GML/KOL/2018-19
September 03, 2018

Manager – Corporate Relationship **Bombay Stock Exchange Limited** Floor 25, P. J. Towers Dalal Street, Mumbai – 400 001. INDIA.	Mr. Hari K. – V.P. - Listing **National Stock Exchange of India Limited** "EXCHANGE PLAZA" Bandra – Kurla Complex, Bandra (East) Mumbai- 400 051. INDIA.

Dear Sir/Madam,

SUB: NOTICE OF 14TH ANNUAL GENERAL MEETING, BOOK CLOSURE AND E-VOTING

Notice is hereby given that the FOURTENTH ANNUAL GENERAL MEETING (AGM) of the members of Gallantt Metal Limited will be held on THURSDAY, 27TH SEPTEMBER, 2018 AT 3.30 P.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017 to transact the business as set out in the notice convening the meeting.

The Company is in the process of completing the dispatch of physical copies of the notice of the AGM, Annual Report containing audited accounts for the year ended 31st March, 2018 and the Reports of the Auditors and Directors to the members who have not registered their email address (dispatch will be completed today, September 03, 2018) and also sent the same, through the electronic means to the members whose e-mail Ids are registered with the Company/ Depository participants for communication purposes.

This is to also inform you that the Notice of AGM and Annual Report are also available on the Company's website viz., www.gallantt.com, and Members, who do not receive the Notice of AGM and Annual Report, may download it from the Company's website or may request for a copy of the same by writing to the email ID csgml@gallantt.com or Registered Office of the Company.

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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide e-voting facilities to its Members enabling them to cast their votes electronically for all the resolutions as set out for the AGM Notice dated 11th August, 2018. The Company has availed the e-voting services as provided by National Securities Depository Limited (NSDL). The Board of Directors of the Company has appointed Mr. Tanmay Kumar Saha, Practising Company Secretary, Kolkata as scrutinizer for conducting the remote e-voting process in a fair and transparent manner. The voting rights of members shall be as per the number of equity shares held by the members as on the cut- off date which is 20th September, 2018. The notice is

GALLANTT METAL LIMITED

Company Secretary

being sent to all the Members, whose names appeared in the Register of Member / Record of Depositories as on 10th August, 2018.

All the members are informed that:

I. The cut-off date for determining the eligibility to vote by electronic means is Thursday, 20th September, 2018;

II. The remote e-voting shall commence from Monday, 24th September, 2018 at 9.00 a.m. and shall end on Wednesday, 26th September, 2018 at 5:00 p.m.;

III. Any person who acquires share of the company and become member of the company after dispatch of the notice and holding shares of the cut-off date i.e. 20th September, 2018 may obtain the login ID and password by sending a request at csgml@gallantt.com. However, if a person is already registered with NSDL for remote e-voting then he can use his user ID and password for casting your vote;

IV. Member may note that:

a) The remote e-voting module shall be displayed by NSDL after the aforesaid date and time for e-voting and once the vote on a resolution is cast by the member shall not be allowed to change it subsequently ;

b) The facility for voting through ballot paper shall be made available at AGM.

c) 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.

d) A person, whose name is recorded in the register of members or in the register of beneficial owner maintained by the depositories as on the cut-off only, shall be entitled to avail the facility of remote e-voting at AGM for the businesses set out in the notice.

e) The chairman shall, at the AGM, at the end of discussion on the resolution 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.

f) The Scrutinizer shall after conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter at least two witnesses not in the employment of the Company and shall make, not later than three days of conclusion of the AGM, a consolidated scrutinizer's report of the total vote 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.

In case of any queries for the process and manner of electronic voting, Members may go through the instructions in the Notice of 14th AGM or visit NSDL website- www.evoting.nsdl.com and in case of queries, Members may refer to the Frequently Asked Questions ("FAQs") for Members and e-voting User Manual available at www.evoting.nsdl.com under help section or contact e-voting helpdesk at the designated email id: evoting@nsdl.co.in or Toll Free No. 1800-222-990 for queries/grievances connected with the electronic voting or contact to Mr. Tarun Kumar Rathi, Company Secretary, 1, Crooked Lane, Second Floor Room No. 222 & 223 Kolkata- 700069 at the designated email ID: csgml@gallantt.com and Telephone No. 033-40642189.

