

GML/DEL/2019-20  
September 2, 2019

To, The Manager <b>Bombay Stock Exchange Limited</b> Floor 25, P.J. Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 532726	To, The Manager <b>National Stock Exchange of India Limited</b> “EXCHANGE PLAZA” Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051 Scrip Code: GALLANTT
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Dear Sir/Madam,

**SUB: NOTICE OF 15TH ANNUAL GENERAL MEETING, BOOK CLOSURE AND EVOTING**

Notice is hereby given that the **FIFTEENTH ANNUAL GENERAL MEETING (AGM)** of the members of Gallantt Metal Limited will be held on **THURSDAY, 26<sup>TH</sup> SEPTEMBER, 2019 AT 12.30 P.M.** at “Geeta Bhawan”, 16, Block C, Jangpura Extension, Jangpura, New Delhi - 110014 to transact the businesses 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 31<sup>st</sup> March, 2019 and the Reports of the Auditors and Directors to the members who have not registered their email address (dispatch will be completed by September 02, 2019) 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](http://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](mailto: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 13<sup>th</sup> August, 2019.

**GALLANTT METAL LTD.**

**GALLANTT METAL LIMITED**

Office : Ward-10 BC, Plot No. 123, Ground Floor, Gandhidham, Kutch, Gujrat-370 201, Tel. : 02836-395626 / 305626 Fax : 02836-225787  
Works : Near Toll Gate Village - Samakhjali, Taluka-Bhachau, Kutch - Gujrat, Tel. : 91 98 795 60878, Fax : +91 2837 283690  
Registered Office : "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi -110 014  
Telefax : 011-45048767, E-mail : [gml@gallantt.com](mailto:gml@gallantt.com), Website : [www.gallantt.com](http://www.gallantt.com)  
Corporate Identification No. : L27109DL2005PLC350524



Company Secretary

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 19<sup>th</sup> September, 2019. The notice is being sent to all the Members, whose names appeared in the Register of Member / Record of Depositories as on 16<sup>th</sup> August, 2019.

All the members are informed that:

- I. The cut-off date for determining the eligibility to vote by electronic means is Thursday, 19<sup>th</sup> September, 2019;
- II. The remote e-voting shall commence from Monday, 23<sup>rd</sup> September, 2019 at 9.00 a.m. and shall end on Wednesday, 25<sup>th</sup> September, 2019 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 on the cut-off date i.e. 19<sup>th</sup> September, 2019 may obtain the login ID and password by sending a request at [csgml@gallantt.com](mailto: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 date 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

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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 15<sup>th</sup> AGM or visit NSDL website [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) under help section or contact e-voting helpdesk at the designated email id: [evoting@nsdl.co.in](mailto: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, "Gallantt House", I-7, Jangpura Extension, New Delhi – 110 014 at the designated email ID: [csgml@gallantt.com](mailto:csgml@gallantt.com) and Telephone No. 011-45048767.

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 20, 2019 to Thursday, September 26, 2019 (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 April 29, 2019 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 2018-19. The Dividend shall be paid to the members whose names appear on Company's Register of Members on September 19, 2019 in respect of physical shareholders and whose name appear in the list of Beneficial Owner on September 19, 2019 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, 2019.

**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**

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*Tarun*  
Company Secretary

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.

For GALLANTT METAL LIMITED  
**GALLANTT METAL LTD.**

  
Company Secretary

Tarun Kumar Rathi  
(CS & COMPLIANCE OFFICER)  
Encl: As above

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## GALLANTT METAL LIMITED

CIN:L27109DL2005PLC350524

Registered Office: "Gallantt House", I-7, Jangpura Extension, New Delhi-110014

Phone No. 011-45048767, Fax No. 011-45048767

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)*

### NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of GALLANTT METAL LIMITED (CIN: L27109DL2005PLC350524) will be held on Thursday, 26<sup>th</sup> September, 2019 at 12.30 P.M. at – "Geeta Bhawan", 16, Block C, Jungpura Extension, Jangpura, New Delhi, Delhi 110014. India to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, the Audited Consolidated Financial Statements of the Company for the said financial year and the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Prashant Jalan (DIN: 06619739), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESSES

4. **Re-appointment of Mr. Prashant Jalan (DIN: 06619739) as a Whole-time Director of the Company designated as "Director- Plant Operation" and in this regard, to consider 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 of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, subject to such other approvals as may be required, the approval of Members of the Company be and is hereby accorded for the re-appointment of Mr. Prashant Jalan as a Whole-time Director of the Company for a term of 3 (three) years with effect from August 12, 2019 to August 11, 2022 liable to retire by rotation, based on the recommendation of the Nomination & Remuneration Committee and

in line with the approval of the Audit Committee and the Board of Directors, on the terms and conditions including remuneration set out in the Agreement dated March 30, 2019 entered into between the Company and Mr. Prashant Jalan with specific authority to the Board of Directors to vary the terms and conditions of appointment including remuneration payable to Mr. Prashant Jalan provided that the remuneration payable to Mr. Prashant Jalan shall not exceed the maximum limits for payment of managerial remuneration specified in the Companies Act, 2013."

