787
2	CHANDRA PRAKASH AGRAWAL HUF	630000	2.153	0.000	630000	2.153	0.000	0.000
3	GALLANTT METAL LIMITED	5501992	18.800	0.000	5501992	18.800	0.000	0.000
4	GALLANTT UDYOG LIMITED	10245592	35.008	0.000	10245592	35.008	0.000	0.000
5	MADHU AGARWAL	33333	0.114	0.000	30000	0.103	0.000	-0.011
6	NITIN MAHAVIR KANDOI	80000	0.273	0.000	50000	0.171	0.000	-0.102
7	PREM PRAKASH AGARWAL	33333	0.114	0.000	33333	0.114	0.000	0.000
8	SANTOSH KUMAR AGARWAL	25000	0.085	0.000	25000	0.085	0.000	0.000
9	SHYAMA AGRAWAL	247481	0.846	0.000	105314	0.360	0.000	-0.486
10	UMA AGARWAL	451400	1.542	0.000	189798	0.649	0.000	-0.893
	TOTAL	20360131	69.568	0.000	21031278	71.861	0.000	2.293

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	CHANDRA PRAKASH AGARWAL				
	a) At the Beginning of the Year	3112000	10.633		
	b) Changes during the year				
	Date Reason				
	31/10/2014 Transfer	1108249	3.787	4220249	14.420
	c) At the End of the Year			4220249	14.420
2	CHANDRA PRAKASH AGRAWAL HUF				
	a) At the Beginning of the Year	630000	2.153		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			630000	2.153
3	GALLANTT METAL LIMITED				
	a) At the Beginning of the Year	5501992	18.800		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			5501992	18.800
4	GALLANTT UDYOG LIMITED				
	a) At the Beginning of the Year	10245592	35.008		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10245592	35.008
5	MADHU AGARWAL				
	a) At the Beginning of the Year	33333	0.114		
	b) Changes during the year				
	Date Reason				
	06/03/2015 Transfer	-33333	0.011	30000	0.103
	c) At the End of the Year			30000	0.103
6	NITIN MAHAVIR KANDOI				
	a) At the Beginning of the Year	80000	0.273		

SI 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
b) Changes during the year				
Date Reason				
16/01/2015 Transfer	-30000	0.103	50000	0.171
c) At the End of the Year			50000	0.171
7 PREM PRAKASH AGARWAL				
a) At the Beginning of the Year	33333	0.114		
b) Changes during the year	[NO CHANGES DURING THE YEAR]			
c) At the End of the Year			33333	0.114
8 SANTOSH KUMAR AGARWAL				
a) At the Beginning of the Year	25000	0.085		
b) Changes during the year	[NO CHANGES DURING THE YEAR]			
c) At the End of the Year			25000	0.085
9 SHYAMA AGRAWAL				
a) At the Beginning of the Year	247481	0.846		
b) Changes during the year				
Date Reason				
01/08/2014 Transfer	-3000	0.010	244481	0.835
08/08/2014 Transfer	-36896	0.126	207585	0.709
17/10/2014 Transfer	-15000	0.051	192585	0.658
24/10/2014 Transfer	-33614	0.115	158971	0.543
31/10/2014 Transfer	-32657	0.112	126314	0.432
21/11/2014 Transfer	-21000	0.072	105314	0.360
c) At the End of the Year			105314	0.360
10 UMA AGARWAL				
a) At the Beginning of the Year	451400	1.542		
b) Changes during the year				
Date Reason				
08/08/2014 Transfer	-2393	0.008	449007	1.534
17/10/2014 Transfer	-15989	0.055	433018	1.480
24/10/2014 Transfer	-30000	0.103	403018	1.377
31/10/2014 Transfer	-66004	0.226	337014	1.152
21/11/2014 Transfer	-16216	0.055	320798	1.096
09/01/2015 Transfer	-3000	0.010	317798	1.086
13/02/2015 Transfer	-10000	0.034	307798	1.052
27/02/2015 Transfer	-38000	0.130	269798	0.922
06/03/2015 Transfer	-55000	0.188	214798	0.734
13/03/2015 Transfer	-25000	0.085	189798	0.649
c) At the End of the Year			189798	0.649
TOTAL	20360131	69.568	21031278	71.861

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

SI 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	AAR COMMERCIAL COMPANY LIMITED				
	a) At the Beginning of the Year	2752281	9.404		
	b) Changes during the year				
	Date Reason				
	09/05/2014 Transfer	3000	0.010	2755281	9.414
	24/10/2014 Transfer	12000	0.041	2767281	9.455
	31/10/2014 Transfer	20974	0.072	2788255	9.527
	09/01/2015 Transfer	-25000	0.085	2763255	9.442
	13/03/2015 Transfer	-21693	0.074	2741562	9.368
	c) At the End of the Year			2741562	9.368
2	ASHUTOSH AGARWAL				
	a) At the Beginning of the Year	272284	0.930		
	b) Changes during the year				
	Date Reason				
	30/05/2014 Transfer	-36701	0.125	235583	0.805
	06/06/2014 Transfer	-51675	0.177	183908	0.628
	13/06/2014 Transfer	-42869	0.146	141039	0.482
	20/06/2014 Transfer	-62685	0.214	78354	0.268
	30/06/2014 Transfer	-75852	0.259	2502	0.009
	c) At the End of the Year			2502	0.009
3	CAMELLIA TRADELINK PVT LTD				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	20/03/2015 Transfer	342700	1.171	342700	1.171
	27/03/2015 Transfer	4	0.000	342704	1.171
	c) At the End of the Year			342704	1.171
4	ELARA INDIA OPPORTUNITIES FUND LIMITED				
	a) At the Beginning of the Year	1325145	4.528		
	b) Changes during the year				
	Date Reason				
	19/09/2014 Transfer	-25000	0.085	1300145	4.442
	23/01/2015 Transfer	-25500	0.087	1274645	4.355
	c) At the End of the Year			1274645	4.355
5	FAIRY DEALCOM PRIVATE LIMITED				
	a) At the Beginning of the Year	125000	0.427		
	b) Changes during the year				
	Date Reason				
	25/07/2014 Transfer	-125000	0.427	0	0.000
	13/03/2015 Transfer	125000	0.427	125000	0.427
	27/03/2015 Transfer	-125000	0.427	0	0.000
	c) At the End of the Year			0	0.000
6	KHETAN TRACON PRIVATE LIMITED				
	a) At the Beginning of the Year	134738	0.460		
	b) Changes during the year				
	Date Reason				
	30/06/2014 Transfer	-6000	0.021	128738	0.440

SI 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
	05/09/2014 Transfer	-3000	0.010	125738	0.430
	12/09/2014 Transfer	-2000	0.007	123738	0.423
	14/11/2014 Transfer	-216	0.001	123522	0.422
	21/11/2014 Transfer	-25000	0.085	98522	0.337
	09/01/2015 Transfer	-10000	0.034	88522	0.302
	20/03/2015 Transfer	-3000	0.010	85522	0.292
	27/03/2015 Transfer	3000	0.010	88522	0.302
	c) At the End of the Year			88522	0.302
7	LILY RETAILERS PVT. LTD.				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	31/03/2015 Transfer	354913	1.213	354913	1.213
	c) At the End of the Year			354913	1.213
8	MAGNETIC BARTER PRIVATE LIMITED				
	a) At the Beginning of the Year	199016	0.680		
	b) Changes during the year				
	Date Reason				
	16/05/2014 Transfer	42500	0.145	241516	0.825
	30/06/2014 Transfer	72914	0.249	314430	1.074
	04/07/2014 Transfer	9948	0.034	324378	1.108
	11/07/2014 Transfer	2735	0.009	327113	1.118
	18/07/2014 Transfer	13500	0.046	340613	1.164
	25/07/2014 Transfer	54000	0.185	394613	1.348
	01/08/2014 Transfer	16000	0.055	410613	1.403
	15/08/2014 Transfer	1000	0.003	411613	1.406
	31/10/2014 Transfer	3300	0.011	414913	1.418
	23/01/2015 Transfer	2000	0.007	416913	1.425
	13/03/2015 Transfer	-62000	0.212	354913	1.213
	31/03/2015 Transfer	-354913	1.213	0	0.000
	c) At the End of the Year			0	0.000
9	MRIGAYA TRADELINK PVT. LTD.				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	20/03/2015 Transfer	534840	1.827	534840	1.827
	c) At the End of the Year			534840	1.827
10	NIHON IMPEX PRIVATE LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	27/03/2015 Transfer	291540	0.996	291540	0.996
	c) At the End of the Year			291540	0.996
11	PARAMSHAKTI VINIMAY PRIVATE LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	11/04/2014 Transfer	158306	0.541	158306	0.541
	02/05/2014 Transfer	4000	0.014	162306	0.555
	16/05/2014 Transfer	2999	0.010	165305	0.565

SI 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
	30/05/2014 Transfer	2000	0.007	167305	0.572
	13/06/2014 Transfer	23500	0.080	190805	0.652
	11/07/2014 Transfer	101595	0.347	292400	0.999
	18/07/2014 Transfer	10853	0.037	303253	1.036
	25/07/2014 Transfer	61000	0.208	364253	1.245
	15/08/2014 Transfer	27700	0.095	391953	1.339
	05/09/2014 Transfer	297	0.001	392250	1.340
	19/09/2014 Transfer	3	0.000	392253	1.340
	07/11/2014 Transfer	1500	0.005	393753	1.345
	13/03/2015 Transfer	-40000	0.137	353753	1.209
	c) At the End of the Year			353753	1.209
12	SHYAM MANOHAR AGRAWAL				
	a) At the Beginning of the Year	1019180	3.482		
	b) Changes during the year				
	Date Reason				
	18/04/2014 Transfer	-9860	0.034	1009320	3.449
	20/06/2014 Transfer	-9320	0.032	1000000	3.417
	30/06/2014 Transfer	-1000000	3.417	0	0.000
	17/10/2014 Transfer	1108249	3.787	1108249	3.787
	31/10/2014 Transfer	-1108249	3.787	0	0.000
	c) At the End of the Year			0	0.000
13	SUSHEEL KUMAR SARAFF				
	a) At the Beginning of the Year	741317	2.533		
	b) Changes during the year				
	Date Reason				
	25/07/2014 Transfer	-28000	0.096	713317	2.437
	01/08/2014 Transfer	-83000	0.284	630317	2.154
	08/08/2014 Transfer	-6000	0.021	624317	2.133
	30/09/2014 Transfer	-19888	0.068	604429	2.065
	31/10/2014 Transfer	-18000	0.062	586429	2.004
	21/11/2014 Transfer	-10000	0.034	576429	1.970
	28/11/2014 Transfer	-15000	0.051	561429	1.918
	09/01/2015 Transfer	-5000	0.017	556429	1.901
	16/01/2015 Transfer	-20155	0.069	536274	1.832
	23/01/2015 Transfer	-80000	0.273	456274	1.559
	30/01/2015 Transfer	-48000	0.164	408274	1.395
	27/03/2015 Transfer	-5000	0.017	403274	1.378
	c) At the End of the Year			403274	1.378
14	TASSEL VINCOM PRIVATE LIMITED				
	a) At the Beginning of the Year	161500	0.552		
	b) Changes during the year				
	Date Reason				
	11/04/2014 Transfer	5000	0.017	166500	0.569
	02/05/2014 Transfer	3000	0.010	169500	0.579
	16/05/2014 Transfer	51309	0.175	220809	0.754
	23/05/2014 Transfer	1900	0.006	222709	0.761
	30/05/2014 Transfer	2000	0.007	224709	0.768
	06/06/2014 Transfer	7000	0.024	231709	0.792
	20/06/2014 Transfer	40550	0.139	272259	0.930
	30/06/2014 Transfer	13000	0.044	285259	0.975

SI 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
	04/07/2014 Transfer	3353	0.011	288612	0.986
	11/07/2014 Transfer	61121	0.209	349733	1.195
	18/07/2014 Transfer	22443	0.077	372176	1.272
	25/07/2014 Transfer	35000	0.120	407176	1.391
	01/08/2014 Transfer	23728	0.081	430904	1.472
	08/08/2014 Transfer	6000	0.021	436904	1.493
	31/10/2014 Transfer	2000	0.007	438904	1.500
	23/01/2015 Transfer	1800	0.006	440704	1.506
	13/03/2015 Transfer	-23000	0.079	417704	1.427
	20/03/2015 Transfer	-417700	1.427	4	0.000
	27/03/2015 Transfer	-4	0.000	0	0.000
	c) At the End of the Year			0	0.000
15	VIJAY KUMAR SARAFF				
	a) At the Beginning of the Year	567000	1.937		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			567000	1.937
16	WINDFLOWER SALES LIMITED				
	a) At the Beginning of the Year	125000	0.427		
	b) Changes during the year				
	Date Reason				
	12/12/2014 Transfer	-15000	0.051	110000	0.376
	27/03/2015 Transfer	139999	0.478	249999	0.854
	c) At the End of the Year			249999	0.854
	TOTAL	7422461	25.362	7205254	24.619

v. Shareholding of Directors and Key Managerial Personnel:

SI No.		Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (01.04.2014 - 31.03.2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Chandra Prakash Agrawal				
	At the beginning	3112000	10.633	3112000	10.633
	Date wise Increase/Decrease in Shareholding during the year specifying reason	1108249	3.787	4220249	14.420
	At the end of the year	4220249	14.420	4220249	14.420
2	Prem Prakash Agrawal				
	At the beginning of the year	33333	0.114	33333	0.114
	Datewise Increase/ Decrease in Shareholding during the year	—	—	—	—
	At the end of the year	33333	0.114	33333	0.114
3	Santosh Kumar Agrawal				
	At the beginning of the year	25000	0.085	25000	0.085
	Datewise Increase/ Decrease in Shareholding during the year	—	—	—	—
	At the end of the year	25000	0.085	25000	0.085

Sl No.		Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (01.04.2014 - 31.03.2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	Nitin M Kandoi				
	At the beginning of the year	80000	0.273	80000	0.273
	Date wise Increase/Decrease in Shareholding during the year specifying reason	30000 Sale through open Market on 16-01-2015.	0.103	50000	0.171
	At the end of the year	50000	0.171	50000	0.171
5	Mayank Agrawal	—	—	—	—
6	Amit Jalan	—	—	—	—
7	Nitesh Kumar	—	—	—	—
8	Jyotirindra Nath Dey	—	—	—	—
9	Piyush Kankrania	—	—	—	—
10	Rajesh Kumar Jain	—	—	—	—
11	Sangeeta Upadhyay	—	—	—	—

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 Indebtedness
Indebtedness at the beginning of the financial year					
1	Principal Amount	9867.38	5483.39	0.00	15350.77
2	Interest due but not paid	0.00	0.00	0.00	0.00
3	Interest accrued but not due	59.57	0.00	0.00	59.57
Total (1+2+3)		9926.95	5483.39	0.00	15410.34
Change in Indebtedness during the Financial Year					
	• Addition	1496.25	1680.84	0.00	3177.09
	• Reduction	5369.07	0.00	0.00	5369.07
Net Change		-3872.82	1680.84	0.00	-2191.98
Indebtedness at the end of the financial year					
1	Principal Amount	6048.74	7164.24	0.00	13212.98
2	Interest due but not paid	0.00	0.00	0.00	0.00
3	Interest accrued but not due	5.39	0.00	0.00	5.39
Total (1+2+3)		6054.13	7164.24	0.00	13218.37

*Pursuant to scheme of amalgamation Gallant Udyog Ltd has been merged with Gallant Ispat Limited balance of SBI Term loan of Gallant Udyog Ltd has been shown in Addition during the year and Balance at end of the Financial year ₹ 455.39 Lacs.

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	Prem Prakash Agrawal	Santosh Kumar Agrawal	Nitin M M Kandoi	
1	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	12.00	12.00	12.71	10.68	47.39
	(b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2	Commission	NIL	NIL	NIL	NIL	NIL
	Others - Remuneration benefits	NIL	NIL	NIL	NIL	NIL
	Total (A)					47.39

B. Remuneration to Other Directors (All being Independent)

S.N.	Particulars of Remuneration	Name of Directors				Total Amount (₹ In Lacs)
		Jyotirindra Nath Dey	Rajesh Kumar Jain	Piyush Kankrania	Sangeeta Upadhyay	
1	Fees for attending Board/Committee Meetings	0.29	0.27	0.27	0.06	0.89
2	Commission	NIL	NIL	NIL	NIL	NIL
3	Others	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)
		Mayank Agrawal	Amit Jalan	Nitesh Kumar	
1	Gross Salary	6.60	3.67	6.00	16.27
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL
2	Others –Remuneration benefits	NIL	NIL	NIL	NIL

VII PENALTIES / PUNISHMENT/COMPOUNDING DURING THE FINANCIAL YAER

Type	Section of the Companies Act	Brief description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. Company	372A(2) of the Companies Act, 1956	Violation under the section has been compounded and order of the same has been filed with the Registrar of Companies, West Bengal on 08.05.2014	₹ 6,000/- compounding amount was imposed by the Company Law Board, which was paid by the Company.	Company Law Board	N.A.