GALLANTT METAL LIMITED
OFFICE : WARD-10 BC, PLOT NO. 123, GROUND FLOOR, GANDHIDHAM, KUTCH, GUJRAT - 370 201, TEL. : 02836-395626 / 395636 FAX : 02836-235787
WORKS : NEAR TOLL GATE, VILAGE - SAMAKHYALI, TALUKA - BHACHAU, KUTCH - GUJRAT, TEL. : 91 98 795 60878, FAX : +91 2837 283690, e-mail : gml@gallantt.com
REGISTERED OFFICE : 1, CROOKED LANE, 2ND FLOOR, KOLKATA - 700 069
Telefax : 033-2231 2429, e-mail : gml@gallantt.com, Website : www.gallantt.com
Corporate Identification No. : L27109WB2005PLC101553

GALLANTT METAL LIMITED

Company Secretary

Pursuant to the provision of section 91 of the Act and Rules made there under and Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Registrar of Members and Share Transfer Books of the Company will remain closed from Friday, September 21, 2018 to Thursday, September 27, 2018 (both days inclusive) for the purpose of determining the members eligible for payment of Final Dividend and the Annual General Meeting.

The Board of Directors at their Meeting held on May 21, 2018, recommended dividend payout, subject to approval of the shareholders at the ensuing Annual General Meeting Twenty Five Paise per Share (@ 2.5%) on equity shares of the Company for the Financial Year 2017-18. The Dividend shall be paid to the members whose names appear on Company's Register of Members on September 20, 2018 in respect of physical shareholders and whose name appear in the list of Beneficial Owner on September 20, 2018 furnished by NSDL and CDSL for this purpose. The dividend if declared at the Annual General Meeting shall be paid on or after October 01, 2018.

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 OTEHR PERSON OR SHAREHOLDER.

For **GALLANTT METAL LIMITED**

GALLANTT METAL LIMITED

Company Secretary

Tarun Kumar Rathi
COMPANY SECRETARY

NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of GALLANTT METAL LIMITED (CIN:L27109WB2005PLC101553) will be held on Thursday, 27th September, 2018 at 3.30 P.M. at – Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
   a. the Audited Financial Statements of the Company for the financial year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
   b. the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. To declare Final Dividend on Equity Shares for the Financial Year ended 31st March, 2018.
3. To appoint a Director in place of Mr. Nitin Mahavir Prasad Kandoi (DIN: 01979952), 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, M/s. ALPS & Co., Chartered Accountants (ICAI Firm Registration No. 313132E), 310, Todi Chambers, 2, Lalbazar Street, Kolkata – 700001 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, 2019."

   "**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

SPECIAL BUSINESS:

5. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2019 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, 2019, be paid remuneration amounting to Rs. 45,000/- (Rupees Forty Five Thousand only) excluding out of pocket expenses, if any".

   "**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

6. To re-appoint Mr. Jyotirindra Nath Dey (DIN: 00180925) as an Independent Director for Second Term and, if thought fit, to pass the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Jyotirindra Nath Dey (DIN: 00180925), who was appointed as an Independent Director and who holds office of the Independent Director up to March 31, 2019 and who meets the criteria for Independence, being eligible for re-appointment

be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. April 01, 2019."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all other acts, deeds and things as may be necessary in this regard."

7. To re-appoint Mr. Prasant Kankrania (DIN: 05241947) as an Independent Director for Second Term and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Prasant Kankrania (DIN: 05241947), who was appointed as an Independent Director and who holds the office of Independent Director up to March 31, 2019 and who meets the criteria for Independence, being eligible for re-appointment be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. April 01, 2019."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all other acts, deeds and things as may be necessary in this regard."

8. To revise remuneration of Mr. Dinesh Raghubir Prasad Agarwal (DIN: 01017125), Whole-time Director of the Company and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 2(94), 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013, applicable clauses of the Articles of Association of the Company and pursuant to the recommendation of the Audit Committee and recommendation of Nomination and Remuneration Committee, approval of the members of the Company, be and is hereby accorded for variation and modification in remuneration of Mr. Dinesh Raghubir Prasad Agarwal (DIN : 01017125) who fulfills the conditions of Schedule V to the Companies Act, 2013, as set out in the draft agreement entered into between the Company and Mr. Dinesh Raghubir Prasad Agarwal, which shall be as under:,

Salary: At the rate of ₹ 1,80,000/- (Rupees One Lac Eighty Thousand only) per month from 1st April, 2018 in the scale of ₹ 1,80,000/- ₹ 10,000/- ₹ 2,00,000/- with provision for annual increment of ₹ 10,000/- from the beginning of the Financial Year.