**"RESOLVED FURTHER THAT** approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions of the Agreement entered into by Mr. Prashant Jalan with the Company for the aforesaid appointment and as set out in the statement annexed to the Notice including the following "

**Salary :-** At the rate of Rs. 60,000 /- from the date of reappointment

**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 Director-Plant Operation 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 Director-Plant Operation shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

**Gratuity and encashment of leave:** He will be entitled to gratuity and encashment of leave as per rules of the Company.

**"RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Prashant Jalan any remuneration, perquisites,

benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals”.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Prashant Jalan in the light of further progress of the Company which shall be in accordance with the prescribed provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force)”.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto”.

**5. Appointment of Mr. Ashtbhuja Prasad Srivastava (DIN: 08434115) as an Independent Director and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, read with Schedule IV of the Companies Act, 2013 and the allied rules made thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof), and applicable clauses of the Articles of Association of the Company, subject to such other approvals as may be required, the approval of Members of the Company be and is hereby accorded for the appointment of Mr. Ashtbhuja Prasad Srivastava (DIN: 08434115) as an Independent Director of the Company, not liable to retire by rotation, who is eligible for appointment, for a term of 5 (five) years with effect from April 29, 2019 up to April 28, 2024 based on the recommendation of Nomination and Remuneration Committee and in line with the approval of the Board of Directors.”

**“RESOLVED FURTHER THAT** Mr. Chandra Prakash Agrawal, Managing Director, Mr. Nitin Mahavir Prasad Kandoi, Director and Mr. Tarun Kumar Rathi

, Company Secretary be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

**6. Appointment of Mr. Dindayal Jalan (DIN: 00006882) as an Independent Director and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, read with Schedule IV of the Companies Act, 2013 and the allied rules made thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof), and applicable clauses of the Articles of Association of the Company, subject to such other approvals as may be required, the approval of Members of the Company be and is hereby accorded for the appointment of Mr. Dindayal Jalan (DIN: 00006882) as an Independent Director of the Company, not liable to retire by rotation, who is eligible for appointment, for a term of 5 (five) years with effect from June 23, 2019 up to June 22, 2024 based on the recommendation of Nomination and Remuneration Committee and in line with the approval of the Board of Directors.”

**“RESOLVED FURTHER THAT** Mr. Chandra Prakash Agrawal, Managing Director, Mr. Nitin Mahavir Prasad Kandoi, Director and Mr. Tarun Kumar Rathi, Company Secretary be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

**7. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2020 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, 2020, be paid remuneration amounting to Rs. 50,000/- (Rupees Fifty 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”.

**8. Reappointment of Mrs. Richa Bhartiya (DIN: 06905283) as an Independent Director and in this regard, to consider 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, Mrs. Richa Bhartiya (DIN: 06905283), who was appointed as an Independent Director and who holds the office of Independent Director up to November 11, 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. November 12, 2019.”

“RESOLVED FURTHER THAT pursuant to the provision of Section 149 (4) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 25, 26 and 27 of the SEBI LODR and subject to the Schedule IV of the Companies Act, 2013 and all applicable provisions, Mrs. Richa Bhartiya who meets the criteria of independence, as required under the said sections and provisions, be regarded as an Independent Director of the Company.”

“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.”

**For Gallantt Metal Limited**

**Tarun Kumar Rathi**  
(Company Secretary)

Date: August 13, 2019

Place: Gorakhpur

**NOTES:**

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Businesses as set out in Item No. 4, 5, 6, 7 & 8 are annexed hereto. Additional Information, pursuant to Para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of re-appointment of Mr. Prashant Jalan and Mrs. Richa Bhartiya and appointment of Mr. Ashtbhuja Prasad Srivastava and Mr. Dindayal Jalan at the 15<sup>th</sup> Annual General Meeting is also annexed hereto. Further, additional information pursuant to aforesaid provisions in respect of appointment or re-appointment as above at the 15<sup>th</sup> Annual General Meeting are made part of their respective explanatory statements.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING/ AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM/ HER AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED, DULY COMPLETED AND SIGNED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ATTACHED HEREWITH.**

**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.**

- The proxy holder shall prove his/her identity at the time of attending the Meeting.
- When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked.
- Requisition for inspection of proxies shall be received by the Company in writing from a Member entitled to vote on any resolution at least three days before the commencement of the Meeting.
- Proxies shall be made available for inspection during the period beginning twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
- Corporate Members intending to attend the Meeting are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013,

authorizing their representative to attend and vote at the Meeting.

