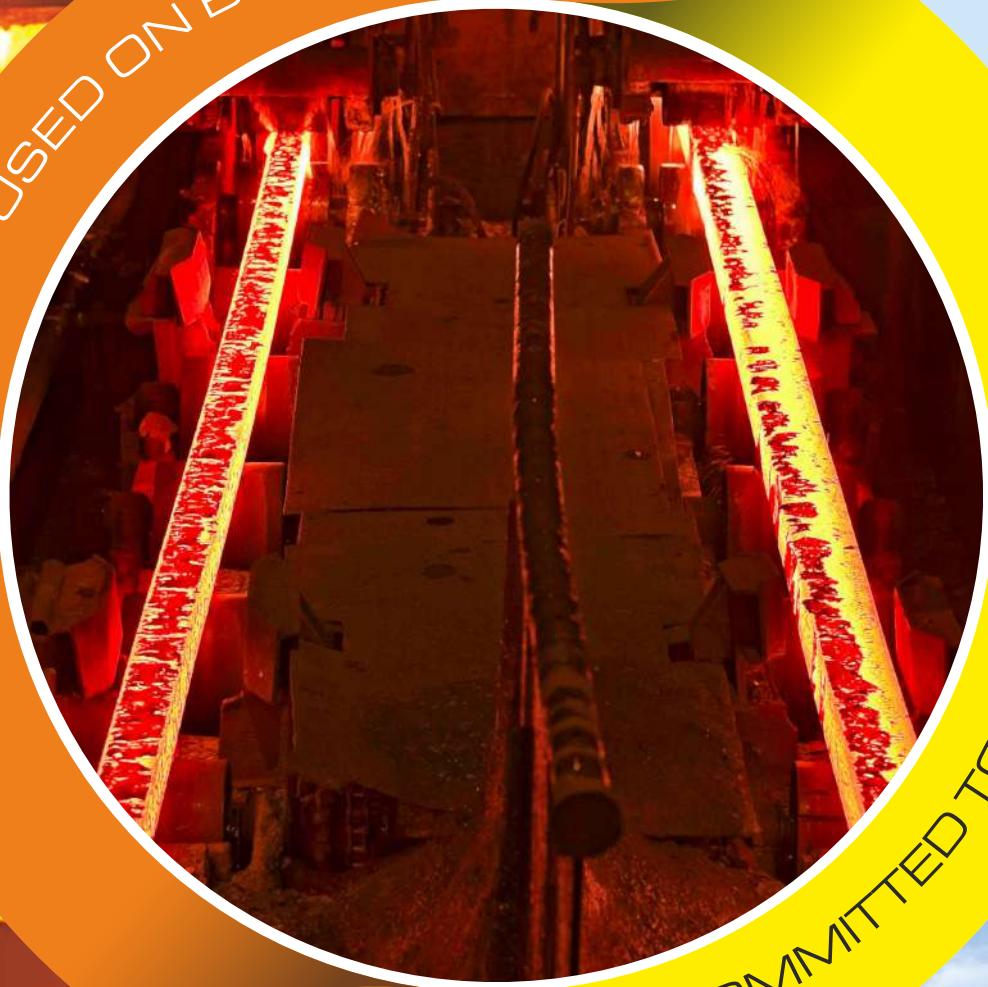


GALLANT

# GALLANT METAL LIMITED

Annual Report 2020-21

FOCUSSED ON BASICS



COMMITTED TO GROW





## Chairman's Message

My Dear Shareowners,

We are pleased to present to you our 17<sup>th</sup> Annual Report for the Financial Year (FY) 2020-21.

The Covid-19 pandemic resulted in countries announcing lockdown and quarantine measures that sharply stalled economic activity. The year 2020-21 was an unprecedented one in every sense and it tested our resilience and patience to withstand enormous challenges, which brought out our collective strength to push through paradigm shifts. Global slowdown accompanied with nation lockdown and strict restriction on the movement of people and goods in India took a toll on the Indian Economy and the industries came to a literal halt. The steel industry suffered a setback due to the COVID19 pandemic outbreak and the consequent lock downs. The industry's key customer sectors like automobiles, construction and oil & gas drillers struggled hard to survive due to prolonged shutdowns, disrupted supply chains, collapsing confidence and delayed investment and construction projects, as well as a decline in consumption activity across the globe.

Despite a tough market environment impacted by repeated lockdowns and a drop in steel demand, your Company was able to maintain performance both in terms of turnover and profitability. We are happy to share that during FY 2020-21, we were able to record robust revenue growth. Improved operational efficiencies and strict cost control led to increasing operational profitability.

Your Company achieved a top-line growth of 16.42% (Y-O-Y) driven by better realisation and improved market conditions, especially in H2 FY 2020-21. Strong operational turnaround translated into robust bottom-line performance as well. Your Company's EBITDA touched ₹ 11,333.52 Lacs and a net profit of ₹ 5,678.61 Lacs against ₹ 748.23 Lacs in the previous year registering a growth of 658.94%. Standalone Earnings per Share (EPS) stood at ₹ 6.98 (face value of ₹ 10/- each) and Consolidated Earnings per Share (EPS) stood at ₹ 10.01 (face value of ₹ 10/- each) for the Financial Year ended March 31, 2021.

Your Company over the last few years has adopted strategy to increase the volume of business by expanding the capacity of various plants. Plants capacity have been expanded and are operational now. Amalgamation of Companies with your Company is under process and post amalgamation of Gallant Ispat, being a steel manufacturing company, with the Company, the production capacity will be increased manifold. This Amalgamation will unlock the true potential of our steel business and will enhance shareholder value. This is yet another significant milestone in the continuous growth journey of the business and has placed Gallant Metal at the cusp of a high growth trajectory. We embarked on the journey of transformation and closed the year with a strong performance, leading us to a sense of optimism and confidence that we will attain greater heights in the year ahead.

Our people are vital to our success and we continue to focus on building their capabilities and driving a high-performance culture. During the year, numerous training programmes were rolled out for upskilling and professional growth. We also provided multiple learning and development opportunities to develop future leaders and keep the talent pipeline flowing. The health and safety of its workforce has always been paramount to Gallant Metal. The Company has placed utmost priority on the health and safety of the employees.

To our shareowners, I thank you for your belief in Gallant Metal and what it stands for. Also, I extend my sincere gratitude to all who make Gallant Metal's progress possible. I would also like to extend my sincere appreciation to my fellow Board members and the senior management. Our employees have ensured that we maintain our position in a competitive landscape; I thank them for their hard work and professionalism. Gallant Metal also acknowledges the support extended by various government agencies, partners, suppliers, the steel fraternity, investors and other stakeholders for their support and confidence in our business. Please stay safe.

Thanks,

**C.P. AGRAWAL**



## GALLANT METAL LIMITED

Corporate Identity Number (CIN): L27109DL2005PLC350524

# Corporate Profile

## BOARD OF DIRECTORS

**Mr. Chandra Prakash Agrawal**  
*Chairman & Managing Director*

**Mr. Dinesh Raghbir Prasad Agarwal**  
*Whole Time Director*

**Mr. Prashant Jalan**  
*Director-Plant Operation*  
*Resigned w.e.f. June 29, 2020*  
*Again appointed w.e.f. November 04, 2020*

**Mr. Nitin Mahavir Prasad Kandoi**  
*Director*

**Mr. Dindayal Jalan**  
*Non-Executive Independent Director*  
*Resigned w.e.f. April 12, 2021*

**Mr. Ashtbhuj Prasad Srivastava**  
*Non-Executive Independent Director*

**Mrs. Richa Bhartiya**  
*Non-Executive Independent Director*  
*Resigned w.e.f. June 29, 2020*

**Mrs. Nishi Agrawal**  
*Non-Executive Independent Director*  
*Appointed w.e.f. November 04, 2020*

**Mr. Jyotirindra Nath Dey**  
*Non-Executive Independent Director*

**Mr. Udit Agarwal**  
*Non-Executive Independent Director*  
*Appointed w.e.f. June 29, 2021*

## AUDITORS

ALPS & CO.  
*Chartered Accountants*

**COST AUDITORS**  
U. Tiwari & Associates  
*Cost Accountants*

**CHIEF FINANCIAL OFFICER**  
Mr. Sandip Kumar Agarwal

**COMPANY SECRETARY**  
Mr. Arnab Banerji

## REGISTERED OFFICE

“GALLANTT HOUSE”, I-7, Jangpura Extension, New Delhi – 110014.  
Telefax: 011-45048767

Website: [www.gallantt.com](http://www.gallantt.com)

## BANKERS

State Bank of India

## EQUITY SHARES LISTED

Bombay Stock Exchange Limited  
National Stock Exchange of India Limited

## REGISTRARS & 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)

## WORKS OFFICE

Near Toll Gate, Village - Samakhiali,  
Taluka - Bachau, District – Kutch,  
Gujarat

## AUDIT COMMITTEE

Mrs. Richa Bhartiya (Resigned w.e.f. June 29, 2020) – Chairperson  
Mr. Ashtbhuj Prasad Srivastava – Chairperson (w.e.f. November 03, 2021)  
Mr. Jyotirindra Nath Dey  
Mr. Nitin Mahavir Prasad Kandoi

## STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Nitin Mahavir Prasad Kandoi - Chairperson  
Mrs. Richa Bhartiya (Resigned w.e.f. June 29, 2020)  
Mrs. Nishi Agrawal (Appointed w.e.f. November 04, 2020)  
Mr. Jyotirindra Nath Dey

## NOMINATION AND REMUNERATION COMMITTEE

Mr. Jyotirindra Nath Dey - Chairperson  
Mrs. Richa Bhartiya (Resigned w.e.f. June 29, 2020)  
Mrs. Nishi Agrawal (Appointed w.e.f. November 04, 2020)  
Mr. Nitin Mahavir Prasad Kandoi

## CORPORATE SOCIAL

**RESPONSIBILITY COMMITTEE**  
Mr. Jyotirindra Nath Dey - Chairperson  
Mr. Chandra Prakash Agrawal  
Mr. Dinesh Raghbir Prasad Agarwal

## COMMITTEE OF DIRECTORS

Mr. Chandra Prakash Agrawal - Chairperson  
Mr. Dinesh Raghbir Prasad Agarwal  
Mr. Nitin Mahavir Prasad Kandoi

## RISK MANAGEMENT COMMITTEE

Mr. Jyotirindra Nath Dey - Chairperson  
Mr. Nitin Mahavir Prasad Kandoi  
Mr. Udit Agarwal

17th ANNUAL GENERAL MEETING	
Date	31.08.2021
Day	Tuesday
Time	1.30 P.M
Place	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
Book Closure Date for AGM	Wednesday, August 25, 2021 to Tuesday, August 31, 2021 (both days inclusive)
MEMBERS ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESS WITH THE DEPOSITORY PARTICIPANTS/REGISTRAR & SHARE TRANSFER AGENT	

## Contents

Notice **2** Directors' Report **19** Management Discussion and Analysis Report **41** Report on Corporate Governance  
**74** Auditors' Report **104** Balance Sheet **110** Statement of Profit and Loss **111** Statement of Changes in Equity **112**  
Cash Flow Statement **113** Notes on Financial Statement **115** Consolidated Auditors' Report **141** Consolidated Balance Sheet **146** Consolidated Statement of Profit & Loss **147** Consolidated Statement of Changes in Equity **148**  
Consolidated Cash Flow Statement **149** Consolidated Notes on Financial Statement **151**

**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 Seventeenth Annual General Meeting of GALLANTT METAL LIMITED (CIN: L27109DL2005PLC350524) will be held on Tuesday, 31st August, 2021 at 1.30 P.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), 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, 2021, 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 appoint a Director in place of Mr. Nitin Mahavir Prasad Kandoi (DIN: 01979952), who retires by rotation at this Annual General Meeting in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESSES**

3. **Appointment of Mrs. Nishi Agrawal (DIN: 08441260) 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 Mrs. Nishi Agrawal (DIN: 08441260) 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 November 4, 2020 up to November 3, 2025 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. Arnab Banerji, 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."

- 4) **Appointment of Mr. Udit Agarwal (DIN: 07036864) 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. Udit Agarwal (DIN: 07036864) 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 29, 2021 up to June 28, 2026 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. Arnab Banerji, 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."

- 5) **Appointment of Mr. Prashant Jalan (DIN: 06619739) as an Additional Director of the Company and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** Mr. Prashant Jalan (DIN: 06619739)

who was appointed as an Additional Director by the Board of Directors of the Company with effect from November 04, 2020, and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

**"RESOLVED FURTHER THAT** the Board of Directors, 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) 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 appointment of Mr. Prashant Jalan (DIN: 06619739) as a Whole-time Director of the Company designated as "Director-Plant Operation" for a term of 3 (three) years with effect from November 4, 2020 to November 3, 2023, 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 November 4, 2020 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 and other terms and conditions as embodied in the Agreement entered into by Mr. Prashant Jalan with the Company for the aforesaid appointment which are as under:

**Salary:** At the rate of ₹ 60,000/- (Rupees Sixty Thousand only) per month from November 04, 2020.

**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 Whole-time Director (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".

7) **To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2022 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, 2022, be paid remuneration amounting to ₹ 55,000/- (Rupees Fifty-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".

**For Gallant Metal Limited**

Arnab Banerji

**(Company Secretary)**

M.N. A59335

Date: June 29, 2021

Place: Kolkata

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members at the 17th Annual General Meeting (AGM) of Gallant Metal Limited (the "Company") is not required and AGM be held through video conferencing ("VC") or other audio visual means ("OAVM"). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at 1:30 P.M. IST.
4. **IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY 12, 2020, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 17TH AGM OF THE COMPANY (THE "NOTICE").**

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the

duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [tanmayks@gmail.com](mailto:tanmayks@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

5. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.
6. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
7. Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Businesses under Item No. 3, 4, 5, 6 and 7 is annexed hereto. The recommendation of the Board of Directors of the Company (the "Board") in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors seeking re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.

**8. Dispatch of Annual Report through E-mail**

In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, the Notice along with the Annual Report of the Company for the financial year ended March 31, 2020, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. Niche Technologies Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2021 shall be available on the websites of the Company viz., [www.gallant.com](http://www.gallant.com) and of the Stock Exchanges where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., National Securities Depository Limited (NSDL), viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination

and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section103 of the Companies Act, 2013.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.gallantt.com](http://www.gallantt.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
13. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No.14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and General Circular No. 02/2020 dated January 13, 2020.

**14. INSTRUCTION FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE AGM THROUGH VC OR OAVM ARE AS UNDER:-**

**The remote e-voting period begins on Saturday 28th August, 2021 at 9:00 A.M. and ends on Monday, 30th August, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 24th August, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 24th August, 2021.**

**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: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under "<b>IDeAS</b>" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp</a></li> </ol>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cDSLindia.com/myeasi/home/login">https://web.cDSLindia.com/myeasi/home/login</a> or <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cDSLindia.com/myeasi/Registration/EasiRegistration">https://web.cDSLindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### **How to Log-in to 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.