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

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

Commission: Not exceeding 3.0 (three) percent of net profit in an accounting year of the Company subject to availability of profit w.e.f. financial year 2018-2019. Commission shall be paid on Quarterly basis of the provisional net profit earned by the Company subject to the conditions that the total Commission shall not exceed 3% of the Net Profit of the accounting year. Commission payment shall be subject to availability of profit.

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

Sitting Fees: The Whole-time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Gratuity, Encashment of Leave, Provident Fund etc.:

He will be entitled to gratuity, Encashment of Leave, Provident Fund etc. as per rules of the Company.

"**RESOLVED FURTHER THAT** Total Remuneration of Mr. Dinesh Raghubir Prasad Agarwal in any financial year shall not exceed 5% of the net profit of the Company during that year."

"**RESOLVED FURTHER THAT** the terms and conditions of appointment of Whole-time Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and

within applicable limits of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** except slab of remuneration, all terms and conditions of remuneration and all other terms and conditions of appointment already approved by the members as per the agreement entered between the Company and Mr. Dinesh Raghubir Prasad Agarwal dated 28th August, 2015 shall remain unchanged."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director / Committee of Director(s) to give effect to the aforesaid resolution."

9. To consider appointment of Mr. Sandip Kumar (DIN: 08088624) as an Independent Director and in this regard, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Sandip Kumar (DIN: 08088624), who has submitted a declaration stating that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who was appointed as Additional Director by the Board of Directors, being eligible for appointment, be and is hereby appointed as a non-retiring Independent Director of the Company for a period of 5 (Five) consecutive years with effect from March 31, 2018."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution."

10. To consider and approve granting of Loan u/s 185 to M/s. Gallantt Ispat Limited (GIL) and in this regard if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provision of Section 185 and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder (as may be amended from time to time ('the Act'), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 consent of the Members of the Company, be and is hereby accorded to grant loan to M/s. Gallantt Ispat Limited (GIL), a Company in which one or more Directors are interested and which is a related party, up to an amount of Rs. 50 Crores (Rupees Fifty Crores Only) from time to time in one or more tranches for its Principal Business Activities on such terms and conditions as the Board of Directors in discussion with GIL may finalize."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

By Order of the Board

Date: August 11, 2018
Place: Gorakhpur

Tarun Kumar Rathi
(Company Secretary)

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure to this Notice.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. The Register of Members and Share Transfer Books shall be closed from Friday, 21, September, 2018 to Thursday, September 27, 2018 (both days inclusive) the purposes of the Annual General Meeting of the Company.
9. During the Financial Year 2017-18, Board of Directors of the Company has recommended Dividend of 25 Paise only per share. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts are 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.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Niche.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Niche.
12. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
13. The Company has implemented the 'Green Initiative' as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. The email addresses indicated in your respective Depository Participant (DP) accounts are being periodically downloaded from NSDL/CDSL and will be deemed to be your registered email address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013.

Members may also note that the Notice of the 14th AGM and the Annual Report for FY 2017-18, 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.

14. 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.

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

16. Members may also note that the Notice of the 14th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.gallantt.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069, West Bengal between 11.00 AM and 1.00 P.M. on all working days up to the date of the Annual General Meeting.

17. VOTING THROUGH ELECTRONIC MEANS

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who holdshares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/ Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting.Click on e-Voting. Then,click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tanmayks@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

18. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tanmayks@gmail.com with a copy marked to evoting@nsdl.co.in without which the vote shall not be treated as valid.

19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.

20. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business on **10th August, 2018**.

21. The shareholders shall have one vote per equity share held by them as on the cut-off date of 20th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

22. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

23. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

24. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 20th September, 2018 are requested to send the written / email communication to the Company at csgml@gallantt.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

25. Mr. Tanmay Kumar Saha, practicing Company Secretary Secretary, (Membership No. F8847 and CP No. 11918) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 2 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

26. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gallantt.com and on the website of NSDL. The same will be communicated to the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited.

27. No gift coupon or gift shall be distributed to the Members at or in connection with the Annual General Meeting.

28. For any communication, the shareholders may also send requests to the Company Secretary e-mail IDs: csgml@gallantt.com.

29. The route map to the venue of AGM is provided in the Annual Report for easy location.

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 May 12, 2018 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, 2019, at a remuneration amounting to Rs. 45,000 (Rupees Forty Five Thousand only) excluding out of pocket expenses, if any. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 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.