8. 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.
9. Brief resume of Director proposed to be reappointed, 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.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 20, 2019 to Thursday, September 26, 2019 (both days inclusive) for the purposes of the Annual General Meeting and determining the shareholders eligible for final dividend for the Financial Year 2018-19, if declared at the forthcoming 15<sup>th</sup> Annual General Meeting.

During the Financial Year 2018-19, 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. The Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 has mandated all Companies to use approved electronic mode of payment for making cash payments such as dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank).

Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial

System Code) etc. at the earliest with:

- i. The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
  - ii. The Registrar & Share Transfer Agent of the Company (R&T Agent) (in case of the shares held in Physical form).
11. Members holding shares in demat mode may kindly note that any request for change of address or change of E-mail ID or change in bank particulars/ mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from the Members holding shares in demat mode.  
However, Members holding shares in physical mode are requested to notify the Registrar & Share Transfer Agent of the Company of any change in their address and e-mail id as soon as possible.
  12. Members are requested to contact the Company's Registrar & Share Transfer Agent Niche Technologies Pvt. Ltd. 7th Floor, Room, No. 7A & 7B, 3A, Auckland Rd, Elgin, Kolkata, West Bengal – 700017. Tel.: (033) 2280 6616 / 17 / 18 Email id: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com); Website: [www.nichetechpl.com](http://www.nichetechpl.com) for reply to their queries/redressal of complaints, if any, or contact Mr. Tarun Kumar Rathi, Company Secretary at the Registered Office of the Company (Phone No.: +91-11-45048767; Email: [csgml@gallantt.com](mailto:csgml@gallantt.com)).
  14. Members, who have not yet encashed their dividend warrants for the financial year ended March 31, 2018 are requested to make their claim to the Company's Registrar & Share Transfer Agent immediately.
  15. Members are requested to bring their attendance slip, duly signed as per the specimen signature recorded with the Company for admission into the Meeting Hall.
  16. Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
  17. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registrar & Share Transfer Agent.
  18. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar & Share Transfer Agent for consolidation into single



folio.

19. Since, the securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
20. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar & Share Transfer Agent, Niche Technologies Pvt. Ltd.
21. Electronic copy of the Annual Report 2018-19, Notice of the aforesaid AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar & Share Transfer Agent/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. The physical copies of the Notice of the aforesaid AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to the registered address of the Members of the Company who have not registered their e-mail address in the permitted mode.
22. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.
23. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules made thereunder, Memorandum and Articles of Association, Agreement entered into between the Company and Executive Director etc. Also, 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 are open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. to 1:00 p.m. and also at the AGM. Also, the Notice for this 15<sup>th</sup> AGM along with requisite documents and the Annual Report for the financial year 2018-19 shall also be available on the Company's website [www.gallantt.com](http://www.gallantt.com).
24. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the AGM ("remote e-voting") is being provided by NSDL.
25. The facility for voting through Poll/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 to vote at the Meeting through Poll/Ballot Paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
26. The e-voting facility will be available during the following voting period:
  - i. Commencement of remote e-voting: From 9.00 a.m. IST of September 23, 2019.
  - ii. End of remote e-voting: Up to 5.00 p.m. IST of September 25, 2019.
27. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 19, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and the facility will be blocked forthwith.
28. The voting rights of Members shall be in proportion to their shares of the total paid up equity share capital of the Company as on the cut-off date.
29. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of the Meeting and holding shares as of the cut-off date i.e. September 19, 2019, needs to refer the instruction above regarding login ID and password and may contact the Company or R&T Agent for any query or assistance in this regard.

**Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.**

30. 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 or change it subsequently.
31. Only those Members, whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Poll/Ballot Paper.
32. Mr. Tanmay Kumar Saha, Practicing Company 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.
33. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by use of Poll/ 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.
34. The Scrutinizer shall after the conclusion of voting at the 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 and submit, within 48 hours 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 within 48 hours of conclusion of the AGM.
35. The Notice of the AGM shall be placed on the website of the Company and NSDL till the date of AGM. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website [www.gallantt.com](http://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 Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Head Office.
36. The route map showing directions to reach the venue of the Meeting is annexed.
37. The complete details of unpaid or unclaimed dividends are available on the website of the Company i.e., [www.gallantt.com](http://www.gallantt.com). For any communication, the shareholders may also send requests to the Company Secretary e-mail IDs: [csgml@gallantt.com](mailto:csgml@gallantt.com).
38. A Minor shall not be appointed as a Proxy. The proxy of a member, who is blind or incapable of writing may be accepted if such member has attached his signature or mark thereto in the presence of a witness who shall add to his signature his description and address, provided that all insertions in the proxy are in the handwriting of the witness and such witness shall have certified at the foot of the proxy that all such insertions have been made by him at the request and in the presence of the member before he attached his signature or mark.
39. The proxy of a member who does not know English may be accepted if it is executed in the manner given in point no. 38 above and the witness certifies that it was explained to the member in the language known to him, and gives the member's name in English below the signature.
40. The Board of Directors at their Meeting held on April 29, 2019, recommended dividend pay-out, subject to approval of the shareholders at the ensuing Annual General Meeting of ₹ 0.25/- per share, on equity shares of the Company for the Financial Year 2018-19. The Dividend shall be paid to the members whose names appear on Company's Register of Members on September 19, 2019 in respect of physical shareholders and whose name appear in the list of Beneficial Owner on September 19, 2019 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, 2019.
- 41. PROCESS AND MANNER FOR MEMBERS OPTING FOR 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 hold shares 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 use 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 to 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](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

**For Gallantt Metal Limited**  
**Tarun Kumar Rathi**

Date: August 13, 2019

Place: Gorakhpur

(Company Secretary)

#### Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

##### ITEM NO. 4

#### Reappointment of Mr. Prashant Jalan as a Managing Director for a period of five years

At their meeting held on 30<sup>th</sup> March, 2019 the Board of Directors of the Company reappointed Mr. Prashant Jalan as a Whole-time Director of the Company designated as "Director-Plant Operation" for a period of three years effective from 12th August, 2019. Accordingly, the Board of Directors has determined the remuneration payable to Mr. Prashant Jalan as a Whole-time Director. The said appointment as Whole-time Director as well as the remuneration is subject to the approval by the Members in the next General Meeting. Pursuant to the provisions of Section 196, Schedule V and other applicable provisions, if any, of the Companies Act, 2013. Mr. Prashant Jalan is re-appointed as the Whole-time Director of the Company upon the terms of remuneration given below:

**Salary:-**At the rate of Rs. 60,000 /- from the date of reappointment.

**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 Director-Plant Operation 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 Director-Plant Operation shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

**Gratuity and encashment of leave:** He will be entitled to gratuity and encashment of leave as per rules of the Company.

Mr. Prashant Jalan is a Bachelor of Commerce from Lucknow University having an overall experience of over 25 years including 11 years in steel industry. He has completed one year Diploma in Material & Supply Chain Management from IMT, Gaziabad in the year 2012. He has joined the Company in the year 2009. Mr. Prashant Jalan has contributed extensively towards the growth of the Company and has been actively responsible together with other officers for the installation, implementation and functioning of units of the project of the Company and attainment of the highest standards of quality. His area of job is diversified and looking after factory operation of the Company. The remuneration proposed to be paid to Mr. Prashant Jalan is justified having regard to the nature of services required from him and is commensurate with his knowledge and experience in the industry. He does not hold directorship in other Company.

The Board recommends adoption of the resolution set forth in Item No. 4 for the approval of members by way of Special Resolution.

Mr. Prashant Jalan does not hold Shares in the Company. Mr. Prashant Jalan may be interested or concerned in the said resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at Item No. 4 of this Notice.

The proposed resolution is to be passed as Special Resolution as required under the amended Schedule V to the Companies Act, 2013 and as such, the Directors commend your approval. In compliance with the provisions of Section 196 and 197 of the Companies Act, 2013, the terms of remuneration specified above are now being placed before the members in General Meeting for their approval.

A copy of the Agreement dated March 30, 2019

referred to in the resolution at Item No. 4 will be available for inspection by the Members at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on any working day except Saturday and Sunday prior to the Fifteenth Annual General Meeting and will also be available for inspection from 12.30 P.M. at the place and date of the Meeting.