1. Your User ID details are given below :	
<b>Manner of holding shares i.e.Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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.L	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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered	
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 <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> .	
b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> .	
c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.	
d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.	
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.	

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

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.

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](http://www.evoting.nsdl.com) to reset the password.

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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Vikram Jha at evoting@nsdl.co.in

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [www.gallant.com](http://www.gallant.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [www.gallant.com](http://www.gallant.com). If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGHVC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [csgml@gallant.com](mailto:csgml@gallant.com). The same will be replied by the company suitably.

**15. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [csgml@gallantt.com](mailto:csgml@gallantt.com).
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [csgml@gallantt.com](mailto:csgml@gallantt.com).
- Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

16. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Businesses as set out in Item Nos. 3, 4, 5, 6 and 7 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 appointment of Mrs. Nishi Agrawal, Mr. Udit Agarwal and Mr. Prashant Jalan at the 17th Annual General Meeting is also annexed hereto.

17. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 25, 2021 to Tuesday, August 31, 2021 (both days inclusive) for the purposes of the Annual General Meeting. Board of Directors has not recommended Dividend for the Financial Year 2020-21.

18. 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).

19. 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.

20. 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. Arnab Banerji, Company Secretary at the Registered Office of the Company (Phone No.: +91-11-45048767; Email: [csgml@gallantt.com](mailto:csgml@gallantt.com)).

21. Members, who have not yet encashed their dividend warrants for the financial year ended March 31, 2018 and 2019 are requested to make their claim to the Company's Registrar & Share Transfer Agent immediately.

22. 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.

23. 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.

24. 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.

25. 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.

26. All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at [csgml@gallant.com](mailto:csgml@gallant.com) from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection upon login at NSDL e-Voting system at <https://www.evoting.nsdl.com>

27. 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.

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. The remote e-Voting period will commence on Saturday, August 28, 2021 (9:00 A.M. IST) and will end on Monday, August 30, 2021 (5:00 P.M. IST). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e., Tuesday, August 24, 2021, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

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. August 24, 2021, 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. Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, August 24, 2021 being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date, i.e. Tuesday, August 24, 2021 should treat this Notice for information purpose only.

31. The Board of Directors has appointed CS Tanmay Kumar Saha, (FCS: 8847/C.P. No.: 11918), or failing whom, such other practicing company secretary as the Board of Directors of the Company may appoint, as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting in presence of at least two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 2 working days after the conclusion of the Meeting. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website ([www.gallant.com](http://www.gallant.com)) and on the e-Voting website of NSDL ([www.evoting.nsdl.com](https://www.evoting.nsdl.com))

immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results declared along with the said Report shall also be made available for at least 3 days on the Notice Boards of the Company at its Registered Office in New Delhi and at the Corporate Office in Kolkata.

32. Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolution(s) forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., Tuesday, August 31, 2021.
33. Members holding shares in physical mode or whose e-mail addresses are not registered, may cast their votes through e-Voting system, after registering their e-mail addresses by sending the following documents to the Company at [csgml@gallant.com](mailto:csgml@gallant.com) or to the RTA at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com):
  - (i) Scanned copy of a signed request letter,

mentioning the name, folio number / demat account details & number of shares held and complete postal address;

- (ii) Self-attested scanned copy of PAN Card; and
- (iii) Self-attested scanned copy of any document(such as AADHAAR card / latest Electricity Bill / latest Telephone Bill / Driving License /Passport / Voter ID Card / Bank Passbook particulars)in support of the postal address of the Member as registered against their shareholding.

Members, who hold shares in physical mode and already having valid e-mail addresses registered with the Company / the RTA, need not take any further action in this regard.

**For Gallant Metal Limited**

Arnab Banerji

**(Company Secretary)**

M.N. A59335

Date: June 29, 2021

Place: Kolkata

## **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. 3**

#### **Appointment of Mrs. Nishi Agrawal (DIN:08441260) 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 November 4, 2020 approved the appointment of Mrs. Nishi Agrawal (DIN: 08441260) 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 November 4, 2020 valid till November 3, 2025. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and applicable clause of Articles of Association of the Company, Mrs. Nishi Agrawal shall hold office up to the date of this Annual General Meeting ("AGM") as she 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 Mrs. Nishi Agrawal, signifying her candidature as a Director and also received a declaration to the effect that she 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, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, she 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 she is independent of the management of the Company. Terms and conditions of her appointment as mentioned in the letter for appointment of Mrs. Nishi Agrawal 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. Mrs. Nishi Agrawal is deemed to be interested in the proposed resolution mentioned at Item No. 3 of the Notice. None of the Directors or Key Managerial Personnel of the Company, and/ or their relatives other than Mr. Udit Agarwal are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 4 of the Notice. The Board recommends the resolutions set forth in Item No. 4 for the approval of Members by way of an Ordinary Resolution.

resolution mentioned at Item No. 3 of the Notice. The Board recommends the resolutions set forth in Item No. 3 for the approval of Members by way of an Ordinary Resolution.

### **ITEM NO. 4**

#### **Appointment of Mr. Udit Agarwal (DIN:07036864) 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 29, 2021 approved the appointment of Mr. Udit Agarwal (DIN: 07036864) 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 29, 2021 valid till June 28, 2026. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and applicable clause of Articles of Association of the Company, Mr. Udit Agarwal 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. Udit Agarwal, 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. Udit Agarwal 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. Udit Agarwal is deemed to be interested in the proposed resolution mentioned at Item No. 4 of the Notice. None of the Directors or Key Managerial Personnel of the Company, and/ or their relatives other than Mr. Udit Agarwal are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 4 of the Notice. The Board recommends the resolutions set forth in Item No. 4 for the approval of Members by way of an Ordinary Resolution.

**ITEM NO. 5****Appointment of Mr. Prashant Jalan (DIN: 06619739) as an Additional Director**

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee and Audit Committee, at their meeting held on November 04, 2020 appointed Mr. Prashant Jalan as an Additional Director in terms of Section 161 of the Companies Act, 2013 who holds office upto the date of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Prashant Jalan for the office of Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Prashant Jalan requisite disclosures; consent to act as a Director, declaration and other undertakings as may be required under provisions the Companies Act, 2013 and rules made thereunder. In the opinion of the Board of Directors, Mr. Prashant Jalan, the Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder. Mr. Prashant Jalan does not hold Equity Shares in the Company. The resolution set forth in Item No. 5 seeks the approval of members for the appointment of Mr. Prashant Jalan as a Director retiring by rotation.

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 a one-year Diploma in Material & Supply Chain Management from IMT, Gaziabad in the year 2012. His vast experience and continuing guidance will help to contribute extensively towards the growth of the Company. He does not hold directorship in other Company. The Board recommends adoption of the resolution set forth in Item No. 5 for the approval of members by way of Ordinary Resolution. Mr. Prashant Jalan does not hold Shares in the Company. Terms and conditions of his appointment as mentioned in the letter for appointment of Mr. Prashant Jalan will 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. 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. 5 of this Notice.

**ITEM NO. 6****Appointment of Mr. Prashant Jalan (DIN: 06619739) as a Whole-time Director of the Company designated as "Director- Plant Operation"**

At their meeting held on November 4, 2020 the Board of

Directors of the Company appointed Mr. Prashant Jalan as a Whole-time Director of the Company designated as "Director-Plant Operation" for a period of 3 (three) years effective from November 4, 2020. Accordingly, the Board of Directors has determined the remuneration payable to Mr. Prashant Jalan as a Whole-time Director. The said appointment of Mr. Prashant Jalan as a Whole-time Director as well as the remuneration is subject to the approval by the Members in the Annual 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 appointed as the Whole-time Director of the Company upon the terms of remuneration given below:

**Salary:** At the rate of ₹ 60,000/- (Rupees Sixty Thousand only) per month from November 04, 2020.

**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 Whole-time Director (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 a one year Diploma in Material & Supply Chain Management from IMT, Gaziabad in the year 2012. His vast experience and continuing guidance will help to contribute extensively towards the growth of the Company. He does not hold directorship in other Company. The Board recommends adoption of the resolution set forth in Item No. 6 for the approval of members by way of Special Resolution. Mr. Prashant Jalan does not hold Shares in the Company. Terms and conditions of his appointment as mentioned in the letter for appointment of Mr. Prashant Jalan will 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. 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 Special Resolution as set out at Item No. 6 of this Notice.

#### ITEM NO. 7

#### To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2022.

The Board of Directors at its meeting held on June 29, 2021 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, 2022, at a remuneration amounting to ₹ 55,000 (Rupees Fifty-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. 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 Ordinary Resolution.

**For Gallant Metal Limited**

**Arnab Banerji**

**(Company Secretary)**

M.N. A59335

Date: June 29, 2021

Place: Kolkata

(I) Brief Profile of Mrs. Nishi Agrawal, 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>	<b>Mrs. Nishi Agrawal</b>
<b>Director Identification No.</b>	08441260
<b>Father's Name</b>	Shri Kamlesh Kumar Agrawal
<b>Terms and Conditions of Appointment</b>	As per the appointment letter dated 04.11.2020.
<b>Remuneration drawn in financial year 2020 -21 (including sitting fees, if any)</b>	₹ 35,000
<b>Remuneration proposed to be paid</b>	Sitting Fees
<b>Date of Birth</b>	10.05.1986
<b>Age</b>	34 Years
<b>Date of first Appointment</b>	04.11.2020
<b>Brief Resume and expertise in specific functional areas</b>	Mrs. Nishi Agrawal, aged about 34 years has more than 6 years of rich and varied expertise in the upliftment of education and social and environmental activities. At present she is associated with Bharat Vikas Parishad which is an unique social organisation engaged in various social activities and projects. Mrs. Agrawal has vast experience in natural science and naturopathy. Her continuing guidance will be very valuable to the company will undoubtedly prove to be an advantage to our organization.
<b>Qualification</b>	M.Sc & PhD in Naturopathy
<b>Directorship held in other Companies</b>	AAR Commercial Company Limited
<b>Chairman/member of the committee of the Board of Directors of the Company</b>	Member of Nomination and Remuneration Committee, Risk Management Committee and Stakeholders Relationship Committee
<b>Chairman/member of the committee of the Board of Directors of other companies in which he/ she is a director</b>	Chairman of Audit Committee Meeting of AAR Commercial Company Limited Members of Nomination and Remuneration Committee and Stakeholders Relationship Committee of AAR Commercial Company Limited
<b>Number of shares held in the Company</b>	NIL
<b>No. of Board meetings attended during the financial year 2020-21</b>	2 (Two)
<b>Relationship with other Directors, Manager and KMPs of the Company</b>	No Relation

(II) Brief Profile of Mr. Udit Agarwal, 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>	<b>Mr. Udit Agarwal</b>
<b>Director Identification No.</b>	07036864
<b>Father's Name</b>	Shri Naveen Agarwal
<b>Terms and Conditions of Appointment</b>	As per the appointment letter dated 29.06.2021.
<b>Remuneration drawn in financial year 2020 -21 (including sitting fees, if any)</b>	N.A.
<b>Remuneration proposed to be paid</b>	Sitting Fees
<b>Date of Birth</b>	15.11.1987
<b>Age</b>	33 Years
<b>Date of first Appointment</b>	29.06.2021
<b>Brief Resume and expertise in specific functional areas</b>	Mr. Udit Agarwal, aged about 34 years has more than 5 years of rich and varied expertise in finance, accounts and law. He possesses vast experience in the field of finance, accounts and corporate law matters. His continuing guidance will be very valuable to the company and will undoubtedly prove to be an advantage to our organization.

<b>Qualification</b>	Company Secretary, LLB
<b>Directorship held in other Companies</b>	1. AAR Commercial Company Limited 2. Sidhant Credit Capital Ltd
<b>Chairman/member of the committee of the Board of Directors of the Company</b>	Member of Risk Management Committee
<b>Chairman/member of the committee of the Board of Directors of other companies in which he/ she is a director</b>	Chairman of Stakeholders Relationship Committee and Nomination and Remuneration Committee of AAR Commercial Company Limited Member of Audit Committee of AAR Commercial Company Limited
<b>Number of shares held in the Company</b>	NIL
<b>No. of Board meetings attended during the financial year 2020-21</b>	NIL
<b>Relationship with other Directors, Manager and KMPs of the Company</b>	No relation

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 04.11.2020
<b>Remuneration drawn in financial year 2020 -21 (including sitting fees, if any)</b>	₹ 5.38 Lacs
<b>Remuneration proposed to be paid</b>	As per the Agreement dated 04.11.2020 and specifically detailed in the Resolution above.
<b>Date of Birth</b>	01.07.1974
<b>Age</b>	46 Years
<b>Date of first Appointment</b>	04.11.2020
<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 a one-year Diploma in Material & Supply Chain Management from IMT, Gaziabad in the year 2012. Mr. Prashant Jalan has expertise in installation, implementation, maintaining highest standard of quality and other factory operations. His vast experience and continuing guidance will help to contribute extensively towards the growth of the Company.
<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 2020-21</b>	5 (Five)
<b>Relationship with other Directors, Manager and KMPs of the Company</b>	No relationship

**Brief Profile of Mr. Nitin Mahavir Prasad Kandoi 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>	<b>Mr. Nitin Mahavir Prasad Kandoi</b>
<b>Director Identification No.</b>	01979952
<b>Father's Name</b>	Late Mahavir Prasad Kandoi
<b>Terms and Conditions of Appointment</b>	As per the appointment letter - Non-Executive Director
<b>Remuneration drawn in financial year 2020 -21 (including sitting fees, if any)</b>	₹ 1,15,000
<b>Remuneration proposed to be paid</b>	Sitting Fees
<b>Date of Birth</b>	21.07.1972
<b>Age</b>	49 Years
<b>Date of first Appointment</b>	07.02.2005
<b>Brief Resume and expertise in specific functional areas</b>	Mr. Nitin Mahavir Prasad Kandoi, a promoter of the Company having experience of 26 years in the steel industry, is a Commerce Graduate from Mumbai University. Mr. Kandoi was involved in the operations of the steel manufacturing facility of Gallantt Udyog Limited (formerly Govind Mills Limited) since 1995. 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. Kandoi supervises the operation and functioning of steel and power plants, besides he supervises purchase and procurement departments of the Company. He is aged about 49 years.
<b>Qualification</b>	B.Com (H)
<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>	<b>Chairman:</b> Stakeholders Relationship Committee <b>Member:</b> Nomination and Remuneration Committee Audit Committee Risk Management Committee Committee of Directors
<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>	10,500
<b>No. of Board meetings attended during the financial year 2020-21</b>	7 (Seven)
<b>Relationship with other Directors, Manager and KMPs of the Company</b>	No relationship

# DIRECTORS' REPORT

TO THE MEMBERS

Your Directors are pleased to present the 17th Annual Report of Gallant Metal Limited ("the Company") along with the Audited Financial Statements for the Financial Year ended March 31, 2021.