Type		Section of the Companies Act	Brief description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
		198 of the Companies Act, 1956	Violation under the section has been compounded and order of the same has been filed with the Registrar of Companies, West Bengal on 08.05.2014	₹ 9,000/- compounding amount was imposed by the Company Law Board, which was paid by the Company.	Company Law Board	N.A.
B.	Directors	372A(2) of the Companies Act, 1956	Violation under the section has been compounded and order of the same has been filed with the Registrar of Companies, West Bengal on 08.05.2014	₹21,000/- compounding amount was imposed by the Company Law Board, which was paid by the concerned Directors of the Company.	Company Law Board	N.A.
		198 of the Companies Act, 1956	Violation under the section has been compounded and order of the same has been filed with the Registrar of Companies, West Bengal on 08.05.2014	₹ 6,000/- compounding amount was imposed by the Company Law Board, which was paid by concerned Director of the Company.	Company Law Board	N.A.
C.	Other Officers in default	372A(2) of the Companies Act, 1956	Violation under the section has been compounded and order of the same has been filed with the Registrar of Companies, West Bengal on 08.05.2014	No compounding amount was imposed on the Company Secretary.	Company Law Board	N.A.

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

CORPORATE GOVERNANCE PHILOSOPHY

Your Company is committed to the adoption of and adherence to the best Corporate Governance practices at all times, based on an effective independent Board, separation of supervisory role from the executive management and the constitution of Committees to oversee critical areas thus upholding the standards practically at every sphere ranging from action plan to performance measurement and consumer satisfaction. Good Governance practices stem from the dynamic culture and positive mindset of the organization. The Corporate Governance guidelines are in compliance with the requirements of the clause 49 of the Listing Agreements with the stock exchanges.

The company aims at not only its own growth but also maximization of benefits to the shareholders,

employees, customers, government and also the general public at large. For this purpose the company continuously strives to improve its level of overall efficiency through good corporate governance, which envisages transparency, professionalism and accountability in all its operations.

1. BOARD OF DIRECTORS

As on March 31, 2015 your Company's Board comprised of 8 Directors (out of which 50% of the Directors are Independent Directors) with Mr. Chandra Prakash Agrawal as Executive Chairman.

The composition of the Board as on March 31, 2015 is as follows:

- Executive Directors - 4
- Non Executive Independent Directors - 4

Names of the Director		% to the total number of Directors
I	Independent Director	50%
	Jyotirindra Nath Dey	
	Rajesh Kumar Jain	
	Piyush Kankrania	
	Sangeeta Upadhyaya	
II	Non-Executive Non-Independent Director	NIL
III	Executive Director	50%
	Chandra Prakash Agrawal	
	Santosh Kumar Agrawal	
	Prem Prakash Agrawal	
	Nitin M Kandoi	

During the Financial Year 2014-15, Mrs. Sangeeta Upadhyay was appointed as a Independent Director on the Board of the Company. This appointment meets the requirements of Section 149 of appointing woman director on the Board of the Company. Also, during the fiscal Mr. Santosh Kumar Agrawal was appointed as a Whole-time Director designated as "Director - Sales & Marketing".

The composition of the Board is in conformity with the requirements of Clause 49 of the Listing Agreement. Mr. Chandra Prakash Agrawal, Mr. Santosh Kumar Agrawal and Mr. Prem Prakash Agrawal are related to each other as brothers.

During the financial year 2014-15, Eleven Board Meetings were held. These were held on 03.05.2014, 30.05.2014, 10.07.2014, 20.08.2014, 09.09.2014, 27.09.2014, 15.10.2014, 11.11.2014, 06.02.2015, 19.03.2015 and 27.03.2015.

As per the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 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 meeting is mandatory as per the Section 149 read with Schedule IV to the Companies Act, 2013 and amended Clause 49 of the Listing Agreement.

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.

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 Clause 49 of the Listing Agreement.

Composition of the Board of Directors, their attendance in the Board Meetings and other particulars as on 31st March, 2015 is as follows:

Name & Designation of the Directors	Category/ Position	Last Annual General Meeting Attended	No. of Board Meetings Attended out of 11 meetings held during the year	No. of other directorships in public companies as on 31/03/2015	No. of committee positions held in other public companies as on 31/03/2015	
					Chairman	Member
Mr. Chandra Prakash Agrawal Chairman & Managing Director (DIN: 01814318)	Executive/ Promoter	Yes	11	1	Nil	Nil
Mr. Santosh Kumar Agrawal Director Sales & Marketing (DIN: 01045228)	Executive/ Promoter	No	6	Nil	Nil	Nil
Mr. Prem Prakash Agrawal Whole-time Director (DIN: 01397585)	Executive/ Promoter	No	9	Nil	Nil	Nil
Mr. Nitin M Kandoi Whole-time Director (DIN:01979952)	Executive/ Promoter	No	9	1	Nil	Nil
Mr. Jyotirindra Nath Dey Director (DIN: 00180925)	Non-Executive/ Independent	Yes	11	2	2	4
Mr. Rajesh Kumar Jain Director (DIN: 02113164)	Non-Executive/ Independent	No	11	1	Nil	Nil
Mr. Piyush Kankrania Director (DIN: 05241962)	Non-Executive/ Independent	Yes	11	Nil	Nil	Nil
Mrs. Sangeeta Upadhyay Director (DIN : 06920195)	Non-Executive/ Independent	No	6	Nil	Nil	Nil

Notes:

- Mr. Rajesh Kumar Jain, Mr. Jyotirindra Nath Dey, Mr. Piyush Kankrania and Mrs. Sangeeta Upadhyaya have been considered as Independent Directors as they qualify to be Independent Directors as per the provisions of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement.
- Other Directorships of only Indian Public Limited Companies have been considered.
- Committee positions of only 3 committees namely Audit Committee, Stakeholders Relationship Committee (formerly Share Transfer and Investors'/Shareholders' Grievance Committee) and Nomination and Remuneration Committee (formerly Remuneration 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.
- Except Mr. Chandra Prakash Agrawal, Mr. Santosh Kumar Agrawal and Mr. Prem Prakash Agarwal who are brothers, no other directors have any inter se relationship.

The details of shares held by the Directors of the

Company in their individual names as on March 31, 2015 are furnished below:

Sr. No.	Name of Directors	No. of Shares held
1.	Chandra Prakash Agrawal	4220249
2.	Mr. Santosh Kumar Agrawal	25,000
3.	Mr. Prem Prakash Agrawal	333
4.	Mr. Nitin M Kandoi	50,000
5.	Jyotirindra Nath Dey	NIL
6.	Mr. Rajesh Kumar Jain	NIL
7.	Mr. Piyush Kankrania	NIL
8.	Mrs. Sangeeta Upadhyay	NIL

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 Clause 49 of the Listing Agreement. 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.

Board Procedures

The Board meets atleast 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 & CEO on the overall performance of the Company through presentations and detailed notes. The Board has complete access to any information within your Company which includes the information as specified in Annexure X to Clause 49 of the Listing Agreement and they are updated about their roles and responsibilities in the Company.

The Board, inter alia, reviews annual operating and capital expenditure plans and budgets, financial statements of business segments, compliance report(s) of all laws applicable to the Company, major legal and tax issues, policies/charters of committees of the Company, appointment and remuneration to Directors, minutes of the Committee Meetings of the Company, significant labour issues, presentations on Environment Health and Safety (EHS) initiatives, risk management, transactions involving sale of material investments, assets, which are not in normal course of business, foreign currency exposure, status of all investments made by the Company, declaration of dividend, issue of securities, short-term borrowings, any other proposal from the management regarding mergers, acquisitions and restructuring of investments, etc.

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.

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

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.

Meeting of Independent Directors

During the year, meeting of Independent Directors was held to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

Mr. Jyotirindra Nath Dey, Chairman of the Meeting presented the views of the Independent Directors on matters relating to Board processes and the overall affairs of the Company to the full Board.

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.

Other Provisions as to Board and Committees

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

During the year under review, none of the Directors of the Company was a member of more than 10 specified Committees or Chairman of more than 5 such Committees in companies in which he/she was a Director.

Your Company's Directors promptly notify any change(s) in the committee positions as and when they take place.

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 Clause 49(II)(E) of the Listing Agreement, the Managing Director of the Company 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 of the Company www.gallantt.com

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, 1992 [Now, 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, 1992. The Insider Trading Code and Code for Fair Disclosure have been disclosed on the Company's website www.gallantt.com and circulated to all the Directors / employees and displayed at the Registered Office and Factory Office of the Company.

Whistle Blower Policy

Your Company has established a Vigil Mechanism/ Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate

safeguards against victimisation of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman.

Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Whistle Blower Policy has been disclosed on the Company's website www.gallantt.com and circulated to all the Directors / employees.

COMMITTEES OF THE BOARD

The Committees constituted by the Board play a very important role in the governance structure of the Company. The terms of reference of these Committees are approved by the Board and are in line with the requirements of Companies Act, 2013 and Clause 49 of the Listing Agreement. The minutes of Committee meetings are tabled at the Board meetings and the Chairperson of each Committee briefs the members of the Board on the important deliberations and decisions of the respective Committees. The minutes of the proceedings of the Committee Meetings are captured in the same manner as the Board Meetings and in accordance with the provisions of the Companies Act, 2013. Currently, there are six (4) Committees of the Board, viz., Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and CSR Committee.

AUDIT COMMITTEE

The Audit Committee which acts as a link between the management, external and internal auditors and the Board of Directors of the Company is responsible for overseeing the Company's financial reporting process by providing direction to audit function and monitoring the scope and quality of internal and statutory audits.

Composition

As on date, the Audit Committee comprises of three (3) Independent Directors. The members of the Audit Committee are Mr. Piyush Kankrania (Chairman), Mr. Rajesh Kumar Jain and Mr. Jyotirindra Nath Dey, all of whom possess accounting and financial management expertise/ exposure. Mr. Nitesh Kumar, Company Secretary acts as the Secretary to the Audit Committee. Mr. Piyush Kankrania, the Chairman – Audit Committee was present at the Annual General Meeting held on September 09, 2014.

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

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 Agreement 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 amended Clause 49 of the Listing Agreement. The recommendations of the Audit Committee are placed before the Board for its consideration and approval.

A total of Nine Audit Committee Meetings were held in the financial year 2014-15. The meetings were held on 03.05.2014, 30.05.2014, 10.07.2014, 20.08.2014, 15.10.2014, 11.11.2014, 06.02.2015, 19.03.2015, and 27.03.2015.

The composition of the Committee and details of

attendance at the Meetings are as follows:

Names	Designation	Category	Committee Meeting Attended
Mr. P. Kankrania	Chairman	Independent	9
Mr. J. N. Dey	Member	Independent	8
Mr. R. K. Jain	Member	Independent	9

The role of the Audit Committee, inter alia, includes the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Reviewing with the management the quarterly, half-yearly, nine-monthly and annual financial statements, standalone as well as consolidated, before submission to the Board for approval;
3. Reviewing the Management Discussion and Analysis of the financial condition and results of operations;
4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report as per Section 134(3)(c) of the Companies Act, 2013;
 - b. Changes in the accounting policies and practices and the reasons for the same, major accounting entries involving estimates based on the exercise of judgment by management and significant adjustments made in the financial statements arising out of audit findings;
 - c. Compliance with listing and other legal requirements relating to financial statements;
 - d. Disclosure of any Related Party Transactions (RPTs); and
 - e. Qualifications in the draft audit report, if any.
5. Reviewing the financial statements of unlisted subsidiary companies (including joint ventures) and investments made by the unlisted subsidiary companies (including joint ventures);
6. Reviewing and considering the following w.r.t. appointment of auditors before recommending to the Board:
 - a. qualifications and experience of the individual/firm proposed to be considered for appointment as auditor;

- b. whether such qualifications and experience are commensurate with the size and requirements of the company; and
 - c. giving due regard to any order or pending proceeding relating to professional matters of conduct against the proposed auditor before the Institute of Chartered Accountants of India or any competent authority or any Court.
7. Recommending to the Board the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, fixing of audit fees and approving payments for any other service;
8. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
9. Reviewing and approving quarterly and yearly management representation letters to the statutory auditor;
10. Reviewing management letters/letters of internal control weaknesses issued by the statutory auditors and ensuring suitable follow-up thereon;
11. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
13. Reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditor of the Company;
14. Formulating in consultation with the Internal Auditor, the scope, functioning, periodicity and methodology for conducting the internal audit;
15. Evaluating the internal financial controls and risk management policies/system of the Company;
16. Discussion with the internal auditors on internal audit reports relating to internal control weaknesses and any other significant findings and follow-up thereon;
17. Reviewing the internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
18. Review and comment upon the report made by the statutory auditors (before submission to the Central Government) with regard to any offence involving fraud committed against the company by its officers/employees;
19. Approval or subsequent modification of transactions of the Company with related parties including appointment and revision in remuneration of related parties to an office or place of profit in the Company, its subsidiary company or associate company;
20. Reviewing the statements of significant related party transactions submitted by the management;
21. Reviewing and Scrutinizing the inter-corporate loans and investments;
22. Review of the Whistle Blower mechanism of the Company as per the Whistle Blower Policy. Overseeing the functioning of the same;
23. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
24. Approving the auditors (appointed under the Companies Act, 2013) to render any service other than consulting and specialised services;
25. Recommending to the Board of Directors, the appointment, remuneration and terms of appointment of Cost Auditor for the Company;
26. Review the cost audit report submitted by the cost auditor on audit of cost records before submission to the Board for approval;
27. Appointing registered valuers and defining the terms and conditions for conducting the valuation of assets/net-worth/ liabilities of the Company. Reviewing the valuation report and follow-up thereon;
28. Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
29. Looking into reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any;
30. Review and approve policy formulated for determination of material subsidiaries;
31. Review and approve policy on materiality of related party transactions and also dealing with related party transactions; and

32. Any other matter referred to by the Board of Directors.

NOMINATION AND REMUNERATION COMMITTEE (FORMERLY REMUNERATION COMMITTEE)

During the year ended 31st March, 2015, the Remuneration Committee comprised of Mr. Jyotirindra Nath Dey, an Independent Director, as the Chairman and Mr. Piyush Kankrania and Mr. Rajesh Kumar Jain all independent Directors as Members. Mr. Nitesh Kumar, Company Secretary acts as the Secretary to the Committee.

The Nomination and Remuneration Committee was constituted to discharge the Board's responsibilities relating to compensation of the Company's executive directors and senior management.

A total of four Nomination and Remuneration Committee Meeting were held in the financial year 2014-15. The meetings were held on 03.05.2014, 10.07.2014, 20.08.2014 and 27.03.2015.

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	4
Mr. P. Kankrania	Member	Independent	4
Mr. R. K. Jain	Member	Independent	4

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.

Nomination and Remuneration Policy of the Company

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

Remuneration of Directors

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

The aggregate value of salary and perquisites paid for the year ended 31st March, 2015 to Managing/Whole-time Directors are as follows:

Name	Designation	Aggregate Value of Salary & Perquisites (₹ In Lacs)
Mr. Chandra Prakash Agrawal	Chairman and Managing Director	12.00
Mr. Prem Prakash Agarwal	Wholetime Director	12.00
Mr. Nitin M Kandoi	Director-Plant Operation	10.68
Mr. Santosh Kumar Agrawal	Director - Sales & Marketing	12.71

The Remuneration to the Executive Directors is determined by the 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.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

During the year ended 31st March, 2015, the Stakeholders Relationship Committee comprised of Mr. Rajesh Kumar Jain, an Independent Director, as the Chairman and Mr. Piyush Kankrania and Mr. Jyotirindra Nath Dey all independent Directors as Members. Mr. Nitesh Kumar, 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 nitesh@gallantt.com designated exclusively for the purpose.

A total of three Stakeholders Relationship Committee Meeting were held in the financial year 2014–15. The meetings were held on 03.05.2014, 28.11.2014 and 20.12.2014.

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

Names	Designation	Category	Committee Meeting Attended
Mr. R. K. Jain	Chairman	Independent	3
Mr. P. Kankrania	Member	Independent	3
Mr. J. N. Dey	Member	Independent	3

During the year Company has not received complaints.