Item No. 6 to 7:

Re-appointment of Independent Directors for a Second Term of 5 (Five) consecutive years on the Board of the Company

Section 149(10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term of up to 5 (Five) consecutive years on the Board and shall be eligible for re-appointment for Second Term of 5 (Five) consecutive years on passing a Special Resolution by the Company and disclosure of such appointment in its Boards' Report. Section 149(11) provides that an Independent Director may hold office for up to 2 (Two) consecutive terms.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreements with the stock exchanges, Mr. Jyotirindra Nath Dey (DIN: 00180925) and Mr. Prasant Kankrania (DIN: 05241947) were appointed as an Independent Directors on the Board of the Company for a period of 5 (Five). They shall hold office as an Independent Directors of the Company up to April 01, 2019 ("First Term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Mr. Jyotirindra Nath Dey and Mr. Prasant Kankrania as an Independent Directors for Second Term of 5 (Five) consecutive years on the Board of the Company. This appointment shall be effective from April 01, 2019 up to March 31, 2024. On the recommendation of the Nomination and Remuneration Committee, based upon the performance evaluation of Independent Directors and the Board considers that, given their backgrounds, rich experiences of diversified sectors and contributions made by them during their tenure, the continued association of would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board has recommended reappointment of Mr. Jyotirindra Nath Dey and Mr. Prasant Kankrania as an Independent Directors of the Company, not liable to retire by rotation and for Second Term of 5 (Five) consecutive years on the Board of the Company effective from April 01, 2019.

Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Mr. Jyotirindra Nath Dey and Mr. Prasant Kankrania are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors and all of them have also given declarations that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time).

In the opinion of the Board, all the above two Directors meet the criteria of Independence and qualifies for appointment as an Independent Directors.

Further, in terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, no listed entity shall appoint or continue a person as a Non-Executive Director with effect from 1 April, 2019, who has attained the age of 75 years unless a Special Resolution is passed in this regard. As term of Mr. Jyotirindra Nath Dey, aged 81 years is expiring on March 01, 2019, their re-appointment is recommended to the Members. He is very energetic, enthusiastic and actively engaged in providing their guidance from time to time, so as to run the operations of the Company in better and successful manner.

Details of Directors whose re-appointment as an Independent Directors for Second Term are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI). Copy of draft letters of re-appointment of Mr. Jyotirindra Nath Dey and Mr. Prasant Kankrania setting out the terms and conditions of appointment shall be available for inspection by the Members at the Registered Office of the Company.

Mr. Jyotirindra Nath Dey and Mr. Prasant Kankrania are interested in the resolutions set out respectively at Item Nos. 6 and 7 of the Notice with regard to their respective re-appointments. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Resolutions set out at Item Nos. 6 and 7 of the Notice for approval by the Members by way of Special Resolutions.

Item No. 8:

Revision in Remuneration of Mr. Dinesh Raghubir Prasad Agarwal

Pursuant to an Agreement dated August 28, 2015 entered into between the Company and Mr. Dinesh Raghubir Prasad Agarwal (DIN: 01017125), Mr. Dinesh Raghubir Prasad Agarwal was reappointed as a Wholetime Director effective from 1st November, 2015 and the said reappointment was approved by the Shareholders in the next Annual General Meeting held on September 28, 2015. Mr. Dinesh Raghubir Prasad Agarwal, a promoter of the Company having experience of 29 years in the industry, is a Commerce Graduate.

Mr. Dinesh Raghubir Prasad Agarwal is involved in the operations of the steel manufacturing facility of the Company. He was involved in setting up of the operations of our Company and has been instrumental in the implementation of technological advances made in the manufacturing processes of our Company. During this period and under his Directorship, the Company has completed and achieved various targets and plans and the Company achieved higher levels of growth. His expertise in the steel and power businesses has been instrumental in contributing to the growth of the Company. Mr. Dinesh Raghubir Prasad Agarwal supervises the operation and functioning of steel and power plants, besides he supervises Purchase and procurement departments of the Company.

Remuneration being paid to Mr. Dinesh Raghubir Prasad Agarwal is very nominal keeping in mind the amount of job responsibilities and roles, he is handling considering various parameters which, inter alia, includes, the scale of operations of the Company and increased involvement of Mr. Dinesh Raghubir Prasad Agarwal for the overall growth of the Company especially in respect of setting up of new expansion manufacturing units, streamlining the production capacities of existing units, exploring new markets, deeper penetration of existing markets and enhancing brand value through various initiatives etc. with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the company and shareholders. Revision in remuneration of Mr. Dinesh Raghubir Prasad Agarwal was required with the view to make the same commensurate with their efforts given to and involvement in the Company by way of increasing monthly/quarterly payment so as to maintain a regular distribution of cash flow.