## CORPORATE OVERVIEW

Gallant Metal Limited ("Your Company" or "The Company") is a leading Iron and Steel manufacturing Company in Western Part of the Country. The Company has its Registered Office at New Delhi and Factory at Samakhiali, Kutch District of Gujarat.

## WORKING RESULTS

(₹ in Lacs)

Financial Results	Standalone		Consolidated	
	2021	2020	2021	2020
Income from operation	1,00,705.48	86,504.66	1,00,705.48	86,504.66
Other Operating Income	231.09	114.21	231.09	114.21
Finance Cost	971.02	637.54	971.02	637.54
Depreciation (including amortization)	1,564.51	1,415.10	1,564.51	1,415.10
Profit Before Tax	8,797.99	1,289.02	8,797.99	1,289.02
Tax Expenses (including Deferred Tax)	3,119.38	540.79	3,119.38	540.79
Profit After Tax	5,678.61	748.23	5,678.61	748.23
Share of Profit from Associate	-	-	2,461.61	1,492.63
<b>Profit for the Period</b>	<b>5,678.61</b>	<b>748.23</b>	<b>8,140.22</b>	<b>2,240.86</b>

## FINANCIAL ACCOUNTING AND ADOPTION OF IND AS

The Financial Statements for the FY 2020-21 are prepared under Ind-AS. Pursuant to Section 129(3) of the Companies Act, 2013, the Consolidated Financial Statements of the Company prepared in accordance with the Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and Indian Accounting Standard 110 on Consolidated Financial Statements is provided in the Annual Report.

## STATE OF AFFAIRS, BUSINESS OPERATION AND PERFORMANCE REVIEW

Your company is a steel manufacturing company. It manufactures high quality steel products to cater the needs of the customers for use in the construction and infrastructure building through the deployment of robust processes and state-of-the-art technology. The Company's high quality products help customers to build strong constructions and gain competitive advantage.

During the FY 2020-21 Revenue from Operations stood at ₹ 1,00,705.48 Lacs as against ₹ 86,504.66 Lacs during the last FY 2019-20. The Profit before Interest, Depreciation and Taxation stood at ₹ 11,333.52 Lacs as against ₹ 3,341.66 Lacs in the previous year registering a growth of 239.16%. The Net Profit after Tax for the year stood at ₹ 5,678.61 Lacs from ₹ 748.23 Lacs in the previous year registering a growth of 658.94%. Standalone Earnings per Share (EPS) stood at ₹ 6.98 (face value of ₹ 10/- each) and Consolidated Earnings per Share (EPS) stood at ₹ 10.01 (face value of ₹ 10/- each) for the Financial Year ended March 31, 2021. Despite several macro economic head winds, volatile market environment and operational challenges, the Company delivered a robust performance both in terms of profitability and turnover driven by a strong focus on operational excellence and market diversification.

## PRODUCTION AT A GLANCE

Product	2020-21		2019-20		% of Change	
	Production	Sales*	Production	Sales*	Production	Sales*
Sponge Iron (M.T.)	2,01,363.000	2,04,872.880	1,93,614.000	1,92,470.020	4.00%	6.06%
M.S. Billets (M.T.)	2,61,453.072	2,59,338.700	2,52,432.652	2,56,827.670	3.45%	0.97%
M.S. Round Bar & Miss Rolled Bar (M.T.)	1,95,825.010	1,98,794.990	2,29,776.230	2,25,235.440	(14.78%)	(11.74%)
Power Generation (KWH)	21,97,59,415	21,97,59,415	21,44,23,095	21,44,23,095	2.49%	2.49%

\*Sales include captive consumption also.

The Company has considered internal and external sources of information up to date of approval of these financial statements in evaluating possible effects that may result from the pandemic relating to Covid-19 on the carrying amounts of trade and unbilled receivables, investments, goodwill and intangible assets. The Company is confident about the recoverability of these assets.

There is no change in the nature of the business of the Company. Disclosure of financial statement of Associate Company M/s. Gallant Ispat Limited has been provided in the prescribed format as a part of this Report.

There were no significant and material orders passed by regulators or courts or tribunals impacting the going concern status and Company's operations in future. Factory had been working efficiently during the year. Safety measures and processes have been installed and improved upon at the plants and work sites. There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report.

Due to lockdown, manufacturing and sales operations became a little sluggish in late April, 2021, however, after few days it became fully operational. Still, the effect of second wave of Covid and lockdown restrictions had impacted the Company's operations during the month of April, 2021. The overall demands of the steel products have been impacted but due to easing out of restriction in lockdown demand for the products are improving.

Rail Transportation witnessed a de-growth as a result of the COVID-19 pandemic that led to restrictive containment measures and closure of commercial activities resulting in operational challenges, delayed transportation of raw materials and delayed delivery of finished products.

The Company laid down a detailed Standard Operating Procedure regarding Work from Home facility for its employees in order to ensure smooth functioning of operations. Thereafter, the Company has taken utmost care of its staffs and work force by taking measures like thermal screening and sanitation process of employees, sanitization of premises, recommending use of Arogya Setu App, maintain social distancing etc. The Company is in a comfortable liquidity position due to adequate banking limits being in place. The Company has also embarked upon a Company-wide initiative to bring down costs and conserve cash. This programme is well under way and the Company is expected to get benefits as a consequence of these initiatives in future.

#### **COVID 19 STEPS TAKEN BY THE COMPANY**

In view of the lockdown across the country due to the COVID-19 pandemic, manufacturing operations of the Company across all its locations were suspended

temporarily during March and April-2020, in compliance with the directives/orders issued by the relevant authorities. The consolidated financial results for the year ended March 31, 2021 were impacted by disruptions owing to COVID 19. The Company has made an assessment of the recoverability and carrying values of its assets comprising property, plant and equipment, inventories, receivables and other current / non-current assets as of 31 March 2021 and on the basis of evaluation, has concluded that no material adjustments are required in the financial results. The Company is taking all the necessary steps and precautionary measures to ensure smooth functioning of its operations and to ensure the safety and well-being of all its employees. Given the criticalities associated with nature, condition and duration of COVID-19, the impact assessment on the Company's financial statements will be continuously made and provided for as required.

Your company stands by the society and community in times of despair. Apart from the above, the company has provided medical help and distributed food items at nearby areas of Samakhiali, Kutch, Gujarat. The company has also supplied face masks and sanitizers to these villages.

The company strictly follows all precautions and guidelines prescribed by the Government particularly towards adhering to safety measures in respect of its employees.

#### **DIVIDEND**

In view of conserving resources of the Company for future plan and to strengthen its fund and liquid position, Directors are unable to recommend any dividend.

Pursuant to Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Dividend Distribution Policy duly approved by the Board is available on the website of the Company and can be accessed at <https://gallant.com/Gallant Metal Limited/Investors Corner> and the same is annexed as **ANNEXURE-I**.

#### **DISCLOSURE ON COMPLIANCE WITH SECRETARIAL STANDARDS**

Your Directors confirm that the Secretarial Standards issued by the Institute of Company Secretaries of India, have been complied with.

#### **SHARE CAPITAL**

As on 31 March 2021, the authorized capital of the Company was ₹ 83,00,00,000/- (Rupees Eighty Three Crores only) and the paid up capital stands at ₹ 81,32,23,240/- (Rupees Eighty One Crores Thirty Two Lacs Twenty Three Thousand Two Hundred and Forty only) consisting of 8,13,22,324 equity shares of

₹ 10/- (Rupee Ten) each. There was no change in share capital of the Company during the financial year under review. However, Board of Directors of the Company has proposed to increase the Authorised Share Capital to ₹ 167,30,00,000/- (Rupees One Hundred Sixty Seven Crores and Thirty Lacs only) divided into 16,73,00,000 (Sixteen Crores Seventy Three Lacs only) Equity Shares of ₹ 10/- each ranking pari passu with the existing Shares in the Company. Purposes of increase in Authorised Share Capital is to cover up the proposed allotment of Equity Shares pursuant to the Scheme of Amalgamation and Slump Sale providing for Slump Sale of 18 MW Power Plant of Gallant Ispat Limited to Gallant Metal Limited and thereafter Amalgamation of Gallant Ispat Limited, AAR Commercial Company Limited, Hipoline Commerce Private Limited, Lexi Exports Private Limited and Richie Credit and Finance Private Limited with Gallant Metal Limited (Transferee Company) and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013. Proposal of the Board to increase Authorised Capital is subject to the approval of the Shareholders of the Company.

During the year under review, the company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2021, none of the Directors of the company hold instruments convertible into equity shares of the Company. The Company has paid Listing Fees for the financial year 2021-22 to each of the Stock Exchanges, where its equity shares are listed.

#### **BUSINESS GROWTH, OUTLOOK AND EXPANSION**

Your Company has a dedicated team of Management and Operating Personnel who have been instrumental in the growth of the business over the years. Your Directors believe that the Company has the potential to further scale up its business volumes and profitability and are in the process of identifying new avenues of growth and effective utilization of its existing resources. The infrastructure creation continues to be one of the major priorities of the State Governments as well as Government of India and thereby the infrastructure space is likely to see significant activity which augurs well for steel demand.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Based on the framework of Internal Financial Controls and compliance systems established and maintained by the Company, the work performed by the Internal, Statutory, Cost and Secretarial Auditors including Audit of Internal Financial Controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's Internal Financial Controls were adequate and effective during the financial year 2020-2021

Accordingly, pursuant to Section 134(3)(c) and 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i) In the preparation of annual accounts, the applicable accounting standards have been followed and there has been no material departure.
- ii) The selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2021 and of the profit of the Company for the financial year ended 31st March, 2021.
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The annual accounts have been prepared on a going concern basis.
- v) Sufficient internal financial controls have been laid down and such internal financial controls are adequate and were operating effectively, and
- vi) Proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

#### **FINANCE AND ACCOUNTS**

As mandated by the Ministry of Corporate Affairs, IND AS is applicable to the Company from the Financial Year commencing from April 01, 2017. The estimates and judgments relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2021. Financial Statement has been prepared as per applicable Ind-AS.

#### **CHANGE IN THE NATURE OF BUSINESS, IF ANY**

There is no change in the nature of the business of the Company.

#### **LISTING INFORMATION**

The Equity Shares in the Company are in dematerialized form and is listed with Bombay Stock Exchange Limited and National Stock Exchange of India Limited. The Listing Fee has been paid to the Stock Exchanges for the year 2021-22. The ISIN No. of the Company is INE297H01019.

#### **CREDIT RATING**

During the year under report, vide its rating press

release dated January 27, 2021, the Rating agency M/s. India Rating & Research Private Limited has maintained and affirmed Ind A (Watch Negative) rating for the Company's Fund Based Long Term facilities (long term) and Ind A1 for Non-Fund based Short Term facilities.

#### **PUBLIC DEPOSITS**

The Company has not accepted or renewed any public deposits during the period under review. It has not accepted any deposits from the public within the meaning of the provisions of Section 73 of the Companies Act, 2013 and Rules made there under. Therefore, it is not required to furnish information in respect of outstanding deposits under non-banking, non-financial Companies (Reserve Bank) Directions, 1966 and Companies (Accounts) Rules, 2014.

#### **DEBENTURES**

During the financial year under review, the Company has not issued or allotted any Debentures and does not have any outstanding Debentures.

#### **AUDITORS & AUDITORS' REPORT**

M/s ALPS & Co., Chartered Accountants (Firm Registration Number: FRN 313132E) were appointed as Statutory Auditors in the 13th (Thirteenth) Annual General Meeting (AGM) of the Company for a period of five years, from the conclusion of 13th AGM till the conclusion of the 18th AGM of the Company, subject to ratification of their appointment at every AGM by the shareholders, if required, pursuant to the provisions of the Companies Act, 2013 ("Act"). Central Government vide the Companies (Amendment) Act, 2017 has amended the provisions of Section 139 of the Act and ratification of appointment of Statutory Auditors in every AGM is no longer required. The Statutory Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules made thereunder to continue to act as Statutory Auditors of the Company.

The Statutory Auditors had carried out audit of financial statements of the Company for the financial year ended March 31, 2021 pursuant to the provisions of the Act. The reports of Statutory Auditors form part of the Annual Report. The reports are self-explanatory and do not contain any qualifications, reservations or adverse remarks.

Necessary certificate has been obtained from the Auditors as per Section 139(1) of the Companies Act, 2013.

The notes on accounts referred to the Auditors' Report are self-explanatory and therefore, do not call for any further explanation.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information required under section 134(3) (m)

of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed as **ANNEXURE-II** to this Directors' report.

#### **DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES AND EQUITY SHARES WITH DIFFERENTIAL RIGHTS**

The Company has not issued any Sweat Equity Shares or Equity Shares with Differential Rights during the financial year.

#### **DISCLOSURE IN RESPECT OF VOTING RIGHTS NOT EXERCISED**

No disclosure is required under Section 67 of the Companies Act, 2013 read with Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014, in respect of voting rights not exercised directly by the employees of the Company as the provisions of the said Section are not applicable.

#### **COST AUDIT**

The Company has submitted the Cost Audit Report for the year 2019-20 duly certified by a Cost Accountant to the Central Government within the due date. M/s. U. Tiwari & Associates, Cost Accountants were appointed with the approval of the Central Government to carry out the cost audit in respect of the Company for the financial year 2020-21.

In terms of the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Board of Directors, based on the recommendation of the Audit Committee, has appointed M/s. U. Tiwari & Associates, Cost Accountants, as Cost Auditor of the Company for conducting the Cost Audit for the financial year 2021-22 on a remuneration of ₹ 55,000/- plus out of pocket expenses.

A Certificate from M/s. U. Tiwari & Associates, Cost Accountants, has been received to the effect that their appointment as Cost Auditor of the Company, if made, would be in accordance with the limits specified under Section 141 of the Act and Rules framed thereunder.

The remuneration is subject to the ratification of the Members in terms of Section 148 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

The Company has received consent from M/s. U. Tiwari & Associates, Cost Accountants, to act as the Cost Auditor for conducting audit of the cost records for the financial year 2021-22 along with a certificate confirming their independence and arm's length relationship.

Company has made and maintained the cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014, as prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

## INSURANCE

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

## INTERNAL COMPLAINT REGARDING SEXUAL HARASSMENT

There were no cases of sexual harassment of woman at work place. Also, there are no instances of child labour/ forced labour/ involuntary labour and discriminatory employment during the year.