As required under Clause 47(c) of the listing agreements entered into by Gallantt Ispat 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

Composition	Designation	Details of Meetings held during the F.Y. 2014-15	Whether Meeting attended
Mr. Jyotirindra Nath Dey	Chairman	03.05.2014	Yes
Mr. Prem Prakash Agrawal	Member	28.11.2014	Yes
Mr. Chandra Prakash Agrawal	Member	20.12.2014	Yes

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.

The Board of Directors of the Company has approved the CSR Policy of the Company on the recommendations of

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 Ispat. 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.

The nomenclature and terms of reference of Shareholders/Investors Grievance Committee was changed to Stakeholders Relationship and Investors Grievance Committee pursuant to Section 178 of the Companies Act, 2013.

The terms of reference of the Committee were also amended pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The revised terms of reference includes enquiring into and redress complaints of shareholders and investors and to resolve the grievance of security holders of the Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The composition of the CSR Committee is in line with provisions of Section 135 of the Companies Act, 2013.

The Committee met three (3) times during the financial year ended 31st March, 2015 on 03.05.2014, 28.11.2014 and 20.12.2014. 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, 2015 is detailed below:

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.

SUBSIDIARY COMPANIES

Your Company has no subsidiary Company. Also, your Company does not have any material unlisted Indian subsidiary, and hence, is not required to nominate an Independent Director of the Company on the Board of any subsidiary.

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 Ispat 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 Agro 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.

RELATED PARTY TRANSACTIONS

Your Company has formulated a Policy on materiality of Related Party Transactions and also dealing with Related Party Transactions.

The necessary disclosures regarding the transactions with related parties are given in the Notes to the financial statements.

During the year under review, Your Company had not entered into any material transaction with any of its related parties.

DISCLOSURES**i) Related Party Transactions**

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

ii) Disclosure of Accounting Treatment

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

iii) Remuneration of Directors Criteria for making payments to Executive, 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 2014-15 are as follows:

Name of Director	Sitting Fees (₹)
Mr. Jyotirindra Nath Dey	29,000
Mr. Rajesh Kumar Jain	27,000
Mr. Piyush Kankrania	27,000
Mrs. Sangeeta Upadhyay	6,000
TOTAL	89,000

Details of Remuneration to Executive Directors for the financial year ended March 31, 2015

Name	Designation	Aggregate Value of Salary & Perquisites (₹) (fixed components)
Mr. Chandra Prakash Agrawal	Managing Director	12,00,000
Mr. Santosh Kumar Agrawal	Director Sales & Marketing	12,70,968
Mr. Prem Prakash Agrawal	Wholetime Director	12,00,000
Mr. Nitin M Kandoi	Director (Plant Operation)	10,68,388

iv) Management

Management Discussion and Analysis Report comprising of all information as prescribed under Clause 49 (VIII)(D) of the Listing Agreement 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.

v) Shareholders

The details relating to appointment and re-appointment of Directors as required under Clause 49(VIII)(E) of the Listing Agreement is provided in the Notice to the Annual general Meeting.

vi) Proceeds from Preferential Issue

Your Company has not raised fund through Preferential Issue.

vii) Strictures and penalties

There have been no instances of non-compliance by the Company on any matters related to the capital markets, nor have any penalty/strictures been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on such matters during the last three years.

CEO/CFO CERTIFICATION

As required under Clause 49 (IX) of the Listing Agreement, the CEO/CFO certificate for the financial year ended 31st March, 2015, signed by Mr. Mayank Agrawal, CEO and Mr. Amit Jalan, CFO is annexed and forms part of this Report.

Your Company has complied with the mandatory requirements and adopted the non-mandatory requirements of the Listing Agreement.

General Body Meetings

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

Year	Venue	Date	Time
2014	RABINDRA OKARURA BHAVAN, DD-27/A/1, Sector -1, DD Block, Salt Lake City - Kolkata – 700 091	09.09.2014	11.30 A.M.
2013	RABINDRA OKARURA BHAVAN, DD-27/A/1, Sector - 1, DD Block, Salt Lake City - Kolkata – 700 091	19.09.2013	11.30 A.M.
2012	RABINDRA OKARURA BHAVAN, DD-27/A/1, Sector - 1, DD Block, Salt Lake City - Kolkata – 700 091	25.09.2012	11.30 A.M.

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

AGM	AGM DATE	SPECIAL RESOLUTION PASSED
2014	09.09.2014	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. 4. Appointment of Mrs. Madhu Agrawal as Senior Executive (Office Administration-Works)
2013	19.09.2013	1. Reappointment of Mr. Chandra Prakash Agarwal as a Chairman and Managing Director 2. Reappointment of Mr. Prem Prakash Agarwal as a Whole-time Director 3. Appointment of Mrs. Uma Agrawal as a Senior Executive (Office Administration) of the Company 4. Appointment of Mrs. Shyama Agrawal as a Senior Executive (Personnel) of the Company 5. Appointment of Mrs. Shruti Kandoi as a Senior Executive (MIS) of the Company 6. Increase in Remuneration of Mr. Mayank Agrawal as a Senior Executive (Office Administration) of the Company 7. Appointment of Mrs. Pallavi Agrawal as a Senior Executive (Corporate Communication) of the Company
2012	25.09.2012	Alteration of Articles of Association for insertion of new Articles 106A & 191A

Extraordinary General Meeting

An Extraordinary General Meeting of the members was held on November 05, 2011 and the following Special Resolutions were passed:

AGM	AGM DATE	SPECIAL RESOLUTION PASSED
2011	05.11.2011	1. Preferential Issue of Zero Coupon Fully Convertible Unsecured Debentures.

Details of Resolutions passed through Postal Ballot

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), and Clause 35B of the Listing Agreement executed by the Company with the BSE Limited and the National Stock Exchange of India Limited, and Securities Exchange Board of India ("SEBI") Circulars bearing nos. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and CIR/CFD//DIL/8/2013 dated 21st May, 2013 ("SEBI Circulars"), Public shareholders of the Company has been given facilities of voting through postal ballot and e-voting to consider, and to pass the resolution for approval of said scheme of amalgamation of Gallantt Udyog Limited with the Company. The last date for receiving of voting (ballot)/ reply duly completed was November 12, 2014 by 6:00 p.m.

Court Convened Meeting of Shareholders

In accordance with the order of Honorable High Court of Calcutta under the said Scheme of Amalgamation, a

Court convened meeting of the Equity Shareholders of the Company was held on November 08, 2014.

COMPLIANCE CERTIFICATE

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

Means of Communication:

In accordance with 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. 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.

Shareholding Pattern and Corporate Governance Report and other compliances are also filed electronically on NEAPS. NEAPS stands for NSE Electronic Application Processing System. NEAPS is a web based application designed by NSE for Corporates.

Compliance Officer

The Board has designated Mr. Nitesh Kumar, Company Secretary as the Compliance Officer.

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

General Shareholder Information

1. Date, Time and Venue of 11th AGM	Monday, 28th September, 2015 at 11.00 A.M. at NAZRUL MANCH, Office of the Municipal Councillors, Kamarhati 1, M.M. Feeder Road, P.O. - Belgharia, Kolkata - 700 056
2. Financial Calender	1st April to 31st March
3. Dates of book closure	22nd September, 2015 to 28th September, 2015
4. Listing on stock exchanges	Bombay Stock Exchange Ltd. (BSE) National Stock Exchange of India Ltd. (NSE)
5. Listing fees for 2015-16	Paid for both the Stock Exchanges
6. Electronic Connectivity	National Securities Depository Ltd. (NSDL) & Central Depository Services (India) Ltd.
7. Registered Office	1, Crooked Lane, Second Floor, Kolkata- 700 069. Telfax:- +91-33-40642189 E-mail: nitesh@gallantt.com Website: gallantt.com
8. Works Office	<ul style="list-style-type: none"> Plot No. AL-5, Sector – 23, Gorakhpur Industrial Development Authority (GIDA), Sahjanwa, Gorakhpur, U.P. Tele:+91-551-2700302, Fax: +91-551-2700320 60KM Stone, Gorakhpur Lucknow Highway Sabdaiyan Kalan, Basti, Gorakhpur, Uttar Pradesh Gram - Mouza - Chipli Thana - Durgavati, Dist. - Kaimur (Bhabhua), Bihar
9. 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
10 Dividend	A dividend of Re. 1.00 per equity share will be credited / dispatched on or after 3rd October, 2015 subject to approval by the shareholders at the Annual General Meeting to be held on 28th September, 2015.

11. Stock Market Data

Monthly high and low quotations of shares traded on Bombay Stock Exchange Ltd. and National Stock Exchange of India Limited for the Year 2014-15.

Month	BSE				NSE			
	Open Price	High Price	Low Price	Close Price	Open Price	High Price	Low Price	Close Price
Apr-14	305.8	325	261	297	305.05	343	275.3	300
May-14	297.55	396	291	393.35	297	395.5	290.05	393.05
Jun-14	394	481.4	394	462.95	393.35	499.95	393.35	461.25
Jul-14	461.25	469.4	425.5	428.55	461.25	480	425.05	427.55
Aug-14	429	457.7	370.8	371.8	429	431.9	370.8	372.75
Sep-14	372.05	390	363	367.6	372.25	384	362	367.5
Oct-14	367.4	444.4	344.4	376	367.45	383	344.05	376.35
Nov-14	373.2	396.75	370.55	395.35	368.7	396.3	368.7	395.4
Dec-14	396	398.5	392.5	394.2	395.7	398.25	392	394.45
Jan-15	394.5	409.85	392.75	403.6	394.5	405.25	394	403.15
Feb-15	403.2	406.7	401.85	406	403.25	406.8	402	405.8
Mar-15	405.6	408.3	403	404.2	405	409.9	402	404.65

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.

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, 2015.

Stock Code

Bombay Stock Exchange Limited	533265
National Stock Exchange of India Limited	GALLISPAT

Distribution of Shareholding

The distribution of shareholding as on 31st March, 2015 was as follows

No. of Shares held	Shareholders		Shares	
	Number	% to total	Number	% to total
Upto 500	874	90.10	60,874	0.21
501-1,000	21	2.17	15,870	0.05
1,001-5,000	27	2.78	61,507	0.21
5,001-10,000	11	1.13	80,211	0.27
10,001-50,000	14	1.44	3,86,615	1.32
50,001-1,00,000	4	0.42	2,95,002	1.01
1,00,001 and Above	19	1.96	2,83,66,426	96.93
Total	970	100.00	2,92,66,505	100.00

Categories of shareholding as on 31st March, 2015

Category (as Gallantt reports to stock exchanges)	Shares Holdings	% of Total
PROMOTERS' HOLDING		
Promoters	2,10,31,278	71.861
Total Promoters' Holding	2,10,31,278	71.861
PUBLIC SHAREHOLDING		
Financial Institutions/Banks	100	0.002
Financial Institution Investor	12,74,645	4.355
Others :		
Bodies Corporate	57,15,722	19.530
Individuals	2,39,887	0.819
NRI/OCBs	9,72,036	3.321
Clearing Memb/Clearing Cor (Demat shares in transit)	32,837	0.112
Total Public Shareholding	82,35,227	28.139
GRAND TOTAL	2,92,66,505	100

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 (₹)
2010-11	5	Re. 0.50 (Paise Fifty only)	₹ 1,33,83,252.50
2011-12	5	Re. 0.50 (Paise Fifty only)	₹ 1,33,83,252.50
2012-13	5	Re. 0.50 (Paise Fifty only)	₹ 1,46,33,252.50
2013-14	5	Re. 0.50 (Paise Fifty only)	₹ 1,46,33,252.50

AMALGAMATION OF GALLANTT UDYOG LIMITED WITH THE COMPANY

By the Order dated 10th June, 2014 as modified vide order dated 26th August 2014 passed by the Hon'ble High Court at Calcutta, a meeting of the equity shareholders of the Company was convened and held at Manthan Hotel and Restaurant, 3, Waterloo Street, Dalhousie, Kolkata - 700069 on the 8th day of November, 2014 at 11:00 am, for the purpose of considering and approving, Scheme of Amalgamation of the Gallantt Udyog Limited (Transferor Company) with the Company. The Resolution was passed with the requisite majority of the shareholders. Also, the public shareholders were given facilities to vote through Postal Ballot and E-voting. Company had complied with all the procedural requirements for the said amalgamation.

By an order date May 14, 2015, the Honorable High Court at Calcutta has approved the Scheme of Amalgamation as above.

Securities and Exchange Board of India (SEBI) has, vide its letter bearing no. CFD/DIL/HB/MT/14086/2014 dated May 16, 2014, issued its letter of observation/comment to the Company. Bombay Stock Exchange Limited vide its letter bearing no. DCS/AMAL/BS/24(f)/050/2014-15 dated May 20, 2014 and National Stock Exchange of India Limited vide its letter bearing no. Ref: NSE/

LIST/239345-W dated May 21, 2014 had also granted their No-Objection to the said amalgamation.

Pursuant to the Scheme of Amalgamation as approved, Board of Directors of the Company, at their meeting held on June 26, 2015, allotted 92,15,159 Equity Shares of ₹ 10/- fully paid up to the Equity Shareholders of Gallantt Udyog Limited, Transferor Company, in the ratio of 5:6 (five equity shares for every six equity shares held in Gallantt Udyog Limited).

Green Initiative

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, has 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. nitesh@gallantt.com. Members who hold shares in electronic form are requested to get their details updated with the respective Depositories.

Covering letter of annual audit report to be filed with stock exchanges.

In terms of Clause 31(a) of the Listing Agreement, the covering letter of the annual audit report to be filed with the stock exchanges (Form A) duly signed by the Managing Director, Executive Directors, Chief Financial Officer, Auditors of the company and Chairman of the Audit Committee would be filed with the stock exchanges along with the copies of the Annual Reports.

Corporate Identity Number (CIN):
L27109WB2005PLC101650

Investor's Correspondence

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

ADOPTION OF NON-MANDATORY REQUIREMENTS

Except constitution of Remuneration Committee, the Company has so far not implemented other Non-Mandatory requirements of the Code of Corporate Governance.

On behalf of the Board

C. P. Agrawal

Chairman

DIN : 01814318

Place: Kolkata

Date: August 28, 2015

Declaration by the Managing Director (under Clause 49 of the Listing Agreement regarding compliance with Code of Conduct)

To

The Members of

Gallantt Ispat Limited

In accordance with Clause 49(II)(E) of the Listing Agreement with the Stock Exchanges, I hereby confirm that, all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended on 31st March, 2015.

Place: Kolkata

Dated: August 28, 2015

C. P. Agrawal

Managing Director

(DIN: 01814318)

AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

We have examined the compliance of the conditions of Corporate Governance by Gallantt Ispat Limited for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.

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 the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company had complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that there are no investor grievances pending against the Company for the period exceeding one month as at 31st March, 2015 as per the records maintained by the Registrar and Transfer Agent of the Company and presented to the Stakeholders' Relationship Committee.

We further 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 **Anoop Agarwal & Co.**
Chartered Accountants
Amit Kumar Srivastava
Partner
Membership No. 517195

Place: Kolkata

Date: 28.08. 2015

CEO/CFO CERTIFICATION

The Board of Director

Gallantt Ispat Limited

1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700 069.

Re: Financial Statements for the Financial year 2014-15 – Certificate by CEO and CFO

We, Mayank Agrawal, CEO and Mr. Amit Jalan, Chief Financial Officer, of Gallantt Ispat Limited on the review of financial statements and cash flow statement for the year ended 31st March, 2015 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, 2015 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 the financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies in the design or operation of such internal controls of which we are aware and the steps we have taken or purpose to take rectify these deficiencies.
5. We have indicated to the Auditors & the Audit Committee:
 - (i) there have been no significant changes in internal control over financial reporting during the period.
 - (ii) there have been no significant changes in accounting policies during the period.
 - (iii) there have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.

Kolkata
August 28, 2015

Amit Jalan
CFO

Mayank Agrawal
Chief Executive Officer

INDEPENDENT AUDITOR'S REPORT to the shareholders

Report on the financial statements

We have audited the accompanying financial statements of GALLANTT ISPAT LIMITED ('The Company'), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 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, 2015. 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 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 there-under.