The resolution along with the explanatory statement above may be treated as a written memorandum under Section 190 of the Companies Act, 2013 and in keeping with the provisions of Section 190(2) of the said Act, the same will be open to inspections by any member of the Company without payment of any fee.

Brief Profile of Mr. Prashant Jalan pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 30 and 36(3) of the SEBI Listing (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, is provided in the table below:

<b>Name of the Director</b>	Mr. Prashant Jalan
<b>Director Identification No.</b>	06619739
<b>Father's Name</b>	Mr. Shyam Sunder Jalan
<b>Terms and Conditions of Appointment</b>	As per the Agreement dated 30.03.2019
<b>Remuneration drawn in financial year 2018-19 (including sitting fees, if any)</b>	₹ 6.73 Lacs
<b>Remuneration proposed to be paid</b>	As per the Agreement dated 30.03.2019 and specifically detailed in the Resolution above.
<b>Date of Birth</b>	01.07.1974
<b>Age</b>	45 Years
<b>Date of first Appointment</b>	12.08.2013
<b>Brief Resume and expertise in specific functional areas</b>	Mr. Prashant Jalan is a Bachelor of Commerce from Lucknow University having an overall experience of over 25 years including 11 years in steel industry. He has completed one year Diploma in Material & Supply Chain Management from IMT, Gaziabad in the year 2012. He has joined the Company in the year 2009. Mr. Prashant Jalan has contributed extensively towards the growth of the Company and has been actively responsible together with other officers for the installation, implementation and functioning of units of the project of the Company and attainment of the highest standards of quality. His area of job is diversified and looking after factory operation of the Company.  The proposed remuneration will be within overall limit of Schedule V of the Companies Act, 2013.
<b>Qualification</b>	B.Com (H), Diploma in Material & Supply Chain Management from IMT, Gaziabad
<b>Directorship held in other Companies</b>	NIL
<b>Chairman/member of the committee of the Board of Directors of the Company</b>	NIL
<b>Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director</b>	NIL

<b>Number of shares held in the Company</b>	NIL
<b>No. of Board meetings attended during the financial year 2018-19</b>	7 (Seven)
<b>Relationship with other Directors, Manager and KMPs of the Company</b>	No relationship

**ITEM NO. 5****Appointment of Mr. Ashtbhuja Prasad Srivastava (DIN: 08434115) as an Independent Director**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on April 29, 2019 approved the appointment of Mr. Ashtbhuja Prasad Srivastava (DIN: 08434115) as an Additional Director in the category of Independent Director, not liable to retire by rotation, for a term of five years with effect from April 29, 2019 valid till April 28, 2024.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and applicable clause of Articles of Association of the Company, Mr. Ashtbhuja Prasad Srivastava shall hold office up to the date of this Annual General Meeting ("AGM") as he is appointed by the Board as Additional Director and is eligible to be appointed as Director of the Company. The Company has, in terms of Section 160(1) of the Companies Act, 2013 received in writing a notice from Mr. Ashtbhuja Prasad Srivastava, signifying his candidature as a Director and also received 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 Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, he has confirmed that he is not aware of any circumstance or situation which exists or may be

reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the condition specified in the Companies Act, 2013, Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 for appointment as Independent Director and he is independent of the management of the Company.

Terms and conditions of his appointment as mentioned in the letter for appointment of Mr. Ashtbhuja Prasad Srivastava as Independent Director would be available for inspection without any fee by the Members at the Registered Office of the Company on all working days, except Saturday, between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Annual General Meeting. Mr. Ashtbhuja Prasad Srivastava is deemed to be interested in the proposed resolution mentioned at Item No. 5 of the Notice.

None of the Directors or Key Managerial Personnel of the Company, and/ or their relatives other than Mr. Ashtbhuja Prasad Srivastava are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 5 of the Notice.

The Board recommends the resolutions set forth in Item No. 5 for the approval of Members by way of an Ordinary Resolution.

Brief Profile of Mr. Ashtbhuja Prasad Srivastava, Independent Director pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, is provided in the table below:

<b>Name of the Director</b>	Mr. Ashtbhuja Prasad Srivastava
<b>Director Identification No.</b>	08434115
<b>Father's Name</b>	Shri Umashanker Lal Srivastava
<b>Terms and Conditions of Appointment</b>	As per the appointment letter dated 29.04.2019.
<b>Remuneration drawn in financial year 2018-19 (including sitting fees, if any)</b>	N.A.
<b>Remuneration proposed to be paid</b>	Sitting Fees
<b>Date of Birth</b>	24.06.1951
<b>Age</b>	68 Years
<b>Date of first Appointment</b>	29.04.2019