## BOARD COMMITTEES

Details of Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Committee of Directors and Risk Management Committee have been disclosed under Corporate Governance Report. Board of Directors has reconstituted Nomination and Remuneration Committee and Stakeholders' Relationship Committee. Further, as per the amended Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations" or "LODR") Company has constituted Risk Management Committee. Details of the same have been disclosed under Corporate Governance Report.

## DETAILS OF RECOMMENDATIONS OF AUDIT COMMITTEE WHICH WERE NOT ACCEPTED BY THE BOARD ALONG WITH REASONS

The same is not applicable as the Audit Committee's recommendations were accepted and implemented by the Board.

## PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under section 197(12) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **ANNEXURE-III** to this report.

A statement comprising the names of top 10 employees in terms of remuneration drawn is given in this report as **ANNEXURE-III**.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The particulars of loans, guarantees and investments u/s 186 of the Companies Act, 2013 is annexed herewith as **ANNEXURE-IV**.

## CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Management Discussion and Analysis report is part of the Annual Report and is annexed herewith as **ANNEXURE-V**.

A report on Corporate Governance together with the Auditors' Certificate regarding the compliance of conditions of Corporate Governance is part of the Annual Report.

## MARKET AND FUTURE PROSPECTS

Please refer to Management Discussion & Analysis Report which forms part of the Annual Report.

## DETAILS OF POLICIES

### (i) Nomination and Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The summary of Remuneration Policy of the Company prepared in accordance with the provisions of Section 178 of the Companies Act, 2013 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Corporate Governance Report. The Remuneration Policy is uploaded on the website of the Company. The web link to the Remuneration Policy is as under: <https://www.gallantt.com/Investors Corner/Gallant Metal Limited/Nomination and Remuneration Policy/Remuneration Criteria Non-Executive Director w.e.f. 01.04.2019>.

### (ii) Corporate Social Responsibility Policy (CSR)

The Board has, on the recommendation of the CSR Committee, approved the CSR Policy. The Company's CSR Policy is available on the Company's website [www.gallantt.com](http://www.gallantt.com) and the same is also attached herewith as **ANNEXURE - VI**.

As a part of its initiative under the "Corporate Social Responsibility" (CSR) drive, the Company has undertaken projects in the area of Health, Education and rural development, eradicating hunger, promoting health care and education. These projects are in accordance with Schedule VII of the Companies Act, 2013 and the Company's CSR policy. Annual Report on CSR as required under Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is also attached herewith as **ANNEXURE-VII**.

### (iii) Risk Management Policy

Business Risk Evaluation and Management is an ongoing process within the Organization. Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Board has framed a Risk Management Policy for the Company. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis. At present the company has not identified any element of

risk which may threaten the business (or) existence of the company.

Company has formulated a policy on Risk Management. The Policy is formulated in compliance with Regulation 17(9)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and provisions of the Companies Act, 2013 ("the Act"), which requires the Company to lay down procedures about risk assessment and risk minimization.

The web link to the Risk Management Policy is as under: <https://www.gallantt.com/InvestorsCorner/Gallant Metal Limited/ Risk Management Policy w.e.f. 01.04.2019>.

#### **(iv) Whistle Blower Policy – Vigil Mechanism**

Your Company has formulated a Vigil Mechanism Policy with a view to provide a mechanism for employees and directors of the Company to approach the Chairman of the Audit Committee to ensure adequate safeguards against victimisation.

This policy would help to create an environment wherein individuals feel free and secure to raise an alarm, whenever any fraudulent activity takes place or is likely to take place. It will also ensure that complainant(s) are protected from retribution, whether within or outside the organization. The Board has elected Mr. Arnab Banerji, Company Secretary as the Whistle Officer under the Vigil Mechanism Policy.

The details of establishment of the Vigil Mechanism Policy are displayed on the website of the Company [www.gallantt.com](http://www.gallantt.com) under the link: <https://www.gallantt.com/Investors Corner/ Gallant MetalLimited/ Whistle Blower Policy w.e.f. 01.04.2019>.

#### **SECRETARIAL AUDITORS**

Mr. Anurag Fatehpuria, Practising Company Secretary, having office address at 23/1, Sita Nath Bose Lane, Salkia Howrah Pin-711101 has been appointed as Secretarial Auditors of the Company for the FY ended 31.03.2021. The Secretarial Audit Report received from the Secretarial Auditors is annexed to this report marked as **ANNEXURE-VIII** and forms part of this report.

#### **ANNUAL EVALUATION OF BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS**

During the financial year, formal annual evaluation of the Board, its committees and individual Directors was carried out pursuant to the Board Performance Evaluation Policy of the Company.

The performance of the Board and committees was evaluated after seeking inputs from all the Directors on the basis of the criteria such as Board/ committee constitutions, frequency of meetings, effectiveness of processes etc. The performance of individual Directors

(including Independent Directors) was evaluated by the Board and Nomination & Remuneration Committee (excluding the Director being evaluated) after seeking inputs from all Directors on the basis of the criteria such as thought contribution, business insights and applied knowledge.

The criteria for the performance evaluation of the Board of Directors includes aspects such as its composition and structure, and the effectiveness of its processes, information flow and functioning. The criteria for the performance evaluation of individual Directors includes aspects, such as the Director's contribution to the Board of Directors and Committee meetings, including preparation on the issues to be discussed as well as meaningful and constructive contribution and inputs during meetings. In addition, the Chairperson is evaluated on the key aspects of his role.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings etc. The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

A separate meeting of Independent Directors was also held to review the performance of Managing Director, performance of the Board as a whole and performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors.

#### **FAMILIARISATION PROGRAMME**

Your Company follows a structured orientation and familiarization programme through various reports/ codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis.

Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved.

All the Board members of the Company are afforded every opportunity to familiarize themselves with the Company, its management, its operations and industry perspective on a regular basis. They are made to interact with senior management personnel and proactively provided with relevant news, views and updates on the Company and sector. All the information/documents sought by them is/are also shared with them for enabling a good understanding of the Company, its various operations and the industry. The Directors were apprised on key aspects of operations and market

trend and the Company's performance and its future projects. The details of programmes for familiarisation for Independent Directors are posted on the website of the Company at [www.gallantt.com](http://www.gallantt.com) under the Investors Corner of Gallant Metal Limited under the link: [https://www.gallantt.com/Investors Corner/](https://www.gallantt.com/Investors%20Corner/) Gallant Metal Limited/Familiarization Programme Imparted.

#### CODE OF CONDUCT

Your Company has adopted a Code of Conduct for members of the Board (incorporating duties of Independent Directors) and the Senior Management. The Code aims at ensuring consistent standards of conduct and ethical business practices across the Company. Your Company has received confirmations from all concerned regarding their adherence to the said Code.

Pursuant to Regulation 17(5) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. C.P. Agrawal, Chairman & Managing Director, Chief Executive Officer confirmed compliance with the Code by all members of the Board and the Senior Management.

The full text of the Code is hosted on the Company's website [www.gallantt.com](http://www.gallantt.com) under the Investors Corner of Gallant Metal Limited under the link: [https://www.gallantt.com/Investors Corner/](https://www.gallantt.com/Investors%20Corner/) Gallant Metal Limited/ Code of Conduct of BOD-w.e.f. 01.04.2019.

#### CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

Your Company has adopted a Code of Conduct for Prevention of Insider Trading and Code of Practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as the "Code of Conduct" as per Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by the Code. During the year under review, there has been due compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The full text of the Code is hosted on the Company's website [www.gallantt.com](http://www.gallantt.com) under the Investors Corner of Gallant Metal Limited under the link: [https://www.gallantt.com/Investors Corner/](https://www.gallantt.com/Investors%20Corner/) Gallant Metal Limited/ Code of Conduct of Insider Trading-w.e.f. 01.04.2019.

#### NUMBER OF MEETINGS OF BOARD AND AUDIT COMMITTEE HELD DURING THE YEAR 2020-2021

Eight (8) meetings of the Board of Directors of the Company were conducted during the financial year and also Seven (7) meetings of the Audit Committee of the Board of Directors were conducted during the financial year. The details of board/committee/shareholders

meetings are provided under the Corporate Governance Report which forms part of the Annual Report.

#### AUDIT COMMITTEE

The Audit committee of the Company as on the date of this report is constituted of following Directors:

Names	Designation	Category
Mrs. Richa Bhartiya*	Chairperson	Independent
Mr. Ashtbhuja Prasad Srivastava**	Chairperson	Independent
Mr. Jyotirindra Nath Dey	Member	Independent
Mr. Nitin Mahavir Prasad Kandoi	Member	Non-Executive

\* Mrs. Richa Bhartiya resigned from the Directorship of the Company with effect from June 29, 2020 and consequently relinquishes from the Audit Committee also.

\*\* Mr. Ashtbhuja Prasad Srivastava, Independent Director of the Company has been appointed as a Chairperson of the Audit Committee with effect from November 03, 2020.

Constitution of the Audit Committee is in compliance with requisite provisions of the Companies Act, 2013 and rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws, rules and regulations.

#### STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Company as on the date of this report is constituted of following Directors:

Names	Designation	Category
Mr. Nitin Mahavir Prasad Kandoi	Chairperson	Non-Executive
Mrs. Richa Bhartiya*	Member	Independent
Mrs. Nishi Agrawal**	Member	Independent
Mr. Jyotirindra Nath Dey	Member	Independent

\*Mrs. Richa Bhartiya resigned from the Directorship of the Company with effect from June 29, 2020 and consequently relinquishes from the Stakeholders Relationship Committee also.

\*\* Mrs. Nishi Agrawal, Independent Director of the Company has been appointed as a Member of the Stakeholders Relationship Committee with effect from November 04, 2020.

Constitution of the Stakeholder Relationship is in compliance with requisite provisions of the Companies Act, 2013 and rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws, rules and regulations.

### NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company as on the date of this report is constituted of following Directors:

Names	Designation	Category
Mr. Jyotirindra Nath Dey	Chairperson	Independent
Mr. Nitin Mahavir Prasad Kandoi	Member	Non-Executive
Mrs. Richa Bhartiya*	Member	Independent
Mrs. Nishi Agrawal**	Member	Independent

*\*Mrs. Richa Bhartiya resigned from the Directorship of the Company with effect from June 29, 2020 and consequently relinquishes from the Nomination and Remuneration Committee also.*

*Constitution of the Nomination and Remuneration Committee is in compliance with requisite provisions of the Companies Act, 2013 and rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws, rules and regulations.*

*\*\* Mrs. Nishi Agrawal, Independent Director of the Company has been appointed as a Member of the Nomination and Remuneration Committee with effect from November 04, 2020.*

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee of the Company as on the date of this report is constituted of following Directors:

Names	Designation	Category
Mr. Jyotirindra Nath Dey	Chairperson	Independent
Mr. Chandra Prakash Agrawal	Member	Executive
Mr. Dinesh Raghbir Prasad Agarwal	Member	Executive

Constitution of the Nomination and Remuneration Committee is in compliance with requisite provisions of the Companies Act, 2013 and rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws, rules and regulations.

### COMMITTEE OF DIRECTORS

At their meeting held on June 29, 2020, the Board of Directors has constituted a Committee of Directors with nomenclature of "Committee of Directors". The Committee of Directors has the following composition of members as on the date of this report and is constituted of following Directors:

Names	Designation	Category
Mr. Chandra Prakash Agrawal	Chairperson	Executive
Mr. Dinesh Raghbir Prasad Agarwal	Member	Executive
Mr. Nitin Mahavir Prasad Kandoi	Member	Executive

### RISK MANAGEMENT COMMITTEE

In compliance with the requirements of Regulation 21 of the SEBI LODR, Board of Directors of the Company, at its meeting held on June 29, 2021, has constituted the Risk Management Committee with the following Directors:

Names	Designation	Category
Mr. Jyotirindra Nath Dey	Chairperson	Independent
Mr. Nitin Mahavir Prasad Kandoi	Member	Non-Executive Non-Independent
Mrs. Nishi Agrawal	Member	Independent

### REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

Pursuant to the provisions of Section 129(3) of the Act, a statement containing performance & salient features of the financial statements of Company's associate Companies in Form AOC-1 is attached as **ANNEXURE-IX**. The Company has no Subsidiary Company. Gallant Ispat Limited is an 'Associate' of the Company.

The accounts of the Associate Company are audited and certified by their respective Statutory Auditors for consolidation.

In accordance with Section 136 of the Act, the financial statements of the Associate Companies are available for inspection by the members at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the AGM. Any member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office of the Company. The financial statements including the CFS, and all other documents required to be attached to this report have been uploaded on the website of the Company at [www.gallantt.com](http://www.gallantt.com)

### COMPANIES WHICH HAVE BECOME OR CEASED TO BE COMPANY'S SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

At on March 31, 2021 the Company did not have any subsidiary or joint ventures. In terms of the Regulation 46(2)(h) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, the policy for determining material subsidiaries is placed on the website of the Company at [www.gallantt.com](http://www.gallantt.com) under Investors Corner of Gallant Metal Limited.

### DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant material orders passed by the

Regulators or Courts or Tribunal which would impact the going concern status of the Company and its future operations. However, Members attention is drawn to the statement on contingent liabilities, commitments in the notes forming part of the Financial Statements.

#### **DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM**

The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Whistle Blower Policy is available on the website of the Company.

The details of establishment of the Vigil Mechanism Policy is displayed on the website of the Company [www.gallantt.com](http://www.gallantt.com) under the link: <https://www.gallantt.com/Investors Corner/ Gallantt Metal Limited/ Whistle Blower Policy-w.e.f. 01.04.2019>.

#### **CORPORATE SOCIAL RESPONSIBILITY**

The Company has constituted a Corporate Social Responsibility Committee and has framed a Corporate Social Responsibility Policy and identified Healthcare, Children's education, as some of the key areas. The Company will continue to support social projects that are consistent with the policy.

Corporate Social Responsibility Committee of the Company is constituted of:

Mr. Jyotirindra Nath Dey, Chairman

Mr. Chandra Prakash Agrawal and

Mr. Dinesh Raghbir Prasad Agarwal

#### **KEY MANAGERIAL PERSONNEL**

The following are the whole-time key managerial personnel of the Company:

Sl. No.	Name	Designation
1	Mr. Chandra Prakash Agrawal	Chairman and Managing Director
2	Mr. Dinesh Raghbir Prasad Agarwal	Whole-time Director
3	Mr. Prashant Jalan*	Whole-time Director
4	Mr. Sandip Kumar Agarwal	Chief Financial Officer
5	Mr. Arnab Banerji	Company Secretary

\*Resigned from the Board of Directors of the Company effective from June 29, 2020. However, in its meeting held on November 04, 2020, the Board of Directors has again appointed Mr. Prashant Jalan as a Whole-time Director of the Company for a period of three years subject to the approval of the shareholders of the Company.