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 the 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 a 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 standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, 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, 2015;
- b) in the case of the Statement of Profit & Loss, of the Profit of the Company 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, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
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 purposes 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.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account. Financial Figures for the year ended 31st March, 2015 are not comparable with the corresponding year ended 31st March, 2014 pursuant to the scheme of Amalgamation (the 'Scheme') between Gallantt Ispat Limited and Gallantt Udyog Limited being approved by Honorable High Court of Calcutta on May 14, 2015. The financial figures for the current year include the operation of entire business undertaking of Gallantt Ispat Limited as well as Gallantt Udyog Limited, but the financial figures for the last fiscal are standalone figure of the Company only and these do not include figures of Gallantt Udyog Limited. Refer Note no. 44.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015.
- e) On the basis of the written representations received from the directors as on 31 March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2015, in our opinion and to the best of our information and according to the explanations given to us:

- i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note no. 41 & 42 regarding recognition of freight subsidy of ₹ 3,203.30 lacs which is subject to decision of honorable High Court and in case decision comes against the Co. the profit for the year will be reduced by ₹ 3,203.30 lacs.
- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Anoop Agarwal & Co.**
Chartered Accountants

(Amit Kumar Srivastava)
Partner

Membership No. 517195
Firm Reg. no. 001739C

Place: Kolkata
Dated: 27.05.2015

Annexure to the Independent Auditor's Report to the Shareholders

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2015, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner and no material discrepancies were noticed on such verification. In our opinion, this periodically of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
2. (a) As informed to us, the physical verification of inventory has been conducted by the Management at reasonable intervals during the year.
- (b) In our opinion and according to the information & explanation given to us, the procedures of physical verification of stock followed by the Management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory and the discrepancies between the physical stocks and book records, which are not significant, have been properly dealt with in books of accounts.
3. The Company has not granted any loans to the bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
5. The Company has not accepted any deposits from the public.
6. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under sub-section (1) of section 148 of the Act and we are of the opinion that *prima facie* the prescribed accounts and 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.
7. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of value added tax have not been deposited by the Company on account of disputes given below:

Statute	Nature of dues	Forum where dispute is Pending	Period to which the amount relates	Amount involved (₹ in Lakh)
UP VAT ACT 2008	VAT	Government of Uttar Pradesh	August 2011 to March 2015	5,591.85 (Refer Note no. 39)

- c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
8. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
9. The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
10. In our opinion and according to the information and the explanations given to us, the Amalgamating Company has given corporate guarantee in favour of M/S Gallantt Metal Limited to the extent of ₹1,465.00 lacs has been given by pledging

14650000 shares of M/S Gallantt Metal Limited of ₹ 10/- each to Banks any guarantee for loans taken by others from banks or financial institutions.

11. The Company has not raised new term loans during the year. The term loans outstanding at the beginning of the year have been applied for the purpose for which the loans were raised.
12. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For **Anoop Agarwal & Co.**
Chartered Accountants

(Amit Kumar Srivastava)
Partner
Membership No. 517195
Firm Reg. no. 001739C

Place: Kolkata
Dated: 27.05.2015

Balance Sheet as at 31st March, 2015

(₹ in lacs)

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
A. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
Share Capital	2	2,926.65	2,926.65
Share Capital Suspence		(103.04)	—
Reserves & Surplus	3	29,850.87	17,741.51
Sub Total		32,674.48	20,668.16
2 Non Current Liabilities:			
Long Term Borrowings	4	450.00	2,124.00
Deferred Tax Liability	5	2,265.27	1,919.01
Other Long Term Borrowings	6	7,164.24	5,483.39
Sub Total		9,879.51	9,526.40
3 Current Liabilities:			
Short Term Borrowings	7	5,598.74	9,957.88
Trade Payables	8	1,507.28	168.95
Other Current Liabilities	9	9,553.06	6,023.25
Short Term Provisions	10	388.75	230.29
Sub Total		17,047.83	16,380.38
TOTAL		59,601.82	46,574.93
B ASSETS			
1 Non Current Assets:			
Fixed Assets			
Tangible Assets	11	26,552.44	25,771.35
Intangible Assets	12	0.20	2.79
Capital Work in Progress		781.55	43.98
Non Current Investments	13	3,930.19	51.45
Long Term Loans and Advances	14	37.44	1.77
Sub Total		31,301.82	25,871.34
2 Current Assets:			
Inventories	15	5,082.35	3,958.66
Trade Receivables	16	4,480.75	3,474.98
Cash and Cash Equivalents	17	946.98	569.66
Short Term Loans and Advances	18	17,789.72	12,674.88
Other Current Assets	19	0.20	25.41
Sub Total		28,300.00	20,703.60
TOTAL		59,601.82	46,574.93
Notes forming part of Financial Statements	1 to 49		

As per our report of even date
For **ANOO P AGARWAL & CO.**
Chartered Accountants

(Amit Kumar Srivastava)
Partner
Membership No. 517195
Place : Kolkata
Dated : 27.05.2015

(C.P. Agrawal)
Chairman & Managing Director

(Amit Jalan)
Chief Financial officer

(S.K. Agrawal)
Whole time Director

(Nitesh Kumar)
Company Secretary

Statement of Profit & Loss for the year ended 31st March, 2015

(₹ in lacs)

Particulars	Note No.	Year ended 31st March, 2015	Year ended 31st March, 2014
A. REVENUE			
Revenue from Operations	20	56,074.10	47,327.85
Other Income	21	272.13	53.63
Total (A)		56,346.23	47,381.48
B. EXPENSES			
Changes in Inventories of Finished Goods	22	70.20	479.86
Cost of Materials consumed	23	43,586.60	38,373.73
Employee Benefit Expenses	24	679.17	289.70
Financial Costs	25	960.51	1,541.16
Depreciation and Amortization Expenses	26	1,459.90	1,694.07
Other Expenses	27	6,529.17	3,256.28
Total (B)		53,285.56	45,634.80
Profit before Exceptional & Extraordinary Items And Tax (A)-(B)		3,060.67	1,746.68
Less: Exceptional & Extraordinary Items (Preliminary Exp. w/o)		25.21	27.86
Profit before Tax		3,035.46	1,718.82
Prior Period Items		(17.76)	0.02
Profit After Prior Period Exp but before Tax		3,017.70	1,718.84
Tax Expense			
- Current Tax		632.52	360.28
- Less: Mat Credit		(632.52)	(360.28)
- Deferred Tax		306.78	220.85
Total Tax		306.78	220.85
Profit for the year		2,710.92	1,497.98
Earning per Share			
Basic (₹)		9.60	5.18
Diluted (₹)		9.60	5.18
Notes forming part of Financial Statements	1 to 49		

As per our report of even date
For **ANOOP AGARWAL & CO.**
Chartered Accountants

(Amit Kumar Srivastava)
Partner
Membership No. 517195
Place : Kolkata
Dated : 27.05.2015

(C.P. Agrawal)
Chairman & Managing Director

(Amit Jalan)
Chief Financial officer

(S.K. Agrawal)
Whole time Director

(Nitesh Kumar)
Company Secretary

GALANIT

Directors Report

Report on Corporate Governance

Auditors Report

Balance Sheet

Statement of Profit and Loss

Cash Flow Statement for the year ended 31st March, 2015

(₹ in lacs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	3,017.70	1,718.82
Add:		
- Depreciation	1,459.90	1,694.07
- Interest Paid	960.51	1,541.16
- Misc. Expenditure Written Off during the year	25.21	27.86
- Expenses relating to earlier years	17.76	0.02
	5,481.09	4,981.93
Less: Profit on sale of Assets	254.08	—
Less: Income Tax Paid	583.62	300.00
Cash Flow from Operating Activities before Working Capital changes	4,643.39	4,681.93
Changes in Working Capital:		
- Change in Inventories	(97.53)	(334.87)
- Change in Trade receivables	(834.57)	361.90
- Change in Short Term Loans & Advances	(3,813.53)	(3,265.64)
- Change in Short Term Borrowings	615.14	1,176.65
- Change in Trade Payables	1,328.00	(86.89)
- Change in Other Current Liabilities	2,397.66	950.12
- Change in Short Term Provisions	(10.18)	59.09
- Change in other current Assets	25.21	—
Net Cash Flow from Operating Activities (A)	4,253.58	3,542.29
B CASH FLOW FROM INVESTING ACTIVITIES		
Change in Fixed Assets	273.02	(159.33)
Changes in Investment	(1,767.42)	—
Change in Capital WIP	(737.57)	(9.09)
Net Cash Flow from Investing Activities (B)	(2,231.97)	(168.42)

Cash Flow Statement for the year ended 31st March, 2015

(₹ in lacs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
C CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid	(960.51)	(1,541.16)
Dividend Paid	(119.97)	(171.20)
Change in Share Capital	—	250.00
Change in Long Term Loans & Advances	12.61	22.37
Change in Long Term Borrowing	(2,374.00)	(3,185.50)
Change in Other Long Term Borrowing	1,680.84	1,567.87
Net Cash Flow from Financing Activities (C)	(1,761.03)	(3,057.62)
Net Cash Inflow / (Outflow)- (A to C)	260.58	316.26
Add: Opening Balance of Cash & Cash Equivalent	686.40	253.40
Closing Balance of Cash & Cash Equivalents	946.98	569.66
Cash & Cash Equivalent comprises of :		
(i) Cash in hand	630.78	258.70
(ii) Balance with Banks		
- Fixed deposits with Banks	302.58	189.10
- Balance with Banks	13.63	121.86
Total	946.98	569.66

As per our report of even date
For **ANOOP AGARWAL & CO.**
Chartered Accountants

(Amit Kumar Srivastava)
Partner
Membership No. 517195
Place : Kolkata
Dated : 27.05.2015

(C.P. Agrawal)
Chairman & Managing Director

(Amit Jalan)
Chief Financial officer

(S.K. Agrawal)
Whole time Director

(Nitesh Kumar)
Company Secretary

GALANIT

Auditors Report

Balance Sheet

Statement of Profit and Loss

Cash Flow Statement

Notes

Notes to the Financial Statements as at and for the year ended 31st March, 2015

Corporate Information

1. Corporate Information

Gallantt Ispat Limited ('the Company'/'GIL') is engaged in the business of Iron & Steel, Agro and Power. The Company was promoted by M/s. Gallantt Metal Limited, Chandra Prakash Agrawal, Mr. Prem Prakash Agrawal, Mr. Nitin M Kandoi and M/s. Chandra Prakash Agrawal & Sons (HUF).

During the current year, Gallantt Udyog Limited ("GUL") amalgamated with the Company under the provisions of Section 391 to 394 of the Companies Act, 1956 and/or the Companies Act, 2013. As per the terms of the Scheme Amalgamation, shareholders of GUL will receive 5 equity shares of ₹ 10 each of GIL for 6 equity shares of ₹ 10 each of GUL.

The Scheme has been approved by the Honorable High Court at Calcutta vide its order dated May 14, 2015 and other related regulatory approvals have also been obtained by the Company.

Note 1: Significant Accounting Policies

1) Disclosure of Accounting Policies (AS-1):

a) Nature of Operation

Company is engaged in the business of manufacturing of iron & steel and agro products backed up by captive power plant through its factories located at Gallantt Estate, Sahjanwa, Sector-23, Gorakhpur Uttar Pradesh. Company procures its raw materials from various suppliers and coal used in the plants are purchased indigenously as well as imported from countries outside India. Manufactured goods are sold in domestic markets. Vide its order dated May 14, 2015 Honorable High Court at Calcutta has sanctioned the Scheme of Amalgamation (hereinafter referred to as "the **Scheme**") of Gallantt Udyog Limited (GUL) with the Company. On amalgamation as above, Accounts and Business of Gallantt Udyog Limited are consolidated with the Company and hence, all the assets and liabilities of Gallantt Udyog Limited are transferred to the Company including entire business of real estate.

b) Accounting Concepts & Basis of Presentation

The financial statements are prepared in accordance with Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/Companies Act, 1956 ("the

Act 1956"), as applicable. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. GAAP comprises mandatory accounting standards as specified in the Company (Accounting Standards) Rules 2006, the provisions of the Act, 2013 / the Act 1956 and guidelines issued by the Securities and Exchange Board of India. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The management evaluates all recently issued or revised accounting standards on an on-going basis. Where changes are made in presentation, the comparative figures of the previous year are regrouped and rearranged accordingly. Figures are rearranged so as to consolidate and merge the figures of Gallantt Udyog Limited with the Company for the Financial Year ended 31st March, 2015.

c) Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Estimation and assumptions that of Gallantt Udyog Limited have been considered and given effect while preparing the merge Accounts of Gallantt Udyog Limited with the Company. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

2) Valuation of Inventories (AS-2):

- a) Stock of Raw Materials, Stores and spare parts are valued at cost. Costs of Inventories are ascertained on FIFO basis.
- b) Stock of Finished goods and semi-finished goods are valued at cost or net realizable value whichever is lower.
- c) Waste and scraps are accounted at estimated realizable value. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges.
- d) Stock of Raw Materials, Stores and spare parts etc. of Gallantt Udyog Limited have

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

been considered and merged in the Books of Accounts of the Company at a value as appearing in the Books of Accounts of Gallantt Udyog Limited.

3) Cash Flow Statement (AS – 3):

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated.

Cash and cash equivalents in the balance sheet comprise cash at bank, cash/cheques in hand and short term investments with an original maturity of three months or less.

4) Contingencies And Events Occurring After Balance Sheet Date (AS -4):

Disclosure of contingencies as required by the accounting standard is furnished in the Notes on accounts. Contingencies of Gallantt Udyog Limited have been considered by the Company .

5) Net Profit Or Loss For The Period, Prior Period Items And Changes In Accounting Policies (AS –5):

Net Profit or loss for the period and prior period items are shown separately in the Profit & Loss Account. Net Profit or Loss of the current year of Gallantt Udyog Limited has been merged with the Company.

6) Depreciation (AS – 6):

Depreciation is systematically allocated over the useful life of an asset as specified in part C of schedule II of Companies Act 2013 . In respect of fixed assets (other than freehold land and capital work-in-progress) acquired during the year, depreciation/amortisation is charged on a straight line basis so as to write off the cost of the assets over the useful lives and for the assets acquired prior to 1 April, 2014, the carrying amount as on 1 April, 2014 is depreciated over the remaining useful life based on an evaluation.

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

7) Revenue Recognition (AS -9):

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- a) Sale of Goods: Sales are recognized and accounted for when they invoiced to customers and are net of excise duty, Commercial Tax (UP VAT) on dispatch of products to customers. Net sales are shown after deducting Excise duty which is disclosed

at appropriate places.

- b) Interest: Interest income is recognized on a time proportion basis taking into account the amount outstanding and rate applicable.
- c) Dividends: Dividend from investment is recognized when the Company in which they are held declares the dividend and when the right to receive the same is established.
- d) Insurance, duty drawback and other claims are accounted for on receipt basis or as acknowledged by the appropriate authorities.

8) Accounting For Fixed Assets (AS – 10):

- a) Fixed Assets are stated at their original cost of acquisition/installation less accumulated depreciation and net off subsidies, duties and taxes. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use. Fixed Assets of Gallantt Udyog Limited has been merged with the Company at the value appearing in the Books of Accounts of Gallantt Udyog Limited.

- b) Capital work in progress: All expenses incurred for acquiring, erecting and commissioning of the fixed assets including interest on loan utilized for meeting capital expenditure are shown under capital work in progress.

9) Accounting For The Effects In Foreign Exchange Rates (AS – 11):

- a) Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing at the time of the transactions.
- b) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss account. However, in case of long term liabilities, where they relate to acquisition of fixed assets, the income or expense on account of exchange difference is adjusted to the carrying cost of such assets.

10) Accounting For Investments (AS – 13):

Investments, being long term in nature, are valued at cost of acquisition. Adjustment for increase/decrease in the value of investments, if any, will be accounted for on realisation of the investments. Long Term Investment of Gallantt Udyog Limited in the Equity Capital of Gallantt Ispat Limited to the tune of 10245592 Equity Shares (Inter Company share-holding) shall be cancelled thereby equity capital of the Company be decreased accordingly. Company has given reasonable and proper effect to this accounting entry.

11) Employee Benefits (AS – 15):

- a) Short-term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss of the year in

GALLANTT

Auditors Report

Balance Sheet

Statement of Profit and Loss

Cash Flow Statement

Notes

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

which the related service is rendered.

- b) 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. Provision for gratuity is made on the basis of actuarial valuation at the year end in conformity with the Accounting Standard -15.

12) Borrowing Costs (AS – 16):

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged as expense in the year in which these are incurred.

13) Segment Reporting (AS – 17):

a) Identification of Segments:

Primary Segment

Business Segment:

The Company's operating businesses are organized and managed separately according to the nature of products, with each segment representing a strategic business unit that offers different products and serves different markets. The identified segments are Manufacturing & Sale of (a) Iron & Steel and allied products; (b) Agro Products like Atta, Suji, Maida, Bran etc., and (c) Power. On amalgamation of Gallantt Udyog Limited with the Company vide order dated May 14, 2015 passed by the Honorable Calcutta High Court, Real Estate Division of Gallantt Udyog Limited has emerged as a new segment to the Company.