Hence, it is necessitated as to remunerate Mr. Dinesh Raghubir Prasad Agarwal with a certain percentage of the Net Profit together with the existing slab of remuneration for the remaining tenure of service period of Mr. Dinesh Raghgubir Prasad Agarwal. Subject to the provisions of Sections 196, 197 and 198 read with Schedule V of the Companies Act, 2013 and subject to such amendments as may be made therein by the members of the Company, Mr. Dinesh Raghubir Prasad Agarwal shall be remunerated as under:

Salary: At the rate of ₹ 1,80,000/- (Rupees One Lac Eighty Thousand only) per month from 1st April, 2018 in the scale of ₹ 1,80,000/- ₹ 10,000/- ₹ 2,00,000/- with provision for annual increment of ₹ 10,000/- from the beginning of the Financial Year.

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

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

Commission: Not exceeding 3.0 (three) percent of net profit in an accounting year of the Company subject to availability of profit w.e.f. financial year 2018-2019. Commission shall be paid on Quarterly basis of the provisional net profit earned by the Company subject to the conditions that the total Commission shall not exceed 3% of the Net Profit of the accounting year. Commission payment shall be subject to availability of

profit.

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

Sitting Fees: The Whole-time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Gratuity, Encashment of Leave, Provident Fund etc.:

He will be entitled to gratuity, Encashment of Leave, Provident Fund etc. as per rules of the Company.

The copy of the Agreement referred to in the Resolution is available for inspection of the Members at the Registered Office of the Company on any working day during business hours and will also be available for inspection throughout the continuance of the 14th Annual General Meeting.

This shall also be treated as an abstract of the terms of the Contract / Agreement as to the nature of concern or interest of the Directors pursuant to Section 190 of the Companies Act, 2013.

The aforesaid terms & conditions governing remuneration of Mr. Dinesh Raghubir Prasad Agarwal fall within the parameters as prescribed in Schedule-V to the Companies Act, 2013 as amended upto date hence only Shareholders' approval is required and no approval of the Central Government is necessary in this case.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested with this resolution except Mr. Dinesh Raghubir Prasad Agarwal.

The Board hereby recommends the resolution as set out at Item No. 8 for consideration and approval of Members of the Company by way of Special Resolution.

Item No. 9

Appointment of Mr. Sandip Kumar as an Independent Director

On the recommendation of the Nomination and Remuneration Committee, the Board Members have appointed Mr. Sandip Kumar as non-retiring Additional Director (Independent Category) in its Meeting held on March 31, 2018. He shall hold the office upto the date of 14th Annual General Meeting and is eligible for being appointed as an Independent Director.

Mr. Sandip Kumar, is B-Com (H) from Calcutta University and Qualified CS Executive examination conducted by the Institute of Company Secretaries of India. He is having over 5 years in the field of finance and accounts. His expertise in the finance and accounts would prove an asset for the Company

The Board of Directors is of opinion that Mr. Sandip Kumar meets the criteria of Independence and fulfils the conditions for appointment as Independent Director in terms of the Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013. He has also submitted his willingness to act as Director of the Company. Considering his rich experience, Members are requested to consider his candidature for Independent Director.

Mr. Sandip Kumar shall hold office for a period of 5 (Five) years with effect from March 31, 2018. The Company has received following documents from Mr. Sandip Kumar proposed to be appointed as Independent Director:

i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

iii) A declaration to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of appointment letter of Mr. Sandip Kumar as Independent Director, setting out his terms and conditions would be open for inspection by any Member without any fee, at the Registered Office of the Company during normal business hours on any working day and shall also be available for inspection throughout the continuance of 14th Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested with this resolution except Mr. Sandip Kumar.

The Board hereby recommends the resolution as set out at Item No. 9 for consideration and approval of the members of the Company by way of Ordinary Resolution.

Item No. 10

Loan to Gallantt Ispat Limited (GIL)

Pursuant to the provisions of Section 185 of the Companies Act, 2013 as amended by Companies Amendment Act, 2017, the Company may advance any Loan including any Loan represented by a Book debt to

any person in whom any of the Director of the Company is interested subject to condition that Members approve the same by way of Special Resolution.