#### **CONSOLIDATED FINANCIAL STATEMENTS**

In accordance with the Ind - AS on Consolidated Financial Statements read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Consolidated Audited Financial Statements and Consolidated Cash Flow Statement for the year ended March 31, 2021 are provided in the Annual Report.

A statement containing the salient feature of the financial statements of each of the subsidiary and Associate Company in the prescribed Form AOC-1 is annexed **ANNEXURE-IX**.

Pursuant to Section 136 of the Act, the financial statements of the subsidiary and Associate Companies are kept for inspection by the shareholders at the Registered Office of the Company. The Company shall provide free of cost, the copy of the financial statements of its subsidiary and Associate companies to the shareholders upon their request. The statements are also available on the website of the Company [www.gallantt.com](http://www.gallantt.com)

The consolidated financial statements of the company & its subsidiary which form part of Annual Report have been prepared in accordance with section 129(3) of the Companies Act, 2013. Further, a statement containing the salient features of the Financial Statement of Subsidiary Company & Associate Company in the prescribed format AOC-1 is annexed herewith as **Annexure - IX** to this Report. The statement also provides the details of performance and financial position of the Subsidiary Company & Associate Company.

In accordance with Section 136 of the Companies Act, 2013 the Audited Financial Statements, including the consolidated financial statements & related information of the Company & Audited Accounts of its associate company are available on the website [www.gallantt.com](http://www.gallantt.com). These documents will also be available for inspection during business hours at the registered office of the company. Any member desirous of obtaining a copy of the said financial statement may write to the Company Secretary at the Registered Office of the company.

#### **ASSOCIATE COMPANY –GALLANTT ISPAT LIMITED (GIL)**

Gallantt Ispat Limited is Associate of the Company.

#### **SUBSIDIARY COMPANY& MATERIAL SUBSIDIARY**

Company has neither subsidiary company nor material subsidiary. The Board of Directors of the Company had adopted a Policy for determining material subsidiary company in line with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Policy is uploaded on the Company's website at [www.gallantt.com](http://www.gallantt.com). Presently there is no material subsidiary company.

**BUSINESS RESPONSIBILITY REPORT**

The Business Responsibility Report for the financial year, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is part of the Annual Report and is attached as **ANNEXURE - X**.

**EXTRACT OF ANNUAL RETURN**

Pursuant to the provisions of section 92(3) of the Act, the details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **ANNEXURE-XI**.

**RISK MANAGEMENT**

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee. Some of the risks that the Company is exposed to are:

<b>Key Risk</b>	<b>Impact to Gallant Metal Limited</b>	<b>Mitigation Plans</b>
Commodity Price Risk	Risk of price Fluctuation on basic raw materials like Iron Ore, Coal, Chemicals, Scraps as well as finished goods used in the process of manufacturing.	The Company commands excellent business relationship with the business associates. In case of major fluctuation either upwards or downwards, the matter will be mutually discussed and compensated both ways. Also by focusing on new value added products helps in lowering the impact of price fluctuation in finished goods.
Uncertain global economic environment – slow growth in global economy	Impact on raw materials which are imported	We have internal procedure to mitigate the global adverse impact.
Interest Rate Risk	Any increase in interest rate can affect the finance cost	Any increase in interest rate can affect the finance cost. Dependence on debt is very minimum and we have surplus funds cushion to settle the entire debt in case the need arises. Further, the Company has repaid the Term Loan in full.
Foreign Exchange Risk	Your company does not have export sales. However, import raw materials from country outside India. Any volatility in the currency market can impact the overall profitability.	The Company commands excellent business relationship with the sellers and suppliers. In case of major fluctuation either upwards or downwards, the matter will be mutually discussed and compensated both ways.
Human Resources Risk	Your Company's ability to deliver value is dependent on its ability to attract, retain and nurture talent. Attrition and non-availability of the required talent resource can affect the overall performance of the Company.	By continuously benchmarking of the best HR practices across the industry and carrying out necessary improvements to attract and retain the best talent. Also recruitment is across almost all states of India which helps to mitigate this risk and we do not anticipate any major issue for the coming five years.
Competition Risk	Your company is always exposed to competition Risk from Steel and Ago Manufacturers across the region. The increase in competition can create pressure on margins, market share etc.	By continuous efforts to enhance the brand image of the Company, quality, Cost, timely delivery and customer service.
Compliance Risk – Increasing regulatory requirements	Any default can attract penal provisions	By regularly monitoring and review of changes in regulatory framework. By monitoring of compliance through legal compliance Management tools and regular internal audit and secretarial audit.
Industrial Safety, Employee Health and Safety Risk	The Steel industry is labour intensive and are exposed to accidents, health and injury risk due to machinery breakdown, human negligence etc.	By development and implementation of critical safety standards across the various departments of the factory, establishing training need identification at each level of employee.

Key Risk	Impact to Gallant Metal Limited	Mitigation Plans
Cyber Security Risk	With the growing instances of cyber-attacks, data security has become a challenge.	<p>Confidential information has been enhanced by implementing best-in-class firewalls. The Company is aware about the current elevated levels of cybersecurity risks across the globe. All critical IT servers are protected with best-in-class firewalls which are monitored and updated regularly.</p> <p>All access to critical IT servers, including SAP ERP, for those working remotely, are allowed through security authentication tunnel.</p> <p>Necessary update patches and security policies are pushed over the internet to all computers of the Company on a daily basis, even if the user is at home or away from office. Deviations and alerts are monitored closely and corrective/preventive actions are implemented as per need.</p> <p>The Risk Management Committee looks into the monitoring and reviewing of the risk management plan and such other functions, as it may deem fit and such function specifically covers cyber security.</p>

#### UNPAID AND UNCLAIMED AMOUNT OF DIVIDEND AND SHARE APPLICATION MONEY

Following amount of Unpaid Dividend has not been claimed and paid till 31.03.2021:

Nature of Money	Relevant Financial Year	Bank Account Details	Amount lying (In Rs.)
Final Dividend for 2018	2017-18	IDBI Bank Account No. 1526103000000578	<b>74,146.00</b>
Final Dividend for 2019	2018-19	IDBI Bank Account No. 1526103000000897	<b>50,676.50</b>

Members who have not so far encashed their Divided Warrants for the financial years ended 31st March, 2018 and 2019 are requested to approach immediately the Registrars for revalidation of unclaimed Dividend Warrants. The details of unclaimed dividend are available on the Company's corporate website [www.gallant.com](http://www.gallant.com) and also uploaded on the website of IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in)

#### TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

##### a) Transfer of Unclaimed Dividend to IEPF:

During the year Company was not required to transfer unclaimed dividend to IEPF as there was no amount of unclaimed dividend outstanding for such transfer.

##### b) Transfer of shares to IEPF:

As required under Section 124 of the Companies

Act, 2013, Company was not required to transfer any Equity Shares to the Investor Education and Protection Fund Authority (IEPF) during the financial year 2020-21.

#### BOARD OF DIRECTORS AND SENIOR EXECUTIVE

The Board of Directors comprises of Eight Directors of which four are Independent. In terms Section 152 of the Companies Act, 2013, Mr. Nitin Mahavir Prasad Kandoi (DIN: 01979952), liable to retire by rotation at the ensuing Annual General Meeting is eligible for re-election.

Mr. Ashtbhuja Prasad Srivastava (DIN: 08434115), Mrs. Nishi Agrawal (DIN: 08441260) Mr. Jyotirindra Nath Dey (DIN: 00180925) and Mr. Udit Agarwal (DIN: 07036864) are Independent Directors of the Company.

Mr. Dindayal Jalan (DIN: 00006882) has tendered his resignation from the Directorship of the Company with effect from April 12, 2021. The Board has placed on record its deep appreciation for the invaluable support and guidance received from Mr. Dindayal Jalan during his association as a Non-Executive Independent Director of the Company.

Mrs. Nishi Agrawal (DIN: 08441260) has been appointed as an Additional Non-executive Independent Director of the Company effective from November 04, 2020 and Mr. Prashant Jalan (DIN: 06619739) has been appointed Additional Whole-time Director designated as (Director-Plant Operation). Mrs. Nishi Agrawal and Mr. Prashant Jalan will hold office as an Additional Directors of the Company upto the date of the ensuing Annual General Meeting. The Company has received notices u/s 160 of the Act from a Member of the Company signifying

his intention to propose the candidature of Mrs. Nishi Agrawal and Mr. Prashant Jalan for the office of the Director of the Company. Further, Mr. Udit Agrawal (DIN:07036864) has been appointed as an Additional Independent Director on the Board of the Company effective from June 29, 2021. His appointment shall be affirmed by the Shareholders in the ensuing General Meeting of the Company. The Company has received notices u/s 160 of the Act from a Member of the Company signifying his intention to propose the candidature of Mr. Udit Agrawal (DIN:07036864) for the office of the Director of the Company.

The Policy on Directors' appointment and remuneration, including the criteria for determining the qualifications, positive attributes and independence of Directors forms a part of the Corporate Governance Section of the Annual Report.

Presently, Company has optimum combination of Executive, Non-Executive and Independent Directors on the Board of the Company.

Independent Directors are appointed for five consecutive years and are not liable to retire by rotation in terms of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014. Mr. Sandip Kumar Agarwal is Chief Financial Officer and is inter alia looking after the core finance function of the Company. Mr. Arnab Banerji is working in the capacity of Company Secretary and Compliance Officer.

None of the Directors of your Company is disqualified under the provisions of Section 164(2)(a) & (b) of the Companies Act, 2013 and a certificate dated June 29, 2021 received from Company Secretary in Practice certifying that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of the Companies by SEBI/Ministry of Corporate Affairs or any such statutory authority is annexed to the Corporate Governance Report.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, Independent Director shall get themselves registered with the Independent Directors' Databank as per the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019.

Details of the proposal of appointment of Mrs. Nishi Agrawal and Prashant Jalan and reappointment of Mr. Nitin Mahavir Prasad Kandoi as Director are mentioned in the Statement u/s 102 of the Act of the Notice of the 17th AGM of the Company.

## KEY FINANCIAL RATIOS

Key Financial Ratios for the financial year ended 31st March, 2021, are provided in the Management Discussion and Analysis Report given in "Annexure – V", which is annexed hereto and forms a part of the Board's Report.

## GREEN INITIATIVES

As a responsible corporate citizen, the Company supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report etc. to shareholders at their e-mail address previously registered with the DPs and RTAs.

To support the 'Green Initiative', Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/Depositories for receiving all communications, including Annual Report, Notices, Circulars, etc., from the Company electronically. Pursuant to the MCA Circulars and SEBI Circulars, in view of the prevailing situation of the Pandemic, owing to the difficulties involved in dispatching of the physical copies of the Notice of the 17th AGM and the Annual Report of the Company for the financial year ended 31st March, 2021 including therein the Audited Financial Statements for the year 2020-2021, the aforementioned documents are being sent only by email to the Members.

## KEY MANAGERIAL PERSONNEL (KMP) WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

At their meeting held on June 29, 2020, Mr. Chandra Prakash Agrawal (effective from September 01, 2020) and Mr. Dinesh Raghbir Prasad Agarwal (effective from November 01, 2020, all being executive Directors have been re-appointed for a period of five years and their reappointment was approved by the shareholders of the Company. Details pertaining to their remuneration have been provided in the Extract of Annual Return annexed hereto and forming part of this Report. Mr. Prashant Jalan, Whole-time Director has tendered his resignation from the Board of the Company on June 29, 2020. Again he has been appointed as Additional Whole-time Director, designated as Director – Plant Operation, effective from November 04, 2020.

## TRANSFER TO RESERVES

Your Directors has not transferred an amount standing in retained earnings to the General Reserve.

## RELATED PARTY TRANSACTIONS

The details of Related Party Transactions during the Financial Year ending 31st March, 2021, being arm's length transactions have been reported in the financial statements and forms part of this report. The Audit Committee and the Board of Directors of the Company have formulated the Policy on dealing with RPTs and a Policy on materiality of RPTs which is uploaded on the

website of the Company and can be accessed through the website of the Company [www.gallantt.com](http://www.gallantt.com) under the Investors Corner of Gallant Metal Limited.

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted. Thus, disclosure in form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not required. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. The Company has developed a framework through Standard Operating Procedures for the purpose of identification and monitoring of such Related Party Transactions.

All Related Party Transactions are placed before the Audit Committee as also to the Board for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. Transactions entered into pursuant to omnibus approval are audited by the Audit Committee and a statement giving details of all Related Party Transactions are placed before the Audit Committee and the Board for review and approval on a quarterly basis.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company viz. [www.gallantt.com](http://www.gallantt.com). None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company.

#### **PERSONNEL, INDUSTRIAL RELATIONS AND MARKETING**

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity: to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. Industrial relations have remained harmonious throughout the year.

#### **DECLARATION OF INDEPENDENCE**

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **AWARD AND RECOGNITIONS**

During the year and during previous years Company/ Management has received following awards, accolades and reconciliation:

During previous years:

- **Udyami Samman 2011:** Awarded by Zee Media House and was presented by ShriprakashJaiswal, Hon'ble Coal Minister, Government of India.
- **Udyami Samman 2013:** Awarded by Sahara Samay Media House and was presented by **Shri Akhilesh Yadav, Hon'ble Chief Minister of U.P.**
- Promoter of Gallant Group Mr. C.P. Agrawal & family has been listed on India's **Super Rich List at 188th position in 2014 by the Business World Magazine.**
- **Gems of Purvanchal:** Jagran Coffee Table Book has given a place to our promoter Shri. C.P. Agrawal by stating "**MAKING A MARK WITH BUSINESS IN STEEL**".
- **Shri Yogi Adityanath Maharaj Ji, C.M. of U.P.**, honoured the company for '**Entrepreneur of the region**' during **Gorakhpur Mahotsav 2018**.
- **The top challengers Award 2018:** awarded by the Construction World Magazine, a world famous magazine.
- **The Gallant Men:** Steel 360, a renowned magazine of steel industry felicitated the group and its promoters in its cover story May, 2018.
- **Ranked at 6th position among the top 10 mid-size rebar producers in India by Steel 360 magazine in August, 2018 edition.**
- Listed "**200 BEST UNDER A BILLION COMPANIES**" in Forbes Asia Magazine, July/August 2019 edition.
- Group Chairman, Shri Chandra Prakash Agrawal ji was felicitated with memento for his significant and imperishable contributions to the Industrial development in the State, by **Shri Yogi Adityanath Maharaj ji, C.M.of U.P** on the eve of U.P. Diwas Mahotsav, in January, 2020.

During the year:

- Industry outlook Magazine recognised Gallant under "**TOP 10 TMT IRON & STEEL MANUFACTURES 2021**".