Secondary Segment

Geographical Segment:

The analysis of geographical segment is based on the geographical location of the customers. The geographical segments considered for disclosure are as follows:

- Sales within India include sales to customers located within India.
- Sales outside India include sales to customers located outside India.

b) Allocation of Common costs:

Common allocable costs are allocated to each segment according to the ratio of their respective turnover to the total turnover.

c) Unallocated items:

The Unallocated Segment includes general corporate income and expense items, which

are not allocated to any business segment.

14) Related Party Disclosures (AS – 18):

Disclosure of related parties as required by the accounting standard is furnished in the Notes on accounts. On preparing amalgamated Accounts of Gallantt Udyog Limited and the Company (collectively referred to as the "Companies") related party transactions between the Companies have been reversed and proper effect of the same has been given in the amalgamated accounts of the Company.

15) Earnings Per Share (AS – 20):

Basic and Diluted Earnings per shares are calculated by dividing the net profit attributable to the ordinary shareholders by the number of ordinary shares after giving effect to the allotment of shares to the Shareholders of GUL and cancellation of shares held by GUL in the Company pursuant to the Scheme.

Hence, Earnings per share have been recalculated to give effect to the amalgamation of books of accounts of Gallantt Udyog Limited with the Company.

16) Accounting For Taxes On Income (AS – 22):

Provision for current income tax is determined on the basis of the amount of tax payable on taxable Income for the year.

The differences that result between the profit considered for income taxes and the profit as per the financial statements are identified, and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted or substantially enacted regulations. Deferred Tax Assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date. The income tax provision for the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full fiscal year.

17) Interim Financial Reporting (AS – 25):

The quarterly financial results are published in accordance with the requirements of listing agreements with stock exchanges. Transferor Company M/s. Gallantt Udyog Limited being Unlisted Public Company was not required to publish Quarterly Financial Results.

18) Intangible Assets (AS – 26):

- a) Internally generated intangible asset under

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

GALLANTT

Auditors Report

Balance Sheet

Statement of Profit and Loss

Cash Flow Statement

Notes

development stage is recognized when it is demonstrated that it is technically feasible to use the same and the cost incurred for developing the same is ascertained. Technical Know-how so developed internally is amortized on a straight-line basis over its estimated useful life.

- b) Intangible assets acquired by payment e.g., Trade marks, Goodwill and Technical Know-how are disclosed at cost less amortization on a straight-line basis over its estimated useful life.

19) Excise Duty, Commercial Tax (UP VAT & CST) & Custom Duty:

- a) The CENVAT credit available on purchase of raw materials and other eligible inputs is adjusted against excise duty payable on clearance of goods produced. The unadjusted CENVAT credit is shown under the head "Short Term Loans and Advances".
- b) The Company is eligible for automatic conversion of UP VAT & CST Liability for a period of 15 years into interest free loan from State Government of Uttar Pradesh, which shall be repayable after 15 years. All the Benefits, subsidies, exemptions etc. of the Transferor Company M/s. Gallantt Udyog Limited shall vest in the Company.

20) Consumption of Raw Materials, Stores & Spare Parts Etc.:

Raw Materials, Stores and spare parts etc., consumed are exclusive of (a) Excise Duty on inputs under Cenvat Scheme, (b) Service tax input credits, (c) Insurance Claims received (d) Entry Tax under Uttar Pradesh Local Sales Tax Act and (f) VAT Input Credit under State laws, wherever applicable.

21) Service Tax & Cess:

Various expenses are accounted for after deducting the input tax credit available in respect of Service Tax, Education Cess and Secondary & Higher Education Cess.

22) Preliminary Expenses:

Preliminary expenses are amortized over a period of 5 years.

23) 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 Statement of Profit and Loss 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.

24) Prior Period Items:

Prior period items, if any, are included in respective heads of accounts and material items are disclosed by way of notes on accounts.

25) Taxation:

- a) Tax expenses comprise of income tax, corporate dividend tax, deferred tax including applicable surcharge and cess.
- b) Income tax is computed using the tax effect accounting method, where taxes are accrued in the same period the related revenue and expenses arise. A provision is made for income tax annually, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.
- c) Provision for deferred tax or credit for release thereof is accounted for as ascertained in accordance with principles stated hereinabove.
- d) Tax on distributed profits payable in accordance with the provisions of section 115O of the Income Tax Act, 1961 is in accordance with the Guidance Note on "Accounting for Corporate Dividend Tax" regarded as a tax on distribution of profits and is not considered in determination of profits for the period.

26) Contingent Liabilities (AS – 29):

Contingent Liabilities:

Contingent Liabilities are determined on the basis of available information and which are not provided for is disclosed by way of notes to the Accounts.

Notes to the Financial Statements as at and for the year ended 31st March, 2015

(₹ in lacs)

NOTE	2	SHARE CAPITAL	As at 31.03.2015	As at 31.03.2014
		Authorized Share Capital		
		3,00,00,000 Equity Shares of ₹ 10/- each	3,000.00	3,000.00
		(Previous year 3,00,00,000 Equity Shares of ₹ 10/- each)		
		Authorised Share Capital of ₹ 16.50 Crores of Transferor Company shall be merged with that of Authorised Share Capital of the Company after complying with requisite formalities as directed by the Central Government.		
		Issued, Subscribed and Paip-up Share Capital		
		2,92,66,505 Equity Shares of ₹ 10/- each fully paid up	2,926.65	2,926.65
		Share Capital Suspense	-103.04	—
		Pursuant to the Scheme of Amalgamation, 1,02,45,592 Equity shares of face value ₹ 10 each of the Company held by Amalgamating company shall stand cancelled, and 92,15,159 Equity shares of face value ₹ 10 each in the Company be allotted to share holders of Amalgamating Company and requisite formalities shall be complied with.		

2.1 Details of shareholders holding more than 5% shares

Name of Shareholders	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	% of holding	No. of Shares	% of holding
Gallantt Metal Limited	55,01,992	18.80	55,01,992	18.80
Gallantt Udyog Limited	1,02,45,592	35.01	1,02,45,592	35.01
Chandra Prakash Agrawal	42,20,249	14.42	31,12,000	10.63
AAR Commercial Co. Ltd.	27,41,562	9.37	27,52,281	9.40

As on March 31, 2015, Gallantt Udyog Limited, Transferor Company held 1,02,45,592 Equity Shares in the Company which will be cancelled as per the Scheme of Amalgamation sanctioned by the Honorable High Court at Calcutta. Percentage of Shares has been calculated on the present outstanding 2,92,66,505 no. of Shares and after cancellation of shares as above, Company would have 2,82,36,072 nos. of Equity Shares and hence, percentage of shareholding of the entities given above may differ accordingly.

2.2 The Reconciliation of the shares outstanding is set out below:	2014-15	2013-14
Equity Shares at the beginning of the year (No.)	2,92,66,505	2,67,66,505
Add: Conversion of 0 % Debentures into Equity Shares of ₹ 10 each	—	25,00,000
Less: To be Cancellation of 1,02,45,592 Shares held by Gallantt Udyog Limited	1,02,45,592	—
Add: To be Allotment of 92,15,159 Shares to the share holders of Gallantt Udyog Limited	92,15,159	—
Equity Shares at the end of the year (No.)	2,82,36,072	2,92,66,505

2.3 Disclosure regarding the Shares Issued for consideration other than cash

The Company, during the past years, undertook various Schemes including Merger of General Investment Division of Gallantt Udyog Limited and Merger of Companies with the Company. Further, the Company has concluded Bonus Issue of Equity Shares. Pursuant to the Schemes of Amalgamation and Arrangement ("the Schemes") under Sections 391 to 394 of the Companies Act, 1956 approved by the Honourable Calcutta High Court, the Company has recorded all necessary accounting effects, along with requisite disclosure in the notes

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

(₹ in lacs)

to accounts. Further, during the financial year the company has allotted Equity Shares on account of conversion of Convertible Debentures into Equity Shares. The cumulative effects of these adjustments due to issue of Equity Shares for consideration other than cash has been disclosed hereunder.

Particulars	No. of shares	Date of Order of H'ble Calcutta High Court
(a) Allotment of Bonus Shares	22,23,665	N.A.
(b) Pursuant to Demerger of General Investment Division of Gallantt Udyog Limited into the Company	1,63,49,632	June 18, 2008
(c) Pursuant to the Scheme of Amalgamation and Arrangement	4,50,000	March 12, 2009
Total	1,90,23,297	

2.4 Terms Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 10/- share. Each holders of equity shares are entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend recommended by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

NOTE	3	RESERVES AND SURPLUS	As at 31.03.2015	As at 31.03.2014
		Securities premium account		
		Balance at beginning of the year	11,666.42	11,666.42
		Balance at beginning of the year (GUL)	10,435.77	—
		1,02,45,592 Equity Shares, with an acquisition cost of ₹ 53,94,55,920/- held by Gallantt Udyog Limited (being Transferor Company) shall stand cancelled. Out of total acquisition cost of ₹ 53,94,55,920/-, Capital Portion of ₹ 10,24,55,920/- is adjusted against Capital and Securities Premium portion of ₹ 43,70,00,000 shall be adjusted against Securities Premium Account.	(4,370.00)	—
		Balance at the end of the year	17,732.19	11,666.42
		Amalgamation Reserve		
		Balance at beginning of the year	8.92	8.92
		Addition of Balance at beginning of the year (portion of Gallantt Udyog)	218.86	—
		New Creation out of Amalgamation of Gallantt Udyog with the Company	184.30	—
		Note: New Creation:- Difference between face value of no. of shares held by shareholders of Gallantt Udyog Limited and allotment of new shares in the Company to be allotted pursuant to the Scheme of Amalgamation		
		Balance at the end of the year	412.09	8.92
		General Reserve		
		Balance at beginning of the year	3,606.51	3,606.51
		Balance at beginning of the year (GUL)	1,392.31	—
		Balance at the end of the year	4,998.82	3,606.51
		Revaluation Reserve		
		Balance at beginning of the year (GUL)	11.72	—
		Less: Depreciation / Adjustment	0.82	—
		Balance at the end of the year	10.90	—

GALLANTT

Auditors Report

Balance Sheet

Statement of Profit and Loss

Cash Flow Statement

Notes

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

(₹ in lacs)

NOTE	3	RESERVES AND SURPLUS	As at 31.03.2015	As at 31.03.2014
		Statutory Reserve		
		Balance at beginning of the year (GUL)	0.46	—
		Balance at the end of the year	0.46	—
		Surplus in the statement of Profit and Loss		
		Balance at beginning of the year	2,459.66	1,134.01
		Balance at beginning of the year (GUL)	1,814.45	—
		Add: Profit for the year	2,710.92	1,497.98
		Add: Dividend paid to GUL	51.23	—
		Less:		
		Proposed dividend (Refer Note No. 47)	282.36	146.33
		Corporate Dividend Tax	57.48	24.87
		Corporate Dividend Tax (P.Y. Short Provided)	—	1.13
		Balance at the end of the year	6,696.41	2,459.66
		Total	29,850.87	17,741.51

NOTE	4	LONG TERM BORROWINGS	As at 31.03.2015		As at 31.03.2014	
		Secured	Non-Current	Current	Non-Current	Current
		Term Loans- From Banks	450.00	—	2,124.00	3,185.50
		Total	450.00	—	2,124.00	3,185.50

- a) State Bank of India, Gorakhpur Branch had sanctioned ₹ 1,000.00 Lacs as Term Loan for Gallantt Udyog Limited's Flour Mill unit at Bhabhua Kaimur, Bihar. repayable in 20 quarterly instalments of ₹ 50 Lacs each commencing from 31.12.2013, out of which 11 installments amounting to ₹ 5.50 Crores has been paid upto 31.03.2015 by Gallantt Udyog Ltd.

NOTE	5	DEFERRED TAX LIABILITY	As at 31.03.2015	As at 31.03.2014
		Opening Balance	1,919.01	1,698.15
		Opening Balance of Gallantt Udyog Limited	39.48	—
		Add: On account of Timing difference in Depreciation	306.78	220.85
		Total	2,265.27	1,919.01

NOTE	6	OTHER LONG TERM BORROWINGS	As at 31.03.2015	As at 31.03.2014
		Interest free Loan in Lieu of VAT & CST	7,164.24	5,483.39
		(Refer Note No 39)		
		Total	7,164.24	5,483.39

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

(₹ in lacs)

GALANIT

Auditors Report

Balance Sheet

Statement of Profit and Loss

Cash Flow Statement

Notes

NOTE	7	SHORT TERM BORROWINGS	As at 31.03.2015	As at 31.03.2014
		Secured		
		Cash Credit From Bank	5,598.74	4,557.88
		Unsecured		
		Unsecured Loan from Group Company	—	5,400.00
		Total	5,598.74	9,957.88

- 1) Cash credit is secured by Hypothecation of entire current assets of the company (present & future) consisting of Raw Material, SIP, Finished goods, Store & Spares and Book Debts, Extension of first pari pasu charge over all the borrower's fixed assets (present & future) and personal Guarantee of Mr. C.P. Agrawal, Mr. P.P. Agrawal and Mr. Nitin M. Kandoi.

NOTE	8	TRADE PAYABLES	As at 31.03.2015	As at 31.03.2014
		Trade Payables	1,507.28	168.95
		Total	1,507.28	168.95

NOTE	9	OTHER CURRENT LIABILITIES	As at 31.03.2015	As at 31.03.2014
		Current maturities of long term debt (Refer Note No. 4)	—	3,185.50
		Interest on long Term borrowings	5.39	59.57
		Other Payables	93.82	256.37
		Advance From Customer	8,225.42	1,406.38
		Excess Cheque Issued	1,228.43	1,115.43
		Total	9,553.06	6,023.25

NOTE	10	SHORT TERM PROVISIONS	As at 31.03.2015	As at 31.03.2014
		Proposed Dividend	282.36	146.33
		Corporate Dividend Tax	57.48	24.87
		Provision for Income Tax (Net of Advance Tax and TDS)	48.91	59.09
		Total	388.75	230.29

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

(₹ in lacs)