Members are hereby informed that Gallantt Ispat Limited (GIL) is a Related Party as Mr. Chandra Prakash Agarwal, Managing Director and Mr. Jyotirindra Nath Dey, Independent Director are common in both the Companies. Mr. Chandra Prakash Agrawal holds 52,34,004 Equity Shares (18.536% approx.) shares in GIL and whereas Mr. Jyotirindra Nath Dey does not hold shares in GIL either directly or indirectly.

GIL is in requirement of funds for running its business operations in a more efficient manner. For this purpose, the Board of Directors on the basis of the recommendation of the Audit Committee, has approved granting of Loan up to Rs. 50 Crores (Rupees Fifty Crores only) to GIL in one or more tranches, in its Meeting held on August 11, 2018. This approval is subject to approval of Members by way of Special Resolution.

This loan shall be utilized by M/s. Gallantt Ispat Limited for its principal business activities only and not for granting of further loan or investment purpose.

None of the Directors / KMP other than above is any way concerned or interested in this resolution.

The Board hereby recommends the resolution as set out at Item No. 10 for consideration and approval of Members of the Company by way of Special Resolution.

Annexure 1

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING [In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name of the Director	Mr. Jyotirindra Nath Dey
DIN	00180925
Date of Birth and Age	05.06.1937 (81 Years approximately)
Date of first appointment on the Board	10.10.2009
Qualifications	Electrical Engineer
Experience and Expertise	Mr. Jyotirindra Nath Dey is an Electrical Engineer having experience of over 48 years in industry, management and engineering, development of technology, banking and commerce. He is a member of various professional bodies viz. association of Consulting Engineer (I), Indian Society of Lighting Engineering, Arbitration any many more.
Number of Meetings of the Board attended during the year.	Eight (8). For details please refer to Corporate Governance Report forming part of Annual Report. Apart from the regular Board Meetings, he has also attended separate meeting of Independent Directors.
List of Directorship / Membership / Chairmanship of Committees of other Board.	<u>List of Directorship of other Companies:</u> 1. Gallantt Ispat Limited 2. Concrete Credit Limited 3. Princeton Comtrade Private Limited 4. Swiss Highrise Private Limited 5. Nilgiri Vanijya Private Limited 6. Pacific Vinimay Private Limited <u>List of Membership/Chairmanship of Committees of other Companies:</u> 1. Chairman-Audit Committee of Concrete Credit Limited 2. Member-Stakeholder Relationship Committee- Concrete Credit Limited 3. Member-Nomination and Remuneration Committee-Concrete Credit Limited 4. Chairman- Nomination and Remuneration Committee of Gallantt Ispat Limited 5. Member-Stakeholder Relationship Committee- Gallantt Ispat Limited 6. Member-Audit Committee –Gallantt Ispat Limited 7. Chairman – Corporate Social Responsibility Committee- Gallantt Ispat Limited
Shareholding in Gallantt Metal Limited	NIL

Relationship with other directors, manager and other Key Managerial Personnel of the company	No Relationship with other directors, manager and other Key Managerial Personnel of the company
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Mr. Jyotirindra Nath Dey is an Independent Director of the Company. He was appointed as an Indepedent Director on the Board of the Company for a period of five years and his first tenure as an Independent Director completes on March 31, 2019. He has been appointed as an Independent Director for his Second Term of 5 (Five) consecutive years on the Board of the Company. This appointment shall be effective from April 01, 2019 up to March 31, 2024. Apart from receiving sitting fees he has no other pecuniary relationship or transactions with the Company, Promoters, Directors, Key Managerial Personnel and their relatives. He has drawn a sitting fee of ₹ 64,000 during the financial year 2017-18.
Justification for choosing the appointees for appointment as Independent Directors	He is very energetic, enthusiastic and actively engaged in providing their guidance from time to time, so as to run the operations of the Company in better and successful manner.

Name of the Director	Mr. Prasant Kankrania
DIN	05241947
Date of Birth and Age	23.07.1986 (32 Years approximately)
Date of first appointment on the Board	29.03.2012
Qualifications	B.Com(H), Chartered Accountant
Experience and Expertise	Mr. Prasant Kankrania, aged about 32 years, is finance professional with over 9 years of work experience. After graduating as Bachelor of Commerce from Calcutta University, Mr. Kankrania qualified as a Chartered Accountant. He possesses vast experience in the field of taxation, accounting, banking, finance and corporate law matters.
Number of Meetings of the Board attended during the year.	Eight (8). For details please refer to Corporate Governance Report forming part of Annual Report. Apart from the regular Board Meetings, he has also attended separate meeting of Independent Directors.
List of Directorship / Membership / Chairmanship of Committees of other Board.	NIL
Shareholding in Gallantt Metal Limited	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the company	No Relationship with other directors, manager and other Key Managerial Personnel of the company
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Mr. Prasant Kankrania is an Independent Director of the Company. He was appointed as an Independent Director on the Board of the Company for a period of five years and his first tenure as an Independent Director completes on March 31, 2019. He has been appointed as an Independent Director for his Second Term of 5 (Five) consecutive years on the Board of the Company. This appointment shall be effective from April 01, 2019 up to March 31, 2024. Apart from receiving sitting fees he has no other pecuniary relationship or transactions with the Company, Promoters, Directors, Key Managerial Personnel and their relatives. He has drawn a sitting fee of ₹ 56,000 during the financial year 2017-18.
Justification for choosing the appointees for appointment as Independent Directors	Considering and Keeping in mind backgrounds, rich experiences of diversified sectors and contributions made by Mr. Prasant Kankrania during his tenure, his continued association would be beneficial to the Company and it is desirable to continue to avail his services as Independent Directors.

Name of the Director	Mr. Dinesh Raghubirprasad Agarwal
DIN	01017125
Date of Birth and Age	19.03.1965 (53 Years approximately)
Date of first appointment on the Board	07.02.2005 (Since Incorporation)
Qualifications	**B.Com (H)**
Experience and Expertise	Mr. Dinesh R. Agarwal, a promoter Director of the Company having experience of 29 years in textiles sector and more than a decade in iron and steel sector. In his capacity as Whole-time, he is managing all entire marketing and general administrative division of the Company. During this period and under his Directorship, the Company has completed and achieved various targets and plans and the Company achieved higher levels of growth. His expertise in the steel and power businesses has been instrumental in contributing to the growth of the Company.
Number of Meetings of the Board attended during the year.	Six (6). For details please refer to Corporate Governance Report forming part of Annual Report
List of Directorship / Membership / Chairmanship of Committees of other Board.	**Directorship:** Kadodara Power Private Limited Ganesh Laxmi Processors Private Limited GL Steel and Power Limited GL Minerals Private Limited
Shareholding in Gallantt Metal Limited	23,07,251
Relationship with other directors, manager and other Key Managerial Personnel of the company	No Relationship
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Mr. Dinesh Raghubirprasad Agarwal is a Whole-time Director of the Company. He is serving on the Board of the Company since incorporation (07.02.2005). His reappointment was made effective from November 01, 2015 for five years on the following terms of remuneration: **Salary:**-At the rate of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand only) per month from 1st September, 2015 in the scale of ₹ 1,50,000 – ₹ 10,000 – ₹ 2,00,000/- with provision for annual increment of ₹ 10,000/- from the beginning of the Financial Year i. e. 01.04.2016. **Perquisites**: - He will be entitled to reimbursement of medical expenses and leave travel concession for self and family, club fees & premium for medical/ accidental insurance subject to maximum amount not exceeding ₹ 3,00,000/- in a financial year. For the purpose of calculating the ceiling, the perquisites shall be evaluated as per Income Tax Rules, 1961. **Others**: Use of car for Company's business, telephone and other communication facilities at residence/other places, reimbursement of travelling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisites. **Commission**: No commission shall be paid. **Minimum Remuneration**: The above salary will be payable to the Managing Director even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V to the Companies Act, 2013. **Sitting Fees**: The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof. **Gratuity, Encashment of Leave, Provident Fund etc**.: He will be entitled to gratuity, Encashment of Leave, Provident Fund etc. as per rules of the Company. His last drawn remuneration inclusive of perquisites is ₹ 20.40 Lacs in the financial year 2017-18. Remuneration of Mr. Dinesh Raghubir Prasad Agarwal revised as per the details given in the Notice of 14th Annual General Meeting.

Justification for choosing the appointees for appointment as Independent Directors	Vast experience in the field of Production, Marketing, Accounts, Finance etc.
Chairman/member of the Committee of the Board of Directors of this Company	Member of Corporate Social Responsibility Committee of the Board.

Name of the Director	Mr. Sandip Kumar
DIN	08088624
Date of Birth and Age	16.11.1989 (29 Years approximately)
Date of first appointment on the Board	31.03.2018
Qualifications	B.Com (H), passed Executive of the Institute of Company Secretaries of India
Experience and Expertise	Mr. Sandip Kumar, aged about 28 years, has a vast experience of 5 years in the field of finance and accounts. He is a Commerce Graduate from Calcutta University. His expertise in the finance and accounts would prove an asset for the Company.
Number of Meetings of the Board attended during the year.	One (1). For details please refer to Corporate Governance Report forming part of Annual Report
List of Directorship / Membership / Chairmanship of Committees of other Board.	NIL
Shareholding in Gallantt Metal Limited	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the company	No Relationship
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Mr. Sandip Kumar is an Independent Director of the Company. He was appointed as an Additional Independent Director on the Board of the Company for a period of five years effective from March 31, 2018. He has been appointed as an Independent Director for his Second Term of 5 (Five) consecutive years on the Board of the Company. Apart from receiving sitting fees he has no other pecuniary relationship or transactions with the Company, Promoters, Directors, Key Managerial Personnel and their relatives. He has drawn a sitting fee of ₹ 4,000 during the financial year 2017-18.
Justification for choosing the appointees for appointment as Independent Directors	His expertise in the finance and accounts would prove an asset for the Company.
Chairman/member of the Committee of the Board of Directors of this Company	Member of Corporate Social Responsibility Committee of the Board.

For **Gallantt Metal Limited**

Date: August 11, 2018
Place: Gorakhpur

Tarun Kumar Rathi
(Company Secretary)

GALLANTT METAL LIMITED

CIN:L27109WB2005PLC101553
Registered Office: 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069
Phone No. 033-40642189, Fax No. 033-40642189
E-mail : csgml@gallantt.com

ATTENDANCE SLIP

Annual General Meeting, Thursday, the 27th day of September, 2018 at 3.30 p.m.
at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / AuthorisedRepresentative, if any	

I / We hereby record my / our presence at the ANNUAL GENERAL MEETING of the Company to be held on Thursday, the 27th day of September, 2018 at 3.30 p.m. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017

Signature of Shareholder/ Proxy/ Authorised Representative

Note:

The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.

GALLANTT METAL LIMITED

CIN:L27109WB2005PLC101553
Registered Office: 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069
Phone No. 033-40642189, Fax No. 033-40642189
E-mail : csgml@gallantt.com
(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

FORM NO. MGT-11

FORM OF PROXY

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / *DP-ID & Client	

**Applicable for Investors holding shares in electronic form.*

I / We, being the member (s) of …….. shares of the above named company, hereby appoint:

1.	Name:	Address:
	E-mail Id:	Signature:

Or failing him

2.	Name:	Address:
	E-mail Id:	Signature:

Or failing him

3.	Name:	Address:
	E-mail Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, 27th day of September, 2018 at 3.30 p.m. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017, and at any adjournment thereof in respect of such resolutions as is/are indicated below:-

** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

Resolutions No.	Resolution(s)	For	Against
	Ordinary Business		
1	To receive, consider and adopt		
	a) Audited Financial Statements of the Company for the year ended March 31, 2018 together with the Report of the Board of Directors and Independent Auditors report thereon; and		
	b) Audited Consolidated Financial Statements of the Company for the year ended March 31, 2018 together with Independent Auditors Report thereon.		
2	Declaration of Dividend for the Financial Year 2017-18.		
3	Re-Appointment of Mr. Nitin Mahavir Prasad Kandoi as Director who is retiring by rotation.		
4	Ratification of appointment of Auditors.		

Resolutions No.	Resolution(s)	For	Against
	Special Business		
5.	Approval of payment of Remuneration to Cost Auditor.		
6.	To re-appoint Mr. Jyotirindra Nath Dey (DIN: 00180925) as an Independent Director for Second Term		
7.	To re-appoint Mr. Prasant Kankrania (DIN: 05241947) as an Independent Director for Second Term		
8.	To Revision of Remuneration of Mr. Dinesh Raghubir Prasad Agarwal (DIN: 01017125), Whole-time Director		
9.	To appoint Mr. Sandip Kumar (DIN : 08088624) as an Independent Director		
10.	To grant loan to Gallantt Ispat Limited		

Signed this …….....……..... day of ……..... 2018.

Affix Re.1 Revenue Stamp

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Signature of Shareholder Signature of Proxy holder(s):

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
5. **This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Road Map of Venue of 14th Annual General Meeting