#### **MATERIAL CHANGES AND COMMITMENTS**

There have been no material changes and commitments affecting the financial position of the Company since the close of financial year i.e. since 31st March, 2021 till the date of this Report. Further, it is hereby confirmed that there has been no change in the nature of business of the Company. However, after approval of the Scheme of Amalgamation as above all the assets and liabilities of the Transferor Companies shall be transferred to the Company.

Significant and material orders passed by the regulators / courts / tribunals impacting the going concern status and the Company's operations in future.

As such there is no significant and material order by the regulator/court/tribunals impacting the going concern status and the Company's operation in future.

#### **GENERAL**

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

#### **CHANGE IN SHARE CAPITAL**

There are no changes in the Share Capital during the year.

#### **INTERNAL FINANCIAL CONTROLS**

The Company has an adequate system of internal controls in place. It has documented policies and procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, and protecting assets from unauthorized use or losses, compliances with regulations.

The Company has continued its efforts to align all its processes and controls with global best practices.

The framework on Internal Financial Controls over Financial Reporting has been reviewed by the internal and external auditors. The Company's internal financial controls were operating effectively based on the internal control criteria established by the Company considering the essential components of internal control stated in the guidance note on audit of internal control over financial reporting issued by the Institute of Chartered Accountants of India.

The Audit committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements wherever needed to strengthen the same. The Audit Committee evaluated the internal financial controls based on the following criteria:

1. Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorisation. There are well-laid manuals for such general or specific authorisation.
2. Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for aspects and the timely preparation of reliable financial information.

3. Access to assets is permitted only in accordance with management's general and specific authorisation. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.
4. The existing assets of the Company are verified / checked at reasonable intervals and appropriate action is taken with respect to any differences, if any.
5. Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.

A report on the internal financial controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 issued by M/s. ALPS & Co., Chartered Accountants, Statutory Auditors of the Company is attached with their Independent Auditor's report and the same is self-explanatory.

Effective steps are taken by the Management to enable continuous monitoring of lead control indicators and action taken towards correcting identified gaps. Respective functions have been trained and equipped to enable continuous monitoring of exceptions by themselves to reduce surprises and enable corrective action on timely and regular basis.

Your Company has a robust financial closure self-certification mechanism wherein the line managers certify adherence to various accounting policies, accounting hygiene and accuracy of provisions and other estimates.

#### **PARTICULARS OF LOANS/ADVANCES/INVESTMENTS AS REQUIRED UNDER SCHEDULE V OF THE LISTING REGULATIONS**

The details of related party disclosures with respect to loans/advances/investments at the year end and maximum outstanding amount thereof during the year as required under Part A of Schedule V of the Listing Regulations have been provided in the notes to the Financial Statements of the Company.

#### **FRAUD REPORTING**

There have been no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year.

#### **ENVIRONMENT AND SAFETY**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

## TRANSFER OF SHARES COMPULSORILY IN DEMAT MODE

As per amended Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended vide SEBI Notification No. SEBI/LADNRO/GN/2018/24 dated June 2018, effective from December 5, 2018; securities of the listed companies can be transferred (except in case of transmission or transposition) only in the dematerialized form.

In case any of the Shareholders have any queries or need any assistance in this regard, please contact;

GALLANT METAL LIMITED	Registrar & Share Transfer Agent
<b>Regd Office Address:</b>	
"GALLANT HOUSE", I-7, Jangpura Extension, New Delhi – 110014	Niche Technologies Pvt. Ltd. 7th Floor, Room, No. 7A & 7B, 3A, Auckland Rd, Elgin, Kolkata, West Bengal – 700017.
<b>Telefax:</b> 011-45048767	<b>Tel.:</b> (033) 2280 6616 / 17 / 18
<b>Email-Id :</b> csgml@gallantt.com	<b>Email id:</b> nichetechpl@ nichetechpl.com
<b>Website :</b> www.gallantt.com	<b>Website:</b> www. nichetechpl.com
<b>Corporate Office Address:</b>	
1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069. W.B.	
<b>Telefax:</b> 011-46004831	
<b>Email-Id :</b> csgml@gallantt.com	
<b>Website :</b> www.gallantt.com	

## POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

### Procedure for Nomination and Appointment of Directors:

The Nomination and Remuneration Committee (NRC) has been mandated to oversee and develop competency requirements for the Board based on the industry requirements and business strategy of the Company. The NRC reviews and evaluates the resumes of potential candidates for appointment of Directors and meets them prior to making recommendations of their nomination to the Board. Specific requirements for the position, including expert knowledge expected, are communicated to the appointee.

On the recommendation of the NRC, the Board has adopted and framed a Remuneration Policy for the Directors, Key Managerial Personnel and other employees pursuant to the provisions of the Act and the Listing Regulations. The remuneration determined for Executive/Independent Directors is subject to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. The Non-Executive Independent Directors and Non-Executive Non-Independent Directors are compensated by way of sitting fees for attending meetings of the Board and its Committees. The Executive Directors are not paid sitting fees; the Non-Executive Directors are entitled to sitting fees for attending the Board/ Committee Meetings.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees is in accordance with the Remuneration Policy of the Company. The Company's Policy on Directors' Appointment and Remuneration and other matters provided in Section 178(3) of the Act and Regulation 19 of the Listing Regulations have been disclosed in the Corporate Governance Report, which forms part of the Annual Report.

## EMPLOYEES WELFARE

The Company continues to focus on welfare and improving the quality of lives of its employees by providing educational assistance to their children, employee wellness sessions, periodic occupational health checks, spiritual peace by yoga classes, crèche and child care facilities, transport facilities to employees at subsidized rate or at no charge.

## AMALGAMATION OF COMPANIES

At their meeting held on January 18, 2020, Board of Directors of the Company has approved the Scheme of Amalgamation and Slump Sale providing for the Amalgamation of Gallant Ispat Limited (Transferor Company No. 1 or GIL), AAR Commercial Company Limited (Transferor Company No. 2 or AAR), Hipoline Commerce Private Limited (Transferor Company No. 3 or HIPOLINE), Lexi Exports Private Limited (Transferor Company No. 4 or LEXI) and Richie Credit and Finance Private Limited (Transferor Company No. 5 or RICHIE) (together referred to as the "Transferor Companies") with Gallant Metal Limited ("Transferee Company" or "GML") and for the Slump Sale of 18 MW Power Plant Undertakings of Gallant Ispat Limited to the Transferee Company and their respective shareholders and Creditors ("Scheme") under Section 230 to 232 and other applicable provisions of the Companies Act, 2013.

In accordance with the Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "LODR") Company had filed the draft Scheme of Amalgamation and Slump Sale with the BSE Limited (formerly Bombay Stock Exchange Limited) and the National Stock Exchange of India Limited (hereinafter together referred to as the "Stock Exchanges") for obtaining an 'observation letter' or a 'no-objection letter', before filing such scheme. Further, Transferor Company No. 1, Transferor Company No. 2 and the Transferee Company had also filed this application with the Stock Exchanges under Regulation 37 of LODR.

Brief details of the Scheme are as under:

1. **GIL, AAR, HIPOLINE, LEXI and RICHIE all are TRANSFEROR COMPANIES and GML is TRANSFEE COMPANY.**

2. The Transferee Company is a listed Company. GIL and AAR are also Listed Companies.
3. Upon the Scheme becoming effective in lieu of the amalgamation no consideration will be due to the Transferor Companies and in consideration of the amalgamation of the Transferor Companies with the Transferee Company pursuant to the Scheme including the consequential extinguishment of the shareholding in Transferor Companies, the Transferee Company shall without further application, issue and allot as given below equity shares in the Transferee Company to the equity shareholders of the Transferor Companies whose names appear in the Register of Members of the Transferor Companies on the Record Date:
  - 13 (Thirteen) equity shares of the nominal value of ₹ 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of ₹ 1/- each fully paid up held by such member in GIL.
  - 5 (Five) equity shares of the nominal value of ₹ 10/- fully paid up in the Transferee Company for every 1 (One) equity share of ₹ 10/- each fully paid up held by such member in AAR.
  - 9 (Nine) equity shares of the nominal value of ₹ 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of ₹ 10/- each fully paid up held by such member in HIPOLINE.
  - 84 (Eighty-Four) equity shares of the nominal value of ₹ 10/- fully paid up in the Transferee Company for every 1 (One) equity share of ₹ 10/- each fully paid up held by such member in LEXI.
  - 101 (One Hundred One) equity shares of the nominal value of ₹ 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of ₹ 10/- each fully paid up held by such member in RICHIE.
4. Transferor Companies GIL and AAR and Transferee Company GML are under the Jurisdiction of the Registrar of Companies, Delhi and Haryana and Transferor Companies, HIPOLINE, LEXI and RICHIE are under the jurisdiction of the Registrar of Companies, West Bengal.
5. Pursuant to the Scheme 18 MW Power Plant Undertakings of GIL will be sold and transferred to the Transferee Company through Slump Sale at a consideration of ₹ 35 Crores payable in cash.
6. "Appointed Date of Slump Sale" means the open of business hours on 1st April 2019
7. "Appointed Date" means the open of business hours on 1st April 2019 after the completion of the

slump sale.

Company has appointed BSE Limited as designated Stock Exchange for co-ordinating with the SEBI in respect of the said Scheme and matters connected therewith.

Vide its letters dated November 12, 2020 and November 23, 2020, BSE Limited and National Stock Exchange of India Limited respectively have issued Observation letters (hereinafter referred to as the "Observation Letters").

Post getting the observation letters as above, Companies filed application with the Honorable National Company Law Tribunal, Principal Bench, New Delhi (hereinafter referred to as the "NCLT Delhi") together with other petitioner Companies viz., AAR and GIL for directions to hold meetings of the Shareholders and Creditors of the Companies. Further, the Petitioner Companies Hipoline, LEXI and Richie, falling under the jurisdiction of Honorable Company Law Tribunal, Kolkata Bench (hereinafter referred to as the "NCLT Kolkata"), have filed application along with necessary enclosures for dispensation of the meeting of Shareholders and Creditors.

Pursuant to the application filed as above, NCLT Kolkata, vide its order dated January 19, 2021 has dispensed the meetings of shareholders and creditors. Further, NCLT Delhi, vide its order dated February 26, 2021, has directed to convene and hold meetings of shareholders and creditors of GML, GIL and AAR on April 08, 2021. Mr. Somnath Gangopadhyay was appointed as the Chairperson and Ms. Aisha Amin as Alternate Chairperson. Further, Mr. Tanmay Kumar Saha was appointed as the Scrutinizer of the meetings.

In accordance with the NCLT Delhi Order and provisions of (i) Section 230(4) read with Section 108 of the Act and read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended; (ii) Rule 6(3) (xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"); and (iv) Secretarial Standards-2 on General Meetings issued by Institute of Company Secretaries of India, as applicable, the Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing facility of remote e-voting prior to the Meeting and e-voting during the Meeting, so as to enable the equity shareholders, to consider and if thought fit, approve the Scheme by way of requisite majority. Accordingly, voting by equity shareholders, secured creditors and unsecured creditors of the Company were carried out through (a) remote e-voting prior to the Meeting, and (b) e-voting during the Meeting. Remote e-voting prior to the Meeting was opened during the period

commencing from 9.00 a.m. (IST) on Monday, April 05, 2021 and ending at 5.00 p.m. (IST) on Wednesday, April 07, 2021, arranged by NSDL.

The members (including public shareholders), secured creditors and unsecured creditors passed the resolution for approval of the Scheme with the requisite majority. After approval of the resolution by the shareholders, secured and unsecured creditors, the Companies complied with the requisite formalities and filed petition with the NCLT Delhi for their approval and order of the Scheme. Similarly, Other Petitioner Companies viz., Hipoline, Lexi and Richie have also filed petition with the NCLT Kolkata Bench for approval of the Scheme by the NCLT Kolkata Bench.

#### **CONSOLIDATED FINANCIAL STATEMENTS**

In accordance with the provisions of Companies Act, 2013 (hereinafter referred to as "the Act"), Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and applicable Accounting Standards, the Audited Consolidated Financial Statements of the Company for the financial year 2020-21, together with the Auditors' Report form part of this Annual Report.

#### **OTHER DISCLOSURES**

- The Managing Director of the Company has not received any remuneration or commission from any of the subsidiary companies;
- None of the Auditors of the Company have reported any fraud as specified under the second proviso of Section 143 (12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);
- The Company does not have any scheme or provision of money for the purchase of its ownshares by employees/ Directors or by trustees for the benefit of employees/ Directors; and
- The Company has not issued equity shares

with differential rights as to dividend, voting or otherwise.

- In the preparation of financial statements, no treatment different from that prescribed in an Accounting Standard has been followed.

#### **BOARD EVALUATION**

The Company has devised a formal process for annual evaluation of performance of the Board, its Committees and Individual Directors ("Performance Evaluation") which include criteria for performance evaluation of non-executive directors and executive directors as laid down by the Nomination and Remuneration Committee and the Board of Directors of the Company. It covers the areas relevant to the functioning as Independent Directors or other directors, member of the Board or Committee of the Board. The Independent Directors carried out annual performance evaluation of the Chairman and Executive Directors. The Board carried out annual performance evaluation of its own performance. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Committees. A consolidated report was shared with the Chairman of the Board for his review and giving feedback to each Director.

#### **ACKNOWLEDGEMENT**

Your Directors wish to convey their appreciation to all of the Company's employees for their contribution towards the Company's performance. Your Directors would also like to thank the shareholders, employee unions, customers, dealers, suppliers, bankers, Governments and all other business associates for their continuous support to the Company and their confidence in its management on behalf of the Board.

On behalf of the Board

Place: Gorakhpur

**C. P. Agrawal**

Date: June 29, 2021

Chairman

## ANNEXURE - I TO THE DIRECTORS' REPORT

### DIVIDEND DISTRIBUTION POLICY

#### 1. Statutory Mandate

The Board of Directors (The 'Board') of Gallant Metal Limited ("the Company") has adopted the following Policy for Distribution of Dividend to the Shareholders of the Company.

#### 2. Background

The Steel industry is a capital-intensive industry. Most units of the owned by the Company entails substantial capital outlays.

A large proportion of the financing of the Company is through equity capital. With a low level of borrowing in proportion to equity capital, the outlay on dividend forms a substantial part of the cost of capital. It is the Company's endeavour to maintain and pay dividend keeping market expectations in mind. The dividend paid as a proportion of earnings has been maintained accordingly.

The prevailing Governmental and geopolitical environment directly impacts profit in the steel industry. Infrastructural development, both domestic and foreign, depends on factors that are beyond the control of the Company. In the past, the need to meet the general investor's expectations of return on equity during the years of instability has resulted in a relatively reasonable payout ratio.

#### 3. Policy

This Policy for Distribution of Dividend to Shareholders of the Company is framed in terms of Regulation 43 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations").