NOTE	11	TANGIBLE FIXED ASSETS	GROSS BLOCK						DEPRECIATION					NET BLOCK			
			Balance as on 01.04.2014	Additions during the period	Adjust- ment	Total	SALES/ ADI	SUBSIDY	Adjust- ment of Subsidy etc.	Total as on 31.03.2015	As on 01.04.2014	During the period on Revalued figure	During the period charged to P&L	Sales/Adj During the Period	Total as on 31.03.2015	WDV as at 31.03.2015	WDV as at 31.03.2014
		Land	1,849.90	-	-	1,849.90	-	300.24	300.24	1,549.66	-	-	-	-	-	1,549.66	1,549.66
		Computer	47.90	4.71	-	52.61	-	4.40	4.40	48.22	25.70	12.24	12.24	-	37.94	10.28	17.81
		Motor Car	237.29	7.46	-	244.75	20.13	19.90	19.90	204.72	72.56	28.37	28.37	6.84	94.08	110.64	144.83
		Two Wheeler	3.46	1.58	-	5.04	-	0.56	0.56	4.48	1.56	0.32	0.32	-	1.88	2.60	1.34
		Vehicle Commercial	93.77	-	-	93.77	-	17.32	17.32	76.45	60.21	8.02	8.02	-	68.23	8.22	16.24
		Office Equipment	33.26	2.79	-	36.05	-	3.19	3.19	32.86	5.33	16.48	16.48	-	21.81	11.04	24.74
		Furniture & Fixture	22.91	0.13	-	23.05	-	0.94	0.94	22.10	4.61	2.45	2.45	-	7.05	15.05	17.36
		Electrical Installation	759.13	-	301.33	1,060.46	-	160.45	160.45	900.01	206.21	95.99	95.99	-	302.20	597.81	392.47
		Factory Building (Common)	255.55	-	-	255.55	-	47.21	47.21	208.34	34.96	6.48	6.48	-	41.44	166.90	173.37
		Misc Assets	412.34	-	-	412.34	-	68.62	68.62	343.73	66.49	23.93	23.93	-	90.42	253.30	277.24
		Non Factory Building	771.12	-	-	771.12	-	115.66	115.66	655.46	48.53	10.33	10.33	-	58.86	596.60	606.93
		Factory Building (Flour Mill)	917.54	-	-	917.54	-	140.68	140.68	776.87	126.19	24.15	24.15	-	150.34	626.52	650.68
		Plant & Machinery (Flour Mill)	1,234.62	25.13	-	1,259.75	-	202.60	202.60	1,057.15	416.35	84.26	84.26	-	500.61	556.54	615.67
		Plant & Machinery (Rolling Mill)	4,120.86	-	(112.02)	4,008.84	-	765.94	765.94	3,242.90	943.78	200.78	200.78	-	1,144.56	2,098.34	2,411.14
		Plant & Machinery (SMS)	2,896.65	-	(177.04)	2,719.61	-	778.76	778.76	1,940.85	825.43	169.24	169.24	-	994.67	946.18	1,292.45
		Plant & Machinery (Sponge Iron)	6,024.51	-	(116.19)	5,908.32	-	96.19	96.19	5,812.13	1,060.81	207.95	207.95	-	1,268.76	4,543.38	4,867.51
		Factory Building (Rolling Mill)	1,627.37	-	-	1,627.37	-	178.79	178.79	1,448.57	196.01	45.29	45.29	-	241.30	1,207.28	1,252.56
		Factory Building (SMS)	1,463.53	-	-	1,463.53	-	264.21	264.21	1,199.32	199.47	37.29	37.29	-	236.76	962.57	999.86
		Factory Building (Sponge Iron)	1,809.75	-	-	1,809.75	-	-	-	1,809.75	196.21	56.93	56.93	-	253.14	1,556.62	1,613.54
		Office Building	255.80	17.44	-	273.24	40.90	-	-	232.35	8.39	3.76	3.76	1.85	10.30	222.05	247.40
		Railway Siding	900.91	-	-	900.91	-	-	-	900.91	106.75	59.90	59.90	-	166.65	734.27	794.16
		Pollution Equipment	-	-	224.26	224.26	-	-	-	224.26	-	12.43	12.43	-	12.43	211.83	-
		LAND (STEEL-BARGADWA)	71.16	-	-	71.16	7.61	-	-	63.55	-	-	-	-	-	63.55	71.16
		LAND (SARDAR NAGAR)	12.69	-	-	12.69	-	-	-	12.69	-	-	-	-	-	12.69	12.69
		LAND (BASTI)	6.61	-	-	6.61	-	-	-	6.61	-	-	-	-	-	6.61	6.61
		LAND (BIHAR)	11.71	-	-	11.71	-	0.30	0.30	11.41	-	-	-	-	-	11.41	11.71
		LAND LEASEHOLD UPSIDC	71.03	-	-	71.03	-	-	-	71.03	-	-	-	-	-	71.03	71.03
		BUILDING FACTORY (STEEL - BARGADWA)	16.94	-	-	16.94	16.94	-	-	-	9.40	-	-	9.40	0.00	(0.00)	7.54
		BUILDING NON FACTORY (STEEL - BARGADWA)	11.29	-	-	11.29	11.29	-	-	-	-	-	-	-	-	-	11.29
		BUILDING FACTORY (BORING NO.10)	119.68	-	-	119.68	-	-	-	119.68	72.58	6.93	6.11	-	79.51	40.16	47.09
		BUILDING FACTORY (BIHAR)	338.51	-	-	338.51	-	8.67	8.67	329.84	1.86	10.69	10.69	-	12.55	317.29	336.65
		BUILDING NON FACTORY (BIHAR)	94.68	-	-	94.68	-	2.42	2.42	92.26	0.52	1.49	1.49	-	2.01	90.24	94.16
		BUILDING FACTORY (BASTI)	55.27	-	-	55.27	-	-	-	55.27	24.39	1.55	1.55	-	25.94	29.34	30.88
		BUILDING NON FACTORY (BASTI)	5.06	-	-	5.06	-	-	-	5.06	1.09	0.08	0.08	-	1.17	3.89	3.97

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

(₹ in lacs)

NOTE	11	TANGIBLE	GROSS BLOCK							DEPRECIATION				NET BLOCK				
		FIXED ASSETS	Particulars	Balance as on 01.04.2014	Additions during the period	Adjust-ment	Total	SALES/ ADJ	SUBSIDY	Adjust-ment of Subsidy etc.	Total as on 31.03.2015	As on 01.04.2014	During the period on Revalued figure	During the period charged to P&L	Sales/Adj During the Period	Total as on 31.03.2015	WDV as at 31.03.2015	WDV as at 31.03.2014
		PLANT & MACHINERY (BASTI)	164.89	—	—	164.89	—	—	—	164.89	87.31	21.91	21.91	—	—	109.22	55.67	77.58
		PLANT & MACHINERY (BIHAR)	1,506.51	21.44	—	1,527.94	—	38.58	38.58	1,489.36	11.67	96.35	96.35	—	—	108.02	1,381.35	1,494.83
		VEHICLES (STEEL - BARGADWA)	39.72	—	—	39.72	39.72	—	—	—	25.86	—	—	25.86	—	—	—	13.86
		VEHICLES (BASTI)	10.66	—	—	10.66	10.66	—	—	—	2.08	—	—	2.08	—	—	—	8.58
		C.I.MOULD (STEEL - BARGADWA)	67.28	—	—	67.28	67.28	—	—	—	18.59	—	—	18.59	—	—	—	48.68
		MISC. FIXED ASSETS (BASTI)	20.33	—	—	20.33	—	—	—	20.33	12.11	2.28	2.28	—	—	14.39	5.94	8.22
		OFFICE EQUIPMENT (BASTI)	1.52	—	—	1.52	—	—	—	1.52	0.71	0.74	0.74	—	—	1.45	0.08	0.82
		COMPUTER (BASTI)	2.11	—	—	2.11	—	—	—	2.11	2.06	—	—	—	—	2.06	0.05	0.05
		COMPUTER (BIHAR)	1.07	—	—	1.07	—	0.03	0.03	1.04	0.03	0.35	0.35	—	—	0.37	0.66	1.04
		Total i)	28,366.89	80.67	120.35	28,567.91	214.52	3,215.66	3,215.66	25,137.73	4,875.81	1,248.93	1,248.12	64.62	6,060.12	19,077.61	20,325.42	
		POWER PLANT																
		Factory Building (Power Plant)	1,774.75	—	—	1,774.75	—	—	—	1,774.75	156.39	55.90	55.90	—	—	212.30	1,562.45	1,618.35
		Plant & Machinery (Power Plant)	7,864.14	—	(120.35)	7,743.80	—	695.59	695.59	7,048.21	982.54	153.29	153.29	—	—	1,135.84	5,912.37	6,186.01
		Total ii)	9,638.89	—	(120.35)	9,518.55	—	695.59	695.59	8,822.96	1,138.94	209.19	209.19	—	—	1,348.13	7,474.82	7,804.36
		TOTAL (i+ii)	38,005.79	80.67	—	38,086.46	214.52	3,911.25	3,911.25	33,960.69	6,014.74	1,458.13	1,457.31	64.62	7,408.25	26,552.44	28,129.79	

NOTE	12	INTANGIBLE FIXED ASSETS	GROSS BLOCK						DEPRECIATION					NET BLOCK			
			Balance as on 01.04.2014	Additions during the period	Adjust- ment	Total	SALES/ ADJ	SUBSIDY	Adjust- ment of Subsidy etc.	Total as on 31.03.2015	As on 01.04.2014	During the period on Revalued figure	During the period charged to P&L	Sales/Adj During the Period	Total as on 31.03.2015	WDV as at 31.03.2015	WDV as at 31.03.2014
		Computer Software	8.29	—	—	8.29	—	1.01	1.01	7.28	4.49	2.59	2.59	—	7.08	0.20	2.79
		Total	8.29	—	—	8.29	—	1.01	1.01	7.28	4.49	2.59	2.59	—	7.08	0.20	2.79
		GRAND TOTAL (Note 12 & 13)	38,014.08	80.67	—	38,094.75	214.52	3,912.26	3,912.26	33,967.97	6,019.24	1,460.72	1,459.90	64.62	7,415.33	26,552.64	28,132.58

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

(₹ in lacs)

NOTE	13	NON CURRENT INVESTMENTS	As at 31.03.2015	As at 31.03.2014
		Trade Investments	—	—
		Non Trade Investments		
	a)	Gallantt Metal Limited (At cost)- Quoted 3,78,62,895 Equity Shares in Gallantt Metal Ltd. (P.Y. 19,82,589) Equity share of ₹10/- each (Market Value as on 31.03.2015 is ₹ 9,011.37 Lacs). 2,41,13,127 Equity Shares held by Gallantt Udyog Limited in Gallantt Metal Ltd. shall be transferred to the Company pursuant to Scheme of Amalgamation.	3,919.19	40.45
	b)	Gorakhpur Taxpark Pvt. Ltd (Un Quoted) 1,10,000 (P.Y. 1,10,000) Equity share of ₹ 10/- each	11.00	11.00
		Total	3,930.19	51.45
NOTE	14	LONG TERM LOANS AND ADVANCES	As at 31.03.2015	As at 31.03.2014
		(Unsecured and considered good)		
		Capital Advances	4.35	0.50
		Security deposits	33.10	1.27
		Total	37.44	1.77
NOTE	15	INVENTORIES	As at 31.03.2015	As at 31.03.2014
		(At lower of cost or net realisable value)		
		Raw materials	2,294.01	2,205.28
		Finished goods	971.21	937.35
		Consumables stores and spares	1,242.02	816.04
		Land at real Estate Business	575.11	—
		Total	5,082.35	3,958.66
NOTE	16	TRADE RECEIVABLES	As at 31.03.2015	As at 31.03.2014
		(Unsecured and considered good)		
		Outstanding for a period exceeding six months	340.36	1,114.28
		Outstanding for a period within six months	4,140.39	2,360.70
		Total	4,480.75	3,474.98
NOTE	17	CASH AND CASH EQUIVALENTS	As at 31.03.2015	As at 31.03.2014
		Balance with Banks	13.63	121.86
		Cash in hand	630.78	258.70
		Fixed deposits with Banks	302.58	189.10
		Total	946.98	569.66

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

(₹ in lacs)

GALANT

Auditors Report

Balance Sheet

Statement of Profit and Loss

Cash Flow Statement

Notes

NOTE	18	SHORT TERM LOANS AND ADVANCES	As at 31.03.2015	As at 31.03.2014
		(Unsecured and considered good)		
		Advances to employees	0.34	—
		Prepaid expenses	24.12	21.81
		Interest accrued on fixed deposit	0.05	5.05
		Mat Credit Entitlement	2,032.01	1,026.81
		Advance Tax and TDS (Net of Provision)	—	—
		Balance with government authorities:		
		- Excise	130.94	156.99
		- VAT	67.16	78.24
		- Service Tax	22.53	—
		- Other	1,742.57	—
		- Pradeshia Industrial & Investment Corporation of U.P. Ltd (PICUP) (Refer Note No. 39 & 41)	13,567.21	10,363.92
		Others	202.77	1,022.07
		Total	17,789.72	12,674.88
	18.1	Mat Credit Entitlement		
		Opening Balance	1,026.81	666.53
		Opening Balance (GUL)	372.68	—
		Add: Addition during the year	632.52	360.28
		Total	2,032.01	1,026.81
NOTE	19	OTHER CURRENT ASSETS	As at 31.03.2015	As at 31.03.2014
		Preliminary Expenses (to the extent not written off)	0.20	0.40
		Public Issue Expenses (to the extent not written off)	—	25.01
		Total	0.20	25.41

19.1 Preliminary Expenses & Public Issue Expenses include balances remaining outstanding after amortising these @20%.

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

(₹ in lacs)

NOTE	20	REVENUE FROM OPERATIONS	Year Ended 31.03.2015	Year Ended 31.03.2014
		Sale of Products	57,345.79	50,848.77
		Income from Real Estate Division	2,714.65	—
		Less: Excise Duty	3,986.34	3,520.92
		Total	56,074.10	47,327.85
	20.1	Particulars of Sale of Products Net of Excise Duty		
		Maida	11,649.40	11,889.93
		Suji	3,646.67	2,707.38
		Atta	1,804.62	1,042.79
		Bran	4,147.94	3,333.44
		Daliya	—	23.75
		Sponge Iron	2,386.04	1,358.41
		Billets	432.52	470.39
		M.S Bar	29,343.97	25,898.83
		M.S.Angle	—	—
		M.S.Channel	—	—
		Miss rolled Bar	35.17	40.81
		Others	176.79	742.73
		Revenue	53,623.11	47,508.45
		Less: Cash Discount	35.52	146.25
		Claims on sales	228.14	21.37
		Sales Return	—	12.97
		Add: Excise Duty	3,986.34	3,520.92
		Total	57,345.79	50,848.77
NOTE	21	OTHER INCOMES	Year Ended 31.03.2015	Year Ended 31.03.2014
		Interest income	—	13.34
		Miscellaneous Income	272.13	40.28
		Total	272.13	53.63
NOTE	22	CHANGES IN INVENTORIES OF FINISHED GOODS	Year Ended 31.03.2015	Year Ended 31.03.2014
		Inventories at the beginning of the year:		
		Finished Goods	1,041.41	1,417.22
		Total	1,041.41	1,417.22
		Inventories at the end of the year:		
		Finished Goods	971.21	937.35
		Total	971.21	937.35
		Net Decrease/(Increase)	70.20	479.86
		Note: Opening Inventory of Gallantt Udyog is ₹ 104.05 Lacs		

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

(₹ in lacs)

GALANIT

Auditors Report

Balance Sheet

Statement of Profit and Loss

Cash Flow Statement

Notes

NOTE	23	COST OF MATERIALS CONSUMED	Year Ended 31.03.2015	Year Ended 31.03.2014
		Opening Stock	2,465.59	1,743.96
		Add: Purchases	40,628.49	36,258.91
		Expenses on Raw Material	597.74	482.66
		Freight on Iron Ore	40.83	49.87
		Freight on Coal	1,916.05	1,856.34
		Freight on other Raw Material	—	9.28
		Freight On Wheat	231.91	177.98
		Total	45,880.61	40,579.00
		Less: Closing Stock	2,294.01	2,205.28
		MATERIALS CONSUMED	43,586.60	38,373.73
	23.1	PARTICULARS OF MATERIAL CONSUMED	2014-15	2013-14
		Wheat	17,909.16	15,501.58
		Iron Ore	2,529.90	5,405.36
		Pellets	8,659.74	5,524.43
		Coal	8,763.07	9,662.24
		Dolomite	112.78	85.09
		Refractories	76.44	163.39
		Sponge	—	60.69
		Scrap	258.91	224.28
		Others	5,276.59	1,746.65
		Total	43,586.60	38,373.72
	23.2	COST OF MATERIALS CONSUMED		
			2014-15	2013-14
			₹ In Lacs	% of Total
		Imported	3,379.77	7.75%
		Indigenous	40,206.83	92.25%
		Total	43,586.60	100.00%
			₹ In Lacs	% of Total
			3,681.11	9.59%
			34,692.61	90.41%
		Total	38,373.72	100.00%
NOTE	24	EMPLOYEE BENEFIT EXPENSES	Year Ended 31.03.2015	Year Ended 31.03.2014
		Salary, Wages and Bonus	614.73	272.54
		Contribution to Provident and other Fund	54.62	16.16
		Staff Welfare expenses	9.82	1.00
		Total	679.17	289.70
	25	FINANCIAL COST		
		Interest Expenses	900.37	1,504.24
		Other Borrowing Cost	60.14	36.92
		Total	960.51	1,541.16
	26	DEPRECIATION AND AMORTIZATION EXPENSES		
		Depreciation on Tangible Assets	1,459.90	1,692.89
		Amortization of Intangible Assets	—	1.18
		Total	1,459.90	1,694.07

Note. Depreciation and amortisation includes ₹ 9.59 Lacs worth of assets impaired during the year.