<b>Brief Resume and expertise in specific functional areas</b>	Mr. Ashtbhuja Prasad Srivastava, aged about 68 years, has been an officer of Indian Revenue Service (IRS), 1976 batch. Being in the post of Chief Commissioner, Income Tax Mr. Ashtbhuja Prasad Srivastava has a vast experience of 35 years in the field of finance, accounts, taxation and audit. His vast expertise would an asset for the Company as he would prove to be an accomplished team leader, mentor and motivator with excellent administrative capabilities. He has the expertise to formulate effective strategies, innovative tax planning and effectively manage compliance of taxation law. At present he is not associated with any company or organization.
<b>Qualification</b>	Indian Revenue Service
<b>Directorship held in other Companies</b>	Gallantt Ispat Limited
<b>Chairman/member of the committee of the Board of Directors of the Company</b>	NIL
<b>Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director</b>	Member of Nomination and Remuneration Committee of Gallantt Ispat Limited
<b>Number of shares held in the Company</b>	NIL
<b>No. of Board meetings attended during the financial year 2018-19</b>	N.A.
<b>Relationship with other Directors, Manager and KMPs of the Company</b>	No relation

**ITEM NO. 6****Appointment of Mr. Dindayal Jalan (DIN: 00006882) as an Independent Director**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on June 23, 2019 approved the appointment of Mr. Dindayal Jalan (DIN: 00006882) as an Additional Director in the category of Independent Director, not liable to retire by rotation, for a term of five years with effect from June 23, 2019 valid till June 22, 2024.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and applicable clause of Articles of Association of the Company, Mr. Dindayal Jalan shall hold office up to the date of this Annual General Meeting ("AGM") as he is appointed by the Board as Additional Director and is eligible to be appointed as Director of the Company. The Company has, in terms of Section 160(1) of the Companies Act, 2013 received in writing a notice from Mr. Dindayal Jalan, signifying his candidature as a Director and also received 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 Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, he has confirmed that he is not aware of any circumstance or situation which exists or may be

reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the condition specified in the Companies Act, 2013, Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 for appointment as Independent Director and he is independent of the management of the Company.

Terms and conditions of his appointment as mentioned in the letter for appointment of Mr. Dindayal Jalan as Independent Director would be available for inspection without any fee by the Members at the Registered Office of the Company on all working days, except Saturday, between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Annual General Meeting. Mr. Dindayal Jalan is deemed to be interested in the proposed resolution mentioned at Item No. 6 of the Notice.

None of the Directors or Key Managerial Personnel of the Company, and/ or their relatives other than Mr. Dindayal Jalan are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of Members by way of an Ordinary Resolution.

Brief Profile of Mr. Dindayal Jalan, Independent Director pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, is provided in the table below:

<b>Name of the Director</b>	Mr. Dindayal Jalan
<b>Director Identification No.</b>	00006882
<b>Father's Name</b>	Mr. Parmeshwar Lal Jalan
<b>Terms and Conditions of Appointment</b>	As per the appointment letter dated 23.06.2019.
<b>Remuneration drawn in financial year 2018-19 (including sitting fees, if any)</b>	N.A.
<b>Remuneration proposed to be paid</b>	Sitting Fees
<b>Date of Birth</b>	29.09.1956
<b>Age</b>	63 Years
<b>Date of first Appointment</b>	23.06.2019
<b>Brief Resume and expertise in specific functional areas</b>	<p>Mr. Dindayal Jalan, aged about 63 years is a Chartered Accountant and has vast expertise of over 40 years in financial management, corporate negotiations, financial control, business planning, due diligence, business development, treasury, capital raising, business structuring, investor relations, commercial, taxation, people development and strategic planning.</p> <p>Mr. Jalan is pursuing an entrepreneurial stint by developing projects in Agriculture space and promoting start ups through angle network. He superannuated in late 2016 as the Group Chief Financial officer of Vedanta Resources Plc. and an Executive Director and CFO of Vedanta Ltd. Mr. Jalan started his career in 1978 with the Aditya Birla Group's, Hindusthan Gas &amp; Industries Ltd as a management trainee. He was instrumental in transforming iron ore business of the associate Essel Mining to a mechanised mining &amp; setting up a new SME business. He moved to Birla Copper as a Jt. Executive President (Finance and Commerce) where he was involved from the project phase of its copper smelting business to developing it into a robust operating unit. He was responsible for raising finance, setting up of business process and system, organisation building for finance, concentrate procurement, marketing and commodity hedging.</p> <p>Mr. Jalan joined Sterlite Industries, now Vedanta, in 2001 as President Australian operation for its mining operations in Australia. He lead the turnaround of operation and developed a good understanding of working in a multicultural environment. He moved to the position of CFO of Sterlite in 2003 and then to the CFO of Vedanta Resources PLC, a FTSE 250, London listed co, in 2005.</p> <p>He provided strategic leadership in overall finance area with a clear focus on enhancing shareholder value. He was closely partnering the CEO to drive business performance.</p>
<b>Qualification</b>	Chartered Accountants
<b>Directorship held in other Companies</b>	Gallantt Ispat Limited
<b>Chairman/member of the committee of the Board of Directors of the Company</b>	NIL
<b>Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director</b>	NIL
<b>Number of shares held in the Company</b>	NIL
<b>No. of Board meetings attended during the financial year 2018-19</b>	N.A.
<b>Relationship with other Directors, Manager and KMPs of the Company</b>	No relation