#### 4. Dividend

The Board will finalise the dividend to be declared by the Company based on the above stated background while also considering the following:

Dividend will be declared once a year based on the profits as per the Audited Financial Statements for the year. The Board may declare an interim dividend after satisfying themselves about the distributable profit.

Normally, the Dividend will be declared out of the current year's profit of the Company, subject to the following:

- i) Company's need of Capital Expenditures/ Investment;
- ii) Cash Flow position.

Given that profits can be volatile, the Board is not feasible, in the quantum of Dividend paid to Shareholders. Should the current year's profit be inadequate, the Board may, after considering the Carried Forward Balance in the Profit & Loss Account of the Company, declare dividend or declare dividend out of Reserves, as is permitted under the law.

As such, the Company may declare the Dividend out of:

- i) Current year's profit –
  - a) after providing for depreciation in accordance with Sub-section (2) of Section 123 of the Companies Act, 2013 ("Act") and
  - b) after transfer of such percentage of its profits for that Financial Year to reserves as may be required under the law and as the Board of Directors may deem fit; OR
- ii) Carried Forward Balance in the Profit & Loss Account; OR
- iii) Free Reserve as may be permitted under law; OR
- iv) A combination of (i), (ii) and (iii) above.

#### 5. Factors to be considered for declaration of Dividend

- i) Capital Expenditure /Investment requirement of the Company for:
  - a) New projects;
  - b) Ongoing projects including expansion, renovation or modernisation etc.
  - c) Acquisition of major fixed assets including land and buildings;
  - d) Acquisition of any business entity etc.
- ii) Payment of any major liability;
- iii) Any other requirements for fund conservation;
- iv) Agreement with lending institutions.

#### 6. Revision in the Policy

The Board of Directors will review the policy from time to time or when changes may be required.

#### 7. General

All the words and expressions used in this Policy, unless defined hereinafter, shall have the meaning respectively assigned to them under the Listing Regulations and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

## ANNEXURE - II TO THE DIRECTORS' REPORT

### A. CONSERVATION OF ENERGY

#### (a) Energy Conservation Measures Taken

##### Steps taken for conservation of energy:

Your Company is continually taking necessary steps to absorb and adopt the latest technologies. These initiatives enable the facilities to become more efficient and productive as the company expands, thereby helps in energy conservation. All machinery and equipment are continuously serviced, updated and overhauled in order to maintain them in good condition. This resulted in lesser energy consumption. Energy Conservation continues to receive increased emphasis at all the units of the Company. Your Company's technical team monitors closely and vigorously various plants and equipments and suggests adoption of new and latest technology etc. and discuss to identify areas of improvement.

In addition to the existing Energy Conservation measures, the Engineering and Production departments in each manufacturing unit work closely towards improving

the efficiency of generation and also in the reduction in energy consumption. Additionally, constant efforts in continuing all previous conservation measures and increasing awareness of energy management amongst employees have continued which should enable further savings to transpire going forward.

The measures taken in all the Company's manufacturing units can be briefly enumerated as below:

- Additional investments and proposals, if any, being implemented for reduction of consumption of energy - Nil
- In respect of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods. This has resulted in cost savings for the Company.
- Total energy consumption and energy consumption per unit of production as per Form "A" of the Annexure in respect of industries is specified in the Schedule thereto:

### FORM -A

#### Disclosure of Particulars with respect to conservation of energy

Particulars	2020-21	2019-20
<b>A. Power &amp; Fuel Consumption</b>		
<b>1. Electricity</b>		
<b>(a) Purchased</b>		
Total Unit in Lacs KWH	<b>178.30</b>	186.24
Amount Rs: in Lakh	<b>1,794.24</b>	1,904.17
Rate Per Unit (Rs)	<b>10.06</b>	10.22
<b>(b) Own Generation (Net)</b>		
Total Units in Lakh KWH	<b>2,197.59</b>	2,144.23
Amount Rs: In Lakh	<b>10,643.00</b>	11,241.01
Rate per Unit	<b>4.84</b>	5.24
<b>2. Coal</b>		
Quantity- M.T.	<b>2,90,344</b>	3,08,775
Total Cost- Rs: in Lakh	<b>14,989.31</b>	16,989.86
Average rate – Rs: per M.T.	<b>5,163</b>	5,502
<b>3. Furnace Oil</b>		
Quantity (K. Ltrs.)	<b>256.137</b>	222.779
Total Cost (Rs: Lakh)	<b>71.04</b>	70.52
Average Rate (Rs: / K. Ltrs.)	<b>27,735</b>	31,653
<b>B. Consumption per unit of production</b>		
<b>1. Electricity (Unit/M.T.)</b>		
Sponge Iron	<b>70</b>	75
SMS (Furnace and Concast)	<b>769</b>	766
Rolling Mills	<b>114</b>	109
<b>2. Coal (Kg/M.T.)</b>		
Power Plant (per 1000 KWH)(Net)	<b>533</b>	638
Rolling Mills (Kg/M.T.)	<b>17</b>	15
Sponge Iron (Kg/M.T.)	<b>844</b>	872

**FORM –B**

**Disclosure of Particulars with respect to technology absorption**

**RESEARCH & DEVELOPMENT (R&D)**

**Specific areas in which R & D carried out by the Company**

No Research & Development work has been carried out by the Company.

**TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION**

**1. Efforts, in brief, made towards technology absorption, adaptation etc.**

- Absorbing and adapting latest technology in maintenance system.
- Technical Interaction with expert.
- Continuous efforts are being made towards improvements in existing production process.

**2. Benefits derived as a result of the above efforts**

- Improvement in quality of products.
- Cost reduction
- Improvement in the existing process and productivity.
- Knowledge of updated technology.

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

- 1. Activities relating to export, initiative taken to increase exports, development of new export markets for products and export plans.- Nil**
- 2. Total foreign exchange used and earned**

	<b>2020-2021 (₹ in Lacs)</b>	<b>2019-2020 (₹ in Lacs)</b>
Raw Materials	<b>11,797.71</b>	14,889.35
Stores, Chemical and Packaging Materials	<b>13.63</b>	18.68
Capital Goods	-	-
Expenditure in foreign currency	<b>7.09</b>	343.91
Earning in foreign currency	<b>6,479.22</b>	-

## ANNEXURE - III TO THE DIRECTORS' REPORT

### MANAGERIAL REMUNERATION

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under:

(a) ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;

Name	Designation	Ratio to median remuneration of employees
Mr. Chandra Prakash Agrawal	Chairman & Managing Director	8.02:1
Mr. Dinesh Raghbir Prasad Agarwal	Whole-time Director	93.65:1
Mr. Prashant Jalan #	Director (Plant-Operation)	1.80:1
Mr. Nitin Mahavir Prasad Kandoi	Non-Executive Director	N.A. *
Mr. Dindayal Jalan	Independent Director	N.A. *
Mrs. Richa Bhartiya @	Independent Director	N.A. *
Mr. Ashtbhuja Prasad Srivastava	Independent Director	N.A. *
Mr. Jyotirindra Nath Dey	Independent Director	N.A. *
Mr. Nishi Agrawal\$	Independent Director	N.A. *

\* Except sitting fees, no remuneration is paid to the Non-executive Director and Non-Executive Independent Directors.

# Resigned from the Board of Directors effective from June 29, 2020 and again appointed in the same position with effect from November 04, 2020.

@ Resigned from the Board of Directors effective from June 29, 2020.

(b) Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Name	Designation	% increase
Mr. Chandra Prakash Agrawal	Chairman & Managing Director	5.26%
Mr. Dinesh Raghbir Prasad Agarwal	Whole-time Director	356.29%
Mr. Prashant Jalan	Director (Plant-Operation)	(-)22.28%
Mr. Nitin Mahavir Prasad Kandoi	Director	N.A. *
Mr. Dindayal Jalan	Independent Director	N.A. *
Mrs. Richa Bhartiya	Independent Director	N.A. *
Mr. Ashtbhuja Prasad Srivastava	Independent Director	N.A. *
Mr. Jyotirindra Nath Dey	Independent Director	N.A. *
Mrs. Nishi Agrawal	Independent Director	N.A. *
Mr. Sandip Kumar Agarwal	Chief Financial Officer	(-)0.91%
Mr. Arnab Banerji	Company Secretary	135.39%.

\* Except sitting fees, no remuneration is paid to the Non-executive Director and Non-Executive Independent Directors.

(c) percentage increase in the median remuneration of employees in the financial year: 33.58%

average increase in median remuneration is in line with the performance of the company.

(d) number of permanent employees on the rolls of company; 1047

(f) comparison of the remuneration of the Key Managerial Personnel against the performance of the company;

(e) explanation on the relationship between average increase in remuneration and company performance: The profit before tax for the financial year ended March 31, 2021 increased by 582.53% and the profit after tax for the financial year ended March 31, 2021 increased by 658.94%, whereas the increase in median remuneration is 33.58%. The

The total remuneration of KMP increased by 189.662%, whereas the profit before tax increased by 582.53% and the profit after tax increased by 658.94%.

(g) average percentile increased already made in the salaries of employees other than the

## ANNEXURE - III TO THE DIRECTORS' REPORT

managerial personnel in the last- financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial

remuneration: 1.54% (non-Managerial personnel) and 1.73% (Managerial Personnel).

(h) comparison of remuneration of each of the Key Managerial Personnel against the performance of the company;

Name	Designation	% increase	Comparison
Mr. Chandra Prakash Agrawal	Chairman & Managing Director	5.26%	
Mr. Dinesh Raghbir Prasad Agarwal	Whole-time Director	356.29%	
Mr. Prashant Jalan	Director (Plant-Operation)	(-) 22.28%	
Mr. Sandip Kumar Agarwal	Chief Financial Officer	(-) 0.91%	
Mr. Arnab Banerji	Company Secretary	135.39%	The profit before tax for the financial year ended March 31, 2021 increased by 582.53% and the profit after tax for the financial year ended March 31, 2021 increased by 658.94%.

(i) the key parameters for any variable component of remuneration availed by the directors; Company's financial results, the performance of the business unit, individual performance, skills and competence, fulfilment of various improvement targets or the attainment of certain financial objectives.

(j) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; NIL

(k) We hereby affirm that the remuneration paid to the managerial and non-managerial personnel is as per the Remuneration Policy of the Company approved at the board meeting dated 30.05.2014.

The Remuneration policy of the Company comprising the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters has been provided in the Report.

**In pursuance of Section 197 of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details of Top 10 Employees of Gallant Metal Limited are as:**

Sr. No.	Details of Top 10 Employees 2020-2021											
	Employee Name	Father Name	D.O.B	Age	Educational Qualification	Date of Joining	Salary	Last Employment	Designation	Department	Relaiton with Directors	Experience
1	Anmol Anand	Ramlal Anand	12/03/1959	62	Bachelor of Engineering	01/04/2014	48,51,560	Greenco IPower System Pvt Ltd,	President	Power Plant	No	40
2	Mahesh Kumar Hukumchand Gupta	Hukmichand Gupta	01/08/1957	64	Bachelor of Commerce	01/04/2004	28,59,912	Ganesh Laxmi Processors Pvt. Ltd, Surat	President	Administration	No	40
3	Parathsaradhi Sekhar Rao Dulla	Sekhar Rao Dulla	12/03/1982	39	B. Tech, Metallurgy	01/01/2016	27,38,972	Baba Akila Sai Jyoti Industries Pvt. Ltd	General Manager, Process	Sponge Plant	No	16
4	Balvinder Darshan Ram Dhiman Rai	Darshan Ram Rai	14/04/1957	64	Bachelor of Engineering (Electrical)	09/05/2014	25,45,903	K.R. Pulp & Pappers Ltd, Sahajapur.	V.P.	Power Plant	No	39
5	Prashant Bhardwaj	Subhash Chandra Sharma	15/09/1978	43	PGDBM	01/06/2006	22,61,647	Kamdhenu Ispat Ltd	V.P. ( Sales )	Sales	No	20
6	Arup Chakraborty	Asitranjan Chakraborty	02-01-1971	50	Diploma Mechanical	01-06-2016	18,80,761	L & T Limited	General Manger	Administration	No	27
7	Demdu Gunupudi	Sriramlu Gunupudi	28/08/1976	45	Diploma Mechanical	13/07/2019	18,28,143	Steel Energy India Ltd	General Manger	Sponge Plant	No	23
8	Kripal Singh Harnam Singh	Harnam Singh	15/05/1966	55	Diploma Mechanical	27/06/2014	16,79,988	Electrotherm India Ltd	Foreman	Rolling Mill	No	28
9	Sandip Kumar Agarwal	Om Prakash Agarwal	13/03/1973	48	CA (Inter)	01/08/2006	16,27,556	Govind Mills Ltd.	CFO	Administration	No	26
10	Rampratap Singh	Hanumat Singh	01-10-1959	61	Bachelor of Arts	12-12-2017	16,14,470	Shyam DRI Jarsiguda	General Manager, Process	Furnaces	No	37

## ANNEXURE - IV TO THE DIRECTORS' REPORT

LOANS, INVESTMENT & GUARANTEE U/s 186 of the Companies Act, 2013

₹. In Lacs

Sl. No.	Borrower	Loans	Rate of Interest (%)	Purpose for which the loan is proposed to be utilized by the recipient	Investments	Guarantee
1	GL Steel & Power Pvt Ltd	250.00	9.00	Principal Business	NIL	NIL

## ANNEXURE - V TO THE DIRECTORS' REPORT

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Forming part of the Report of the Directors for the year ended 31st March, 2021

#### ECONOMY OVERVIEW AND DEVELOPMENT

The year 2020-21 started with already imposed country wide lockdown for containment of Covid-19 Pandemic. It has been over a year since COVID-19 was declared a global pandemic. The pandemic and the consequent lockdowns had an immediate impact on most industries and sectors, leading to a steep decline in the gross domestic product (GDP) of most countries. The COVID-19 pandemic continues to have significant implications on the global economy. Obviously, there was no good news on economic front. Industry estimates suggest that the global economy contracted by more than 3% in 2020 but is expected to see a growth of more than 5% this year. Despite this, the growth projections are far short of pre-pandemic levels. However, this growth depends heavily on how rapidly countries can manage further waves of the pandemic through wide scale vaccination programs and continued adherence to COVID-19 guidelines. Nations worldwide were forced to inject significant stimulus packages, including favorable fiscal policies, to keep their economies afloat. If nations fall short on the promise to curb the pandemic by vaccinating large portions of their population or contain waves and slow down COVID-19 transmission, the impact on the economy could be severe with increased financial stress and much slower growth.