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

(₹ in lacs)

NOTE	27	OTHER EXPENSES	Year Ended 31.03.2015	Year Ended 31.03.2014
		Manufacturing Expenses:		
		Consumption of stores and spare parts	1,785.98	897.84
		Repairs to Plant & Machinery	423.49	212.89
		Repairs to others	93.30	39.72
		Handling Expenses	391.84	181.36
		Power & Fuel	3,041.68	1,290.21
		Packing Material Consumed	270.35	179.69
		Selling & Administration Expenses:		
		Audit Fees	3.99	3.78
		Selling & Distribution Exp.	217.30	66.65
		Rates, Taxes & Fees	27.91	28.55
		Insurance Exp.	39.35	44.58
		Rent	15.83	11.77
		Misc. Exp.	11.45	7.71
		Power & Fuel (Office)	5.71	5.43
		Printing & Stationary	6.46	3.12
		Telephone Exp.	14.45	11.29
		Travelling & conveyance Exp.	32.44	6.57
		Director Remuneration	47.39	23.40
		Foreign Currency Conversion Loss	60.19	241.72
		Expenses for Corporate Social Responsibility	40.00	—
		Rounding Off	0.06	0.02
		Total	6,529.17	3,256.28

	28	VALUE OF STORES, CHEMICALS AND PACKING MATERIALS CONSUMED	2014-15		2013-14	
			₹ In Lacs	% of Total	₹ In Lacs	% of Total
		Imported	7.16	0.35%	9.94	0.92%
		Indigenous	2,049.17	99.65%	1,067.59	99.08%
		Total	2,056.33	100.00%	1,077.53	100.00%

NOTE	29	VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF	Year Ended 31.03.2015	Year Ended 31.03.2014
		Raw Material	3,379.77	3,681.11
		Stores, Chemical and packing Material	7.16	9.94
		Capital Goods	9.01	23.55
		Total	3,395.94	3,714.60

	30	EARNING PER SHARE		
(i)		Net Profit After Tax as per statement of Profit And Loss attributable to Equity Shareholder (₹)	27,10,91,666	14,97,98,391
(ii)		Weighted Average number of equity share used as denominator for calculating Basic EPS	2,82,36,072	2,88,96,642
(iii)		Weighted Average number of equity share used as denominator for calculating Diluted EPS	2,82,36,072	2,88,96,642
(iv)		Basic Earning per Share (₹)	9.60	5.18
(v)		Diluted Earning per Share (₹)	9.60	5.18
(vi)		Face Value Per Share (₹)	10.00	10.00

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

(₹ in lacs)

GALLANTT

Auditors Report

Balance Sheet

Statement of Profit and Loss

Cash Flow Statement

Notes

NOTE	31	RELATED PARTY DISCLOSURE AS PER AS- 18 (AS IDENTIFIED BY THE MANAGEMENT)
I.	Associate Company & Firm	Gallantt Udyog Ltd. Gallantt Metal Ltd Chandra Prakash Agrawal & Sons (HUF) Prem Prakash Agrawal HUF Jai Laxmi Solvents Pvt. Ltd. Varuna Spinning Mills Pvt. Ltd.
II.	Key Managerial Personnel	Mr.Chandra Prakash Agrawal Mr. Prem Prakash Agrawal Mr. Nitin M Kandoi Mr. Santosh Kumar Agrawal Mr. Mayank Agrawal Mr. Amit Jalan Mr. Nitesh Kumar
III.	Relatives of Key Managerial Personnel	Mrs. Madhu Agrawal Mr. Ashutosh Agrawal Mrs. Smriti Agrawal Mrs. Shyama Agrawal Mrs. Shruti Kandoi Mrs. Pallavi Agrawal Mrs. Uma Agrawal

RELATED PARTY TRANSACTION:				
Nature of Transaction	Associate Co. & Firm	Key Managerial Personnel	Relatives of Key Managerial Personnel	Total
Salary/ Remuneration		63.66 (23.40)	45.95 (36.80)	109.62 (60.20)
Interest paid	— (44.53)			— (44.53)
Loan Taken	— (3,635.00)			— (3,635.00)
Loan Repaid	— (3,385.00)			— (3,385.00)
Loan Given	— (1,150.00)			— (1,150.00)
Loan Receive Back	— (1,150.00)			— (1,150.00)
Purchase	22.65 (66.30)	1.76	—	24.41 (66.30)
Sale	53.14 (140.44)	235.36		288.51 (140.44)
Lease Rent Paid	0.24	0.06	0.06	0.36 —
Repayment of Advance Received Against Land	—	61.39	—	61.39

The Amount Shown in Bracket () Denotes Previous year figure

Notes to the Financial Statements as at and for the year ended 31st March, 2015

(₹ in lacs)

NOTE 32 EMPLOYEE BENEFITS DISCLOSURE AS PER AS-15

Defined Contribution Plans

Contribution to Defined Contribution Plans, recognized as expense for the year is as under:

Particulars	2014-15	2013-14
Employer' contribution to Provident Fund	20.95	8.53
Employer' contribution to ESIC	12.67	7.63

Defined Benefit Plans

The Employee' gratuity fund scheme managed by a Life Insurance Corporation of India is a defined benefit Plan.

Disclosures pursuant to Accounting Standard-15 "Employment Benefit":	2014-15	2013-14
(a) Component of Employer Expenses		
(i) Current Service Cost	30.31	8.58
(ii) Interest Cost	2.49	2.47
(iii) Expected return on Assets	3.49	3.24
(iv) Actuarial (Gain / Losses)	7.76	(7.41)
(v) Total Expenses	37.07	6.88
(b) Net Assets (Liability) recognized in Balance Sheet		
(i) Present Value of defined benefit obligation	72.35	31.06
(ii) Fair Value of Plant Assets	63.71	39.67
(iii) Fund Status (Surplus/ Deficit)	-8.64	8.61
(iv) Net Assets / (Liability)	-8.64	8.61
(c) Change in obligation during the year		
(i) Present value of defined benefit obligation at the beginning of the year	31.06	23.66
(ii) Current Service Cost	30.31	8.58
(iii) Interest Cost	2.49	2.47
(iv) Actuarial (Gain / Losses)	8.49	(7.41)
(v) Benefit Payment	—	0.13
(vi) Present value of defined Benefit obligation at the end of the year	72.35	31.06
(d) Change in Assets		
(i) Plan Assets at the beginning of the year	39.67	32.43
(ii) Expected return on Plant Assets	3.49	3.24
(iii) Actuarial (Gain/ Loss)	0.73	(38.28)
(iv) Plan Assets at the end of the year	63.71	39.67
(e) Actuarial Assumption		
(i) Discount Rate	8.00%	9.00%
(ii) Expected return on Assets	8.80%	8.75%
(iii) Salary Increase	9.00%	9.00%
(iv) Mortality	IALM 2006-08	IALM 2006-08

NOTE 33 SEGMENT REPORT

(A) Primary Segment (By Business Segment):

The Company is engaged in the business of production of Steel Products, Wheat Products & Power. The Company has three reportable business segments i.e. Steel, Agro & Power which have been identified in line with the A.S. -17 "Segment Reporting". Consequent upon amalgamation of Gallantt Udyog Limited with the Company, entire business including Real Estate business of Gallantt Udyog Limited is transferred to the Company. Hence, Real Estate is a new business segment of the Company. Information about Primary Segment is as follows:

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

(₹ in lacs)

GALANT

Auditors Report

Balance Sheet

Statement of Profit and Loss

Cash Flow Statement

Notes

SEGMENT WISE REPORTING		
Particulars	2014-15	2013-14
1 Segment Revenue:		
(A) Agro	20,994.97	18,838.80
(B) Steel	32,364.48	28,494.20
(C) Power	4,804.86	4,803.30
(D) Real Estate	2,714.65	—
(E) Unallocated Income	272.13	48.48
Total Segment Revenue	61,151.09	52,184.78
Less: Inter Segment Revenue-Power	4,804.86	4,803.30
Net Sales/Income from Operation	56,346.23	47,381.48
2 Segment Result:		
(A) Agro	715.88	2,071.37
(B) Steel	-2,144.81	(869.89)
(C) Power	2,712.10	2,168.93
(D) Real Estate	2,714.65	—
Total Segment Result	3,997.82	3,370.41
Add: Unallocated Income	—	—
Less: Interest	960.51	1,541.16
Less: Other Unallocable Expenses (Net)	19.61	110.42
Total Profit before Tax	3,017.70	1,718.84
3 Segment assets:		
(A) Agro	4,512.65	3,651.89
(B) Steel	35,329.49	28,069.39
(C) Power	7,474.82	9,457.64
(D) Real Estate	2,762.88	—
(E) Unallocated	9,521.99	5,396.01
	59,601.83	46,574.93
Segment Liability:		
(A) Agro	4,011.34	2,707.46
(B) Steel	13,886.70	16,155.15
(C) Power	—	4,894.87
(D) Real Estate	—	—
(E) Unallocated	9,029.29	2,149.30
	26,927.33	25,906.78
4 Capital Employed		
(A) Agro	501.31	944.43
(B) Steel	21,442.79	11,914.24
(C) Power	7,474.82	4,562.77
(D) Real Estate	2,762.88	—
(E) Unallocated	492.69	3,246.71
Total Capital Employed	32,674.50	20,668.15

(B) 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.

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

(₹ in lacs)

34	CONTINGENT LIABILITIES	2014-15	2013-14
	Contingent liabilities not provided for in respect of:		
(i)	Guarantee given by the bank on behalf of the Company to Purvanchal Vidyut Vitran Nigam for Electricity connection.	210.00	150.00
(ii)	Guarantees given by the bank on behalf of the Company to Uttar Pradesh Pollution Control Board for NOCs.	2.00	2.00
(iii)	Guarantee given by the bank on behalf of the Company to Purvanchal Vidyut Vitran Nigam for Electricity connection.	60.00	—
(iv)	Guarantee given by the bank on behalf of the Company to Uttar Pradesh Rajya Nirman Nigam against Security.	4.00	—
(v)	Guarantee given by the bank on behalf of the Company to Paradip Port Trust against Security.	6.48	—
(vi)	Appeal against order of Assessing Officer: Vide its order dated 21.03.2013 Assessing Office, Mr. V. K. Meena, Dy. C.I.T. Range-3, Kolkata has raised a tax demand worth ₹ 29,140/- (Rupees Twenty Nine Thousand One Hundred and Forty only) for the Assessment Year 2010-11 (previous year 2009-10). Based on the advice of Income Tax Consultants, Company has preferred an appeal with C.I.T. (Appeals)-I, Kolkata. The Matter is under consideration.	0.29	0.29
(vii)	Irrevocable Letter of Credit Issued by State Bank of India in favour of Tata International, Singapore amounting to USD 745776.00 for Supply of Iron Ore Lums. (Rate as on 31.03.2015 1USD = ₹ 62.00).	462.38	—
(viii)	Irrevocable Letter of Credit Issued by State Bank of India in favour of Agrawal Coal Corporation Pte Ltd Singapore amounting to USD 1832850 for Supply of Non Coking Coal. (Rate as on 31.03.2015 1USD = ₹ 62.00).	1,136.37	—
(ix)	In respect of Wheat price for the year 1991-92 to the extent of Rs.3.71 Lacks being the wheat supplied by Food Corporation of India at an enhanced rate, which is disputed.	3.71	3.71
(x)	Corporate guarantee in favour of M/s Gallantt Metal Limited to the extent of ₹ 1465.00 Lacs has been given by pledging 14650000 shares of M/s Gallantt Metal Ltd. of ₹ 10/- each to Banks.	1,465.00	1,465.00
(xi)	Company has entered into a Collaboration Agreement dated January 27, 2012 with SAS Hotels and Properties Private Limited (now known as Shalimar Corp Ltd) for development of building complex and other structures at Lucknow. For the purposes of the projects as above SAS Hotels and Properties Private Limited (now known as Shalimar Corp Ltd) had been granted Term Loan Accommodation to the tune of ₹ 100 Crores (One Hundred Crores only in Indian Rupees) by Punjab National Bank. At the request of SAS and as per the terms of sanction of the above Term Loan and with the approval of the Board of Directors of the Company, Company has extended Corporate Guarantee in favour of Punjab National Bank. Company has complied with necessary formalities in this behalf. Further, in accordance with the terms of the Loan agreement and to secure the above Term Loan with the approval of the Board of Directors of the Company, Company has given on mortgage its immovable property situated at Shankerpurwa, Islambari, Lucknow, U.P.	10,000.00	10,000.00

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

(₹ in lacs)

35	MANAGERIAL REMUNERATION PAID/PAYABLE TO DIRECTORS	2014-15	2013-14
	Managing Director		
	Remuneration	12.00	7.8
	Whole Time Director/ Director		
	Remuneration	35.39	15.60
	During the year the company has paid ₹ 89000 against sitting fee to the directors. The Company has not given any perquisite to its directors during the year.		
	Payment to Auditors		
	i) Audit Fees	2.25	2.25
	ii) Tax and VAT Audit Fees	0.25	0.25
	iii) Other Services (Certification fees)	1.49	1.28
	Total	3.99	3.78

Note 36: Impairment of Assets

Pursuant to the Accounting Standard (AS 28)- "Impairment of Assets" issued by The Institute of Chartered Accountant of India, the Company assessed its fixed assets for impairment as at March 31, 2015 and concluded that there is no significant impairment in fixed asset that needs to be recognized in the books of accounts.

Note 37: Disclosure as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

The company has not received any intimation from "suppliers" regarding status under the Micro, Small and medium Enterprises Development Act 2006 and hence disclosures, if any, relating to amount unpaid as at the year end together with the interest paid/payable as required under the said act have not been furnished.

Note 38: Balance of the Sundry Debtors, Creditors, Loans and advances are subject to confirmation from respective parties.

Note 39:

As per incentive scheme of State Government of Uttar Pradesh vide Government Order No. 1502/77-6-2006-10 tax/04 dated 1st June 2006 and which have been elaborated in Government Order No. 2941/77-6-2006-10 tax/04 dated 30th November 2007 and amended from time to time, the company is eligible for Interest free loan equivalent to the amount of VAT & CST liability for 15 years and which shall be repayable after 15 years. The company has claimed ₹ 7164.24 lacs up to 31st March 2015 (upto previous year ₹ 5,483.39 Lacs) on account of Interest Free Loan from State Government of Uttar Pradesh. Out of total claim of ₹ 7,164.24 lacs, ₹ 5,591.85 lacs has not been deposited to Commercial Tax department in accordance with an order of Hon'ble High Court of Allahabad in writ petition no. 8886/2011, 12710/2011 and 2067/2012. However, ₹ 1,572.39 Lacs have already been deposited upto August, 2011. State Government

has vide order no E-6-534/10-2011 dated 18/11/2011 has refused to consider pending applications under the scheme, as such company has obtained stay against payment of taxes from Hon'ble High Court Allahabad, Lucknow Bench. Hon'ble Allahabad High Court vide their judgement and order dated 12-08-2013 directed the State Government to take a fresh decision in the matter expeditiously and not to make any recovery of the unpaid VAT amount. Since, State Government, has not taken steps for disbursement of claimed amount of incentives and was delaying the matter inordinately, as the Hon'ble High Court has not fixed any time limit to take such decision, Company preferred a Special Leave Petition (SLP) No. Civil 18552/2014 before Hon'ble Supreme Court. Hon'ble Supreme Court has granted a stay against recovery of unpaid taxes vide its order dated 11.07.2014. SLP so filed with Hon'ble Supreme Court is pending before them.

In the similar matter of M/s. Vacmet India Limited, Agra, Uttar Pradesh and Others, Hon'ble Supreme Court vide its order dated 08.01.2015 in SLP (c) No. 26701/2014 directed the State Government of Uttar Pradesh to inform the court about the decision taken with regard to order of the Hon'ble High Court dated 12.08.2013. State Government in a hasty manner and in mere compliance with the said direction of the Hon'ble Supreme Court and just to inform the court, has issued a Government Order dated 11.02.2015 allowing partial incentives under the aforesaid of scheme of 2006. Aggrieved from the said Government Order and as directed by the Hon'ble Supreme Court to challenge the said decision before the appropriate forum, M/s. Vacmet India Limited has filed a Writ Petition No. 2047/2015 before the Hon'ble High Court of Allahabad at Lucknow Bench. Hon'ble High Court, vide its order dated 20.03.2015 stayed the operation and implementation of the said Government Order.

Note 40:

As per incentive scheme of State Government of Uttar Pradesh vide Government Order No. 1502/77-6-2006-

GALANIT

Auditors Report

Balance Sheet

Statement of Profit and Loss

Cash Flow Statement

Notes

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

10 tax/04 dated 1st June 2006 and which have been elaborated in Government Order No. 2941/77-6-2006-10 tax/04 dated 30th November 2007 and amended from time to time, the company is eligible for incentives i.e. Capital investment subsidy @ 20% of fixed capital investment, infrastructure subsidy @ 10% of total fixed capital investment and 5% additional capital subsidy being the first unit in Purvanchal region. Company has claimed for ₹ 12,262.00 lacs against the capital investment made upto 31st May 2012. The incentive received of ₹ 2,428.00 Lacs has been credited in fixed assets in the ratio of capital investment made. No provision has been made for the unrealized claim of ₹ 9,834.00 lacs in the books.