**ITEM NO. 7****To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2020**

The Board of Directors at its meeting held on August 13, 2019 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, 2020, at a remuneration amounting to Rs. 50,000 (Rupees Fifty 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. 7 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. 7 of this Notice.

The Board recommends the resolutions set forth in Item No. 7 for the approval of Members by way of an Ordinary Resolution.

**ITEM NO. 8****Appointment of Mrs. Richa Bhartiya (DIN: 06905283) as an Independent Director**

Mrs. Richa Bhartiya was appointed on the Board of your company on 12th November, 2014, as Additional Director in the capacity as Non-Executive Independent Director and her appointment was confirmed at the Annual General Meeting held on 28th September, 2015. 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, Mrs. Richa Bhartiya was appointed as an Independent Directors on the Board of the Company for a period of 5 (Five). She will hold office as an Independent Directors of the Company up to November 11, 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 Mrs. Richa Bhartiya as an Independent Directors for Second Term of 5 (Five) consecutive years on the Board of the Company. This appointment shall be effective from November 12, 2019 up to November 11, 2024. On the recommendation of the Nomination and Remuneration Committee, based upon the performance evaluation of Independent Directors and the Board considers that, given her backgrounds, rich experience of diversified sectors and contributions made by her during her tenure, the continued association of Mrs. Richa Bhartiya would be beneficial to the Company and it is desirable to continue to avail her services as Independent Directors.

Accordingly, the Board has recommended reappointment of Mrs. Richa Bhartiya as an Independent Director 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 November 12, 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.

Mrs. Richa Bhartiya is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Directors and she has also given declaration that she meets 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, Director meets the criteria of Independence and qualifies for appointment as an Independent Director.

Mrs. Richa Bhartiya has vast experience, knowledge and standing in the area of Accounts, Finance, Taxation and Corporate Law. She is very energetic, enthusiastic and actively engaged in providing her guidance from time to time, so as to run the operations of the Company in better and successful manner. Copy of draft letters of re-appointment of Mrs. Richa Bhartiya setting out the terms and conditions of appointment shall be available for inspection by the Members at the Registered Office of the Company.

Brief Profile of Mrs. Richa Bhartiya, Independent Director pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, is provided in the table below:

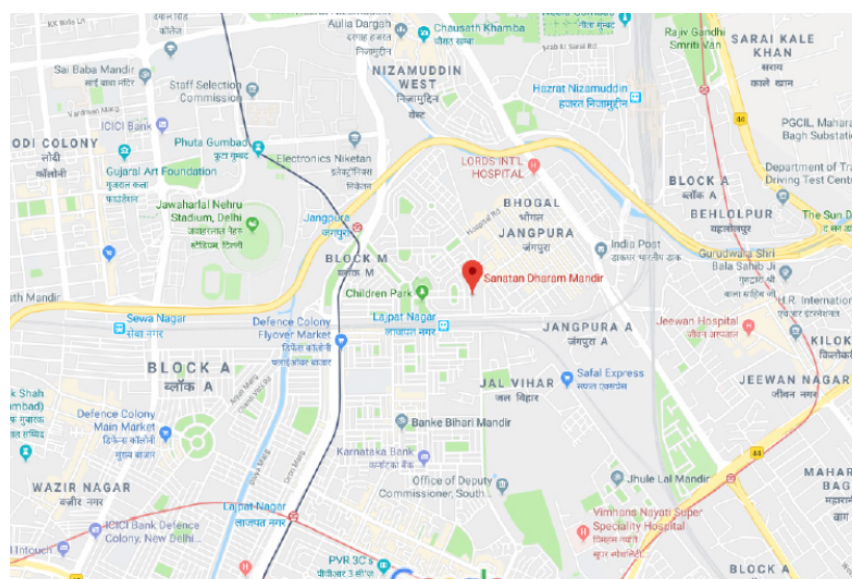
<b>Name of the Director</b>	Mrs. Richa Bhartiya
<b>Director Identification No.</b>	06905283
<b>Father's Name</b>	Mr. Satya Narayan Tantia
<b>Terms and Conditions of Appointment</b>	As per the appointment letter dated 13.08.2019.
<b>Remuneration drawn in financial year 2018-19 (including sitting fees, if any)</b>	Rs. 42,000 (Sitting fees)
<b>Remuneration proposed to be paid</b>	Sitting Fees
<b>Date of Birth</b>	04.05.1987
<b>Age</b>	32 Years
<b>Date of first Appointment</b>	12.11.2014
<b>Brief Resume and expertise in specific functional areas</b>	Mrs. Richa Bhartiya has vast experience, knowledge and standing in the area of Accounts, Finance, Taxation and Corporate Law. She is very energetic, enthusiastic and actively engaged in providing her guidance from time to time, so as to run the operations of the Company in better and successful manner. She has an overall experience of 5 years in Accounts, Finance, Taxation and Company Law Matter etc.
<b>Qualification</b>	Chartered Accountants
<b>Directorship held in other Companies</b>	NIL
<b>Chairman/member of the committee of the Board of Directors of the Company</b>	<b>Chairperson:</b> 1. Audit Committee <b>Members:</b> 1. Stakeholders Relationship Committee 2. Nomination and Remuneration Committee
<b>Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director</b>	NIL
<b>Number of shares held in the Company</b>	NIL
<b>No. of Board meetings attended during the financial year 2018-19</b>	7
<b>Relationship with other Directors, Manager and KMPs of the Company</b>	No relation.

**For Gallantt Metal Limited**  
**Tarun Kumar Rathi**  
(Company Secretary)

Date: August 13, 2019

Place: Gorakhpur

### Road Map of Venue of 15th Annual General Meeting





**GALLANTT METAL LIMITED**

CIN:L27109DL2005PLC350524

“GALLANTT HOUSE”, I-7, Jangpura Extension, New Delhi – 110014.

Telefax: 011-45048767; Email: csgml@gallantt.com

Website: www.gallantt.com

**ATTENDANCE SLIP**

Annual General Meeting, Thursday, the 26th day of September, 2019 at 12.30 p.m.  
at Geeta Bhawan”, 16, Block C, Jungpura Extension, Jangpura, New Delhi, Delhi 110014. India

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

I / We hereby record my / our presence at the ANNUAL GENERAL MEETING of the Company to be held on Thursday, the 26th day of September, 2019 at 12.30 p.m. at Geeta Bhawan”, 16, Block C, Jungpura Extension, Jangpura, New Delhi 110014. India

**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:L27109DL2005PLC350524

Registered Office: "Gallantt House", I-7, Jangpura Extension, New Delhi-110014

Phone No. 011-45048767, Fax No. 011-45048767

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, 26th day of September, 2019 at 12.30 p.m. at "Geeta Bhawan", 16, Block C, Jungpura Extension, Jangpura, New Delhi, Delhi 110014, 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
	<b>Ordinary Business</b>		
1	To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, the Audited Consolidated Financial Statements of the Company for the said financial year and the Reports of the Board of Directors and Auditors thereon.		
2	To declare final dividend on equity shares for the financial year ended 31st March, 2019.		
3	To appoint a Director in place of Mr. Prashant Jalan(DIN: 06619739), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
	<b>Special Business</b>		
4	Re-appointment of Mr. Prashant Jalan(DIN: 06619739) as a Whole-time Director of the Company designated as "Director- Plant Operation" and in this regard, to consider and if thought fit, to pass, the following resolution as a Special resolution:		
5	Appointment of Mr. Ashtbhuja Prasad Srivastava (DIN: 08434115) as an Independent Director		
6	Appointment of Mr.Dindayal Jalan (DIN: 00006882) as an Independent Director		
7	Approval of payment of Remuneration to Cost Auditor.		

Resolutions No.	Resolution(s)	For	Against
8	Reappointment of Mrs.Richa Bhartiya (DIN: 06905283) as an Independent Director and in this regard, to consider and if thought fit, to pass, the following resolution as a Special resolution:		

Signed this ..... day of ..... 2019.

Affix Re.1 Revenue Stamp
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Signature of Shareholder

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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.