As per World Bank, the emerging markets and developing countries experienced a relatively less severe contraction of 2.6% in 2020 and is projected to grow by 5% in 2021. On the back of China's quick and robust recovery (GDP growth forecast of 7.9 % in 2021), the East Asian economies are supposed to grow by 7.5% in 2021. International Monetary Fund (IMF) April'21 report pegs the global economy growth to 6% in 2021 and have increased the growth estimates for all geographies. A repeat infection wave, however, has set off new lockdown measures in various parts of the world since early 2021, dampening the prospects of a quick economic recovery. Downside risks prevail,

including the possibility of a further increase in the spread of the virus, delays in vaccine procurement and distribution, and financial stress triggered by high debt levels and weak growth.

#### GLOBAL REAL GDP GROWTH TREND (%)

	2019	2020	2021
World Output	2.3	-4.3	4.0
Advanced Economies	1.6	-5.4	3.3
United States	2.2	-3.6	3.5
Euro Area	1.3	-7.4	3.6
Emerging and developing economies	3.6	-2.6	5.0
Russia	1.3	-4.0	2.6
China	6.1	2.0	7.9
India	4.2	-8.0	10.1
Brazil	1.4	-4.5	3.0
South Africa	0.2	-7.8	3.3

Source: World Bank Jan'21 & April'21 report

#### INDIAN ECONOMY

The Indian economy too witnessed similar stress, with the nationwide lockdown from end March 2020 bringing business activities to a standstill for the major part of April and May 2020. An accommodative monetary policy from the Reserve Bank of India (RBI) and fiscal policy interventions by the central government, coupled with the gradual reopening of the economic activities from June 2020, have led to a sequential recovery in economic output. India's real GDP clocked a 0.4% growth in the October-December 2020 quarter on a year-on-year basis after a sharp fall in the first two quarters of FY 2020-21. However, the recovery is largely centered around the formal part of the economy. The informal players, especially the Micro, Small and Medium-sized Enterprises (MSMEs) in many industries have taken a disproportionately large hit. Inflation picked up over the year, despite the pandemic, primarily led by food inflation and higher fuel taxes. On the exchange rate front, post the initial bout of depreciation in the Indian currency in the beginning of the financial year, the currency has been relatively well supported on account

of robust portfolio inflows in the economy as well as a better current account position.

Even as the economy negotiated a temporary recession, it witnessed an uptrend in inflation posing a policy challenge. The nationwide lockdown and supply disruption resulted in overall inflation reaching 7.6% in October 2020. Decline in food prices and high base effect of last year brought the Consumer Price Index-based inflation ('CPI inflation') back within the Reserve Bank of India's ('RBI's) target band of 2-6% in December 2020 to a below-consensus rate of 4.6%. The CPI inflation for fiscal 2020-21 is expected to be between 6-7%.

The support package announced by the Government of India (including monetary measures by the RBI in response to the COVID-19 crisis) is estimated at an overall 15% of GDP, with direct spend in the current fiscal at ~2% of GDP. The fiscal deficit of the Central Government is expected to touch 9.5% of GDP in 2020-21, largely due to lower revenues on the back of sharp contraction in economic activity in the first quarter of fiscal 2020. Monetary policy has responded aggressively to the crisis and the repo rates are at a record low of 4%, with a 115-basis point cut in 2020.

## INDUSTRY STRUCTURE AND DEVELOPMENTS

### Global Steel Industry

The steel industry globally got impacted adversely as key consuming segments struggled to operate amidst weakening economic activities. The global steel industry has been impacted due to lockdowns, disrupted supply chains as well as decline in consumption activity across the globe. Financial market volatility and depressed oil prices have further undermined investment. However, the steel market is expected to recover in 2021 provided the pandemic is contained by major economies.

According to World Steel Association (WSA), global crude steel production reached about 1864 million tons in 2020, down by 0.9% compared to the level in 2019. Asia produced 1,374.9 Mt of crude steel in 2020, an increase of 1.5% compared to 2019's level. China's crude steel production in 2020 reached 1,053.0 Mt, up by 5.2% on 2019's level. China's share of global crude steel production increased from 53.3% in 2019 to 56.5% in 2020.

### Indian Steel Industry

Imposition of lock down to prevent the spread of COVID-19 has weighed down market sentiments in Indian steel industry. India could end up producing 93-94 million tonne (MnT) of finished steel in FY 2021, a 10% decline compared to last year's production. In the current fiscal, the domestic steel demand is expected to contract by 9-11 per cent on account of the nationwide lockdowns through April-May 2020 and slower-than-desirable ramp-up in manufacturing activities post that.

The demand for steel plunged 55% in the first quarter as the pan-India lockdown brought construction and manufacturing to a near standstill. However, the domestic steel sector has witnessed a strong revival in third quarter of FY 2020-21 regaining the pre COVID-19 level because of a combination of factors such as strong retail demand emanating from a thriving rural economy, and green shoots of recovery in white goods and the automobile sector, especially from tractors, passenger vehicles and two-wheelers. While the initial quarter of the fiscal proved to be unprecedented slowdown with the consecutive lockdowns, the rest of the year witnessed a high-powered demand revival in consumption industries. Demand for appliances improved due to the large-scale shift towards work-from-home and construction activity picked up with government expenditure. In first quarter of FY 2020-21, the steel mills faced shortage of labour, supply chain disruptions and truncated utilisation levels, besides a plummeting of demand. Nevertheless, as the year progressed, the economy started to gradually open up and the demand started to materialise, which augured well for the steel segment.

As a matter of pride, the Indian steel industry is very modern with state-of-the-art steel mills. It has always strived for continuous modernisation and up-gradation of older plants and higher energy efficiency levels.

### Government Initiatives

Some of the other recent Government initiatives in this sector are as follows:

- Under the Union Budget 2020-21, the government allocated ₹ 39.25 crore (US\$ 5.4 million) to the Ministry of Steel.
- In January 2021, the Ministry of Steel, Government of India, signed a Memorandum of Cooperation (MoC) with the Ministry of Economy, Trade and Industry, Government of Japan, to boost the steel sector through joint activities under the framework of India-Japan Steel Dialogue.
- In December 2020, the Minister for Petroleum & Natural Gas and Steel, Mr. Dharmendra Pradhan, has appealed to the scientific community to Innovate for India (I4I) and create competitive advantages to make India 'Aatmanirbhar'.
- In September 2020, the Ministry of Steel prepared a draft framework policy for development of steel clusters in the country.
- On October 1, 2020, Directorate General of Foreign Trade (DGFT) announced that steel manufacturers in the country can avail duty drawback benefits on steel supplied through their service centres, distributors, dealers and stock yards.
- Government introduced Steel Scrap Recycling Policy to reduce import.

- An export duty of 30% has been levied on iron ore^(lumps and fines) to ensure supply to domestic steel industry.
- Government of India's focus on infrastructure and restarting road projects is aiding the demand for steel. Also, further likely acceleration in rural economy and infrastructure is expected to lead to growth in demand for steel.
- The Union Cabinet, Government of India approved the National Steel Policy (NSP) 2017, as it intend to create a globally competitive steel industry in India. NSP 2017 envisage 300 million tonnes (MT) steel-making capacity and 160 kgs per capita steel consumption by 2030-31.
- The Ministry of Steel is facilitating setting up of an industry driven Steel Research and Technology Mission of India (SRTMI) in association with the public and private sector steel companies to spearhead research and development activities in the iron and steel industry at an initial corpus of ₹ 200 crore (US\$ 30 million).
- The Government of India raised import duty on most steel items twice, each time by 2.5% and imposed measures including anti-dumping and safeguard duties on iron and steel items.

### National Steel Policy 2017

The new Steel Policy enshrines the long term vision of the Government to give impetus to the steel sector. It seeks to enhance domestic steel consumption and ensure high quality steel production and create a technologically advanced and globally competitive steel industry.

The National Steel Policy, 2017, has envisaged 300 million tonnes of production capacity by 2030-31. The per capita consumption of steel has increased from 57.6 kg to 74.1 kg during the last five years.

### Key features of the NSP 2017:

1. Create self-sufficiency in steel production by providing policy support & guidance to private manufacturers, MSME steel producers, CPSEs.
2. Encourage adequate capacity additions.
3. Development of globally competitive steel manufacturing capabilities.
4. Cost-efficient production.
5. Domestic availability of iron ore, coking coal & natural gas.
6. Facilitating foreign investment.
7. Asset acquisitions of raw materials &
8. Enhancing the domestic steel demand.

Huge scope for growth is offered by India's comparatively low per capita steel consumption

and the expected rise in consumption due to increased infrastructure construction and the thriving automobile and railways sectors.

We, at Gallant Metal, have the following production data of the Fiscal 2020-21:

Product	2020-21	
	Production	Sales*
Sponge Iron (M.T.)	2,01,363.000	2,04,872.880
M.S. Billets (M.T.)	2,61,453.072	2,59,338.700
M.S. Round Bar & Miss Rolled Bar (M.T.)	1,95,825.010	1,98,794.990
Power Generation (KWH)	21,97,59,415	21,97,59,415

\*Sales include captive consumption also.

### Major Product-wise Turnover

	FY 2020-21		FY 2019-20	
	Qty (MT/Unit)	₹ in Lacs	Qty (MT)	₹ in Lacs
Steel (MT)*	2,55,805.00	97,828.69	2,43,613.79	84,747.22

Company has Integrated Steel Plant facilities at Samakhiali, Kutch, Gujarat. Being an Integrated Steel Plant, Company, during the manufacturing process of end products TMT Bars also manufactures Sponge Iron, Billets etc.

### OPPORTUNITIES AND THREATS

#### Opportunities

The global construction industry is the world's largest consumer of base metal commodities, including steel. TMT steel bars are one of the major significant steel products and are used as reinforcement bars in building the supportive frames of modern infrastructure. Growth in the global economy coupled with increasing rising per capita income is driving the global construction industry which will subsequently lead to the expansion of the global TMT steel bar market.

As the country transitions into an economic powerhouse, steel demand is poised to log a compound annual growth rate (CAGR) of 7-7.5% between fiscals 2022 and 2025. A large part of this growth will be spurred by the government's Rs 111 lakh crore National Infrastructure Pipeline initiative through fiscal 2025. Here, the government's initiatives on housing (Housing for All), roads (Bharatmala), ports (Sagarmala), railways (dedicated freight corridors, metros, and bullet train), and airports (Udaan) will provide impetus. The industry has the potential to help India regain its positive trade balance in steel as well as to drive the country's export manufacturing capabilities. Mandatory road crash barriers on national highways, rising concretisation, use

of pre-engineered buildings, design changes in urban housing (underground parking and bigger span) – all augur well for steel demand in the long term.

### Threats and Risks

Managing logistics requirements is arduous, challenging and costly. The primary raw material for steel making is iron ore, besides coal or coking coal. Both are bulk minerals, and steel is also a bulk commodity. So, whether it is physical transportation of raw materials for steel making to the steel mills or physical transportation of finished steel to demand centres, transportation of bulk materials is always arduous.

The outbreak of the deadly Covid-19 pandemic, followed by the lockdown in the country has adversely affected the business operations of the Company. Due to the rapid spread of the Covid 19 in the Country, the health of the employees and workers of the Company has become priority of the Company over the business operations.

The availability of raw material at right price remains a concern for the steel sector and then there is the threat of cheap dumping from China, say experts and industry players. The government, however, is keeping a brave face and its focus areas for the New Year include increasing per capital steel consumption, finding new markets for India-made steel and a shift in the industry's attention towards production of special steel.

Steel is a capital-intensive sector. Naturally, the cost of financing any expansion or new steel capacity is usually through borrowed capital. And in India the cost of finance is extremely high compared to the cost of finance in developed countries such as China, Japan and Korea. Moreover, steel demand is cyclical. So, during a downturn, the return on investments gets eroded.

### SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

#### Major Product-wise Turnover

	2020-21		2019-20		% of Change	
	Production	Sales*	Production	Sales*	Production	Sales*
Sponge Iron (M.T.)	2,01,363.000	2,04,872.880	1,93,614.000	1,92,470.020	4.00%	6.06%
M.S. Billets (M.T.)	2,61,453.072	2,59,338.700	2,52,432.652	2,56,827.670	3.45%	0.97%
M.S. Round Bar & Miss Rolled Bar (M.T.)	1,95,825.010	1,98,794.990	2,29,776.230	2,25,235.440	(14.78%)	(11.74%)
Power Generation (KWH)	21,97,59,415	21,97,59,415	21,44,23,095	21,44,23,095	2.49%	2.49%

\*Sales include captive consumption also.

### OUTLOOK

The outlook for the industry looks reasonable, since India has good iron ore deposits, skilled manpower and growing demand for steel. The improved demand

is expected to continue in the current fiscal as well on the back of ongoing government funded infrastructure projects. The domestic steel sector has witnessed a strong revival in third quarter of FY 2020-21 regaining the pre COVID-19 level because of a combination of factors such as strong retail demand emanating from a thriving rural economy, and green shoots of recovery in white goods and the automobile sector, especially from tractors, passenger vehicles and two-wheelers.

This spree of high demand is likely to continue in FY22 backed by an uptick in the overall consumption; government's efforts to improve infrastructure, coupled with the 'Atmanirbhar Bharat' policy and the Production Linked Incentive (PLI) initiative. Government route for investment on infrastructure and projects such as affordable housing, railway line, metro rail, shipbuilding, oil & gas distribution pipeline projects, etc., should boost steel consumption. Additionally, the government's focus on rural infrastructure projects will also give an impetus to the steel demand. The medium to long term outlook in the Products of the Company remains very encouraging.

### RISKS AND CONCERNs

Economic recession gripped global economy following the lockdowns and surge in infections due to the Covid-19 pandemic was sudden and unexpected. While India is facing a tough battle with the second wave, a potential third wave or other complications could again impact both the domestic and global economy. External factors such as government policies and rainfall could have a significant impact on sales of Steel Products.

Availability of Raw materials like Iron Ore, Coal etc. at a competitive cost is the main area of concern for the Company Any sharp hike in raw material costs arising out of geopolitical conflicts could stretch working capital requirements and increase short-term borrowings, impacting the Company's finance costs. Our profitability and cost effectiveness may be affected due to change in the prices of raw materials, power and other input costs. While we are typically able to pass on these costs to our customers with a slight lag. This risk is significant and is carefully monitoring.

Geopolitical conflicts and trade wars between major economies could impact global steel demand and production, leading to a decline in steel demand. Similarly, high cost of iron ore and coal impacting the EBITDA margin. Availability and cost of required grade of Iron ore are impacted by Global movement and parity of landed cost considering price, freight, tariff and exchange rates and also Domestic demand-supply gap, constraints and vendor actions. All these concern as well as Government policies and their impact on raw materials availability are being tracked regularly.

The Company does not apprehend any inherent risk in the long run, with the exception of certain primary

concerns that have afflicted the progress of our industry in general, like:

- Shortage of Labour
- Rising manpower and material costs
- Approvals and procedural difficulties
- Lack of adequate sources of finance.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Internal control systems in the organization are looked at as the key to its effective functioning. The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use. The Company's internal controls are