Note 41:

As per incentive scheme of State Government of Uttar Pradesh vide Government Order No. 1502/77-6-2006-10 tax/04 dated 01st June 2006 and which have been elaborated in Government Order No. 2941/77-6-2006-10 tax/04 dated 30th November 2007 and amended from time to time the company is eligible for incentives including freight subsidy on Iron Ore equivalent to the freight paid to Railway and local handling expenses upto maximum of 5% of the railway freight. During the year company has provided an amount of ₹ 3,203.30 lacs (Previous year ₹ 3,076.94 lacs), which has been adjusted with freight paid on Iron Ore in Profit Loss account and shown as Advance recoverable in Balance sheet. The total amount receivable against the freight subsidy as on 31.03.2015 was ₹ 11,994.83 lacs (Previous year ₹ 8,791.53. Lacs).

Note 42:

State Govt. Vide G.O. no. 1674/77-6-11-10/(Tax) 04 T.C.-12 dated November 18, 2011, has refused to consider pending applications under the schemes stated hereinabove. Being the unconstitutional decision and injustice on the part of the State Government of Uttar Pradesh, and for getting equal protection of law of land, Company has preferred a Writ petition bearing no.12710/2011/Misc. Bench dated 17.12.2011 at Honourable High Court of Allahabad, Lucknow Bench, Uttar Pradesh, and the Honourable High Court has restrained the Govt. from realisation of the taxes. The total operational profit is inclusive of freight subsidy amounting to ₹ 3,203.30 lacs (Previous year ₹ 3,076.94

lacs) which is receivable and subject to the decision of Hon'ble Court.

Note 43:

License Agreement: Leave and License Agreement dated March 30, 2013 entered into between the Company (Licensee) and Gallantt Udyog Limited (Licensor) granting the Company license to occupy, use, run and operate the Flour Mill unit of the Licensor located at 60 KM Stone, Gorakhpur-Lucknow Highway, Sabdaiyan Kalan, Basti District of Uttar Pradesh was terminated. Gallantt Udyog Limited before passing order of its amalgamation with the Company had entered into an agreement with Shree Surabhi Flour Mills Private Limited (Surabhi) granting Surabhi to occupy, use, run and operate the Flour Mill unit of Gallantt Udyog Limited as per the terms and conditions as embodied in the said agreement.

Note 44:

Scheme of Amalgamation of Gallantt Udyog Limited under section 391 to 394 and other applicable provisions of the Companies Act, 1956 has been approved by the Honorable High Court of Calcutta on May 14, 2015. The financial figures for the current year include the operation of entire business undertaking of Gallantt Ispat Limited as well as Gallantt Udyog Limited, but the financial figures for the last fiscal are standalone figure of the Company only and these do not include figures of Gallantt Udyog Limited. In view of this, the figures for the current year are not comparable with those of the corresponding previous year.

Note 45:

Amalgamation of Gallantt Udyog Limited (Unlisted Transferor Public Limited Company) with the Company (being Transferee Company): Honorable High Court at Calcutta vide their order dated May 14, 2015 has sanctioned the Scheme of Amalgamation of Gallantt Udyog Limited with the Company. As per the said Scheme entire Assets and Liabilities have been transferred from Gallantt Udyog Limited to the Company with effect from Transfer Date 01.04.2013 whereby the identity of both Companies have been blended into the company.

Note 46: Unpaid and Unclaimed Amount of Dividend and Share Application Money:

Following amount of Unpaid Share Application Money and Unpaid Dividend has not been claimed and paid till 31.03.2015

Nature of Money	Relevant F.Y.	Bank Account Details	Amount Lying (₹ in Lacs)
Share Application Money	2010-11	HDFC Bank Account No. 00142300001609	0.72
Final Dividend for 2011	2010-11	HDFC Bank Account No. 00142300001876	0.10
Final Dividend for 2012	2011-12	HDFC Bank Account No. 00142300002332	0.05
Final Dividend for 2013	2012-13	IDBI BANK DIVIDEND 0135103000007344	0.17
Final Dividend for 2014	2013-14	IDBI Bank Account No. 0135103000007900	0.03

Notes to the Financial Statements

as at and for the year ended 31st March, 2015

No dividend is lying unpaid and unclaimed in the books of Gallant Udyog Limited.

Note 47: Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares with par value of ₹ 10/- per share. The equity shareholders are entitled to receive dividend as declared from time to time. The voting right of an equity shareholder on a poll (not on show of hands) are in proportion to its shares of the paid up equity capital of the Company. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in the proportion to their shareholdings. During the year ended 31st March, 2015, the amount per share dividend recognized as distributions to equity shareholders was ₹ 1/-. The total dividend appropriation for the year ended 31st March, 2015 amounted to ₹ 2,82,36,072/- subject to corporate dividend tax of ₹ 57,48,197. As per the Scheme of Amalgamation, 1,02,45,592 Shares held by Gallant Udyog Limited in the Company are to be cancelled and hence, no provisions for dividend has been made on these shares.

Note 48: Rights, preferences and restrictions attached to equity shares

Gallant Udyog Limited (GUL/Transferor Company) had entered into Builder Agreement dated January 27, 2012 with M/s. SAS Hotels & Properties Private Limited

(now known as Shalimar Corp Ltd), an Indian Company within the meaning of Companies Act, 1956 inter alia engaged in the business real estate. Pursuant to the Agreement, GUL had entered into real estate business with "Shalimar Corp Ltd. Pursuant to the agreement as above, GUL had offered and granted exclusive rights to Shalimar Corp Ltd. to develop residential complexes on Company's land located at Shankerpurwa, Islabari, Lucknow, Uttar Pradesh. As a consideration for the said agreement GUL is receiving 13% share of the total sales realisation. Further, agreement as above states that Shalimar Corp Limited to develop the properties and to market the same for mutual benefits of the parties. As decided by the joint Venture owner, the project will be developed as residential complex in the name and style of "SHALIMAR GALLANT".

As per the terms of agreement entered into with Shalimar Corp Limited, Company has received ₹ 676.60 Lacs against the 13% (Thirteen percent) share of Net realisation. Proportionate cost of land amounting to ₹ 201.03 Lacs has been deducted from the share of realisation as received. Hence, after adjustment as above, Company has earned a profit of ₹ 475.57 Lacs

Company has started production at its new Flour Mill at Karmnasa, Bhabua Kaimur, Bihar from 31.01.2014

Note 49: Previous year figures have been regrouped and reclassified wherever necessary to facilitate comparison with current year figures.

As per our report of even date
For **ANOOP AGARWAL & CO.**
Chartered Accountants

(Amit Kumar Srivastava)

Partner

Membership No. 517195

Place : Kolkata

Dated : 27.05.2015

(C.P. Agrawal)

Chairman & Managing Director

(Amit Jalan)

Chief Financial officer

(S.K. Agrawal)

Whole time Director

(Nitesh Kumar)

Company Secretary

GALLANT

Auditors Report

Balance Sheet

Statement of Profit and Loss

Cash Flow Statement

Notes

NOTES

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GALLANTT ISPAT LIMITED

CIN : L27109WB2005PLC101650

1, Crooked Lane, 2nd Floor, Room No. 222 & 223

Kolkata - 700 069, West Bengal, India

Website : www.gallantt.com

**GALLANTT ISPAT LIMITED**

CIN:L27109WB2005PLC101650

Registered Office: 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069

Phone No. 033-40642189, Fax No. 033-40642189

E-mail : nitesh@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**

Notice is hereby given that the Eleventh Annual General Meeting of GALLANTT ISPAT LIMITED (CIN:L27109WB2005PLC101650) will be held on Monday 28th September, 2015 at 11.00 A.M. NAZRUL MANCH, Office of the Municipal Councillors, Kamarhati, 1, M.M. Feeder Road, P.O. - Belgharia, Kolkata - 700 056 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2015.
3. To appoint a Director in place of Mr. Prem Prakash Agarwal (DIN: 01397585), who retires by rotation and being eligible, offers himself for reappointment.
4. 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, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee, Anoop Agarwal & Co., Chartered Accountants having Registration No. (ICAI Registration No. 01739C), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company for the financial year ending March 31, 2016."

SPECIAL BUSINESS:

5. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 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, 2016, be paid remuneration amounting to ₹ 40,000/- (Rupees Forty 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

Nitesh Kumar

Date: August 28, 2015

(Company Secretary)

Place: Kolkata

Membership No. : FCS 7496

Notes:

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 Clause 49 of the Listing Agreement with the Stock Exchanges, are being provided.
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 between 11.00 a.m. to 1.00 p.m.
8. The Register of Members and Share Transfer Books shall be closed from Tuesday, September 22, 2015 to Monday, September 28, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
9. The dividend on Equity Shares as recommended by the Directors for the year ended 31st March, 2015, when declared at the Meeting, will be paid:
 - (i) to those Members, holding shares in physical form, whose names appear on the Register of Members of the Company, at the close of business hours on 21st September, 2015 after giving effect to all valid transfers in physical form lodged on or before 21st September, 2015 with the Company and/or its Registrar and Transfer Agent; and
 - (ii) in respect of shares held in electronic form, to all beneficial owners as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Serviced (India) Limited (CDSL) at the close of business hours on 21st September, 2015.
10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Niche Technologies Private Limited (the "Niche") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
11. 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.
12. 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.
13. **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.**
14. Members who have not so far encashed their Dividend Warrants for the Financial years ended 31st March, 2011, 2012, 2013 and 2014 and applicants who have not claimed share application money remain unpaid (for IPO in 2010) are requested to approach immediately the Registrars for revalidation of unclaimed Dividend Warrants or for claiming of unpaid share application money. The details of unclaimed dividend up to and including the financial year ended 31st March, 2014 are available on the Company's corporate website www.gallantt.com and also uploaded on the website of IEPF viz. www.iepf.gov.in.
15. 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 (corresponding provisions of Section 219 of the Companies Act, 1956). Members may also note that the Notice of the 11th AGM and the Annual Report for FY 2014-15, 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.

16. 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.

17. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.

18. Voting through electronic means

- I. In compliance with 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 Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall

be able to exercise their right at the meeting through ballot paper.

- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25th September, 2015 (9:00 am) and ends on 27th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note 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) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Gallantt Ispat Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to tanmayks@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2015.
 - X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or nitesh@gallantt.com.
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 forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - XII. 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 or voting at the AGM through ballot paper.
 - XIII. Mr. Tanmay Kumar Saha, Practicing Company Secretary, (Membership No. 27396 and CP No. 11918) of 11, Sardar Para, 2nd Floor, Badamtala, Brahmapur, Kolkata – 700 096 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.gallantt.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
 19. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

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. 5:

The Board of Directors at its meeting held on July 28, 2015 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, 2016, at a remuneration amounting to Rs. 40,000 (Rupees Forty 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. 5 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. 5 of this Notice.

By Order of the Board

Nitesh Kumar

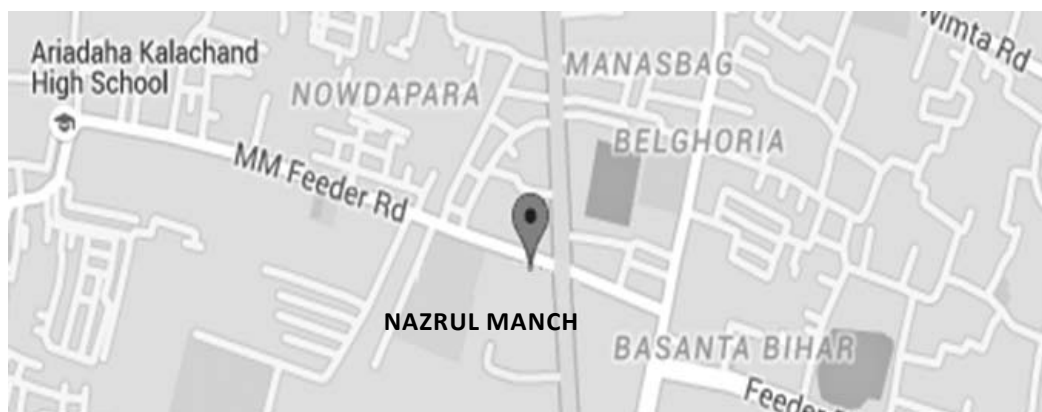
(Company Secretary)

Membership No. : FCS 7496

Date: August 28, 2015

Place: Kolkata

Road Map of Venue of 11th Annual General Meeting



NAZRUL MANCH,
Office of the Municipal Councillors,
Kamarhati, 1, M. M. Feeder Road,
P.O. – Belgharia, Kolkata – 700056

Details of Mr. Prem Prakash Agrawal, seeking reappointment, are as under:	
Name of the Director	Mr. Prem Prakash Agrawal
Director Identification Number	01397585
Date of Birth	17.04.1966
Date of Appointment	11.02.2005 (Since Incorporation)
Qualifications	B-Com(H) from Gorakhpur University
Expertise in specific functional areas	He is Promoter of the Company has an overall experience of 24 years. He was closely associated with Govind Mills Limited and Gallantt Udyog Limited. Over the period he has understood the business techniques in the field of Production, Marketing, Accounts, Finance etc.
Directorship in other Companies	NIL
Membership/Chairmanship of Committees of the other public companies on which he is a Director	NIL
No. of Shares held in the Company	333
No. of Board Meetings attended	9 (Nine)
Relationship with any Directors of the Company	Mr. Prem Prakash Agrawal is brother of Mr. Chandra Prakash Agrawal (Chairman and Managing Director) and Mr. Santosh Kumar Agrawal, (Director, Sales and Marketing).

**GALLANTT ISPAT LIMITED**

CIN:L27109WB2005PLC101650

Registered Office: 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069

Phone No. 033-40642189, Fax No. 033-40642189

E-mail : nitesh@gallantt.com

ATTENDANCE SLIP**11th Annual General Meeting**

Folio No. / DP ID & Client ID:	
No. of Equity Shares Held:	

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 11th Annual General Meeting of the Company at the NAZRUL MANCHA', Office of the Municipal Councillors, Kamarhati, 1, M. M. Feeder Road, P.O. – Belgharia, Kolkata - 700056 at 11.00 A.M. on Monday, the 28th September, 2015.

Member's Name : _____ Proxy's Name : _____

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.

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CIN:L27109WB2005PLC101650

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E-mail : nitesh@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 OF PROXY

Folio No.: _____ DPID No. : _____ Client ID No.: _____

Name of the Member(s): _____ Email Id: _____

Registered Address: _____

I/We, being a member / members of GALLANTT ISPAT LIMITED hereby appoint:

1. Name: _____ E-mail Id _____
Address: _____ or failing him/her
2. Name: _____ E-mail Id _____
Address: _____ or failing him/her
3. Name: _____ E-mail Id _____
Address: _____



as my / our Proxy to vote for me / us, on my / our behalf at the 11th ANNUAL GENERAL MEETING of the Company held on Monday the 28th day of September, 2015 and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Particulars	For	Against
	Ordinary Business		
1	Adoption of Balance Sheet, Statement of Profit & Loss, Report of Auditors and Board of Directors for the year ended 31st March, 2015.		
2	Declaration of Dividend for the financial year ended 31st March, 2015.		
3	Re-Appointment of Mr. Prem Prakash Agrawal as Director who is retiring by rotation.		
4	Ratification of appointment of Auditors.		
	Special Business		
5	Approval of payment of Remuneration to Cost Auditor.		

Signed this _____ day of _____ 2015. Signature of Member _____

Signature of Proxyholder(s): 1. _____ 2. _____ 3. _____

Revenue
Stamp

NOTE: The Form of Proxy duly completed must be deposited at the Registered Office of the Company, 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069 not later than 48 hours before the time for holding the meeting.

**GALLANTT ISPAT LIMITED**

CIN:L27109WB2005PLC101650

Registered Office: 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069

Phone No. 033-40642189, Fax No. 033-40642189

E-mail : nitesh@gallantt.com

*(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)***ANNEXURE TO THE NOTICE FOR THE 11TH ANNUAL GENERAL MEETING
OF THE COMPANY TO BE HELD ON 28TH DAY OF SEPTEMBER, 2015**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 Clause 35B of the Listing Agreement, 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 Monday, 28th day of September, 2015 at 11.00 a.m. at "NAZRUL MANCH", Office of the Municipal Councillors, Kamarhati, 1, M.M. Feeder Road, P.O. - Belgharia, Kolkata - 700 056 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.com>.

EVEN (Electronic Voting Event Number)	USER - ID	PASSWORD
102883		

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
25th September, 2015 at 9:00 a.m. (IST)	27th September, 2015 at 5:00 p.m. (IST)

#Please read the instructions mentioned in the Notice before exercising your vote.

By Order of the Board
For **Gallantt Ispat Ltd.**Place: Kolkata
Date : 28.08.2015**Nitesh Kumar**
Company Secretary
Membership No. : FCS 7496

Encl: AGM Notice/ Attendance Slip / Proxy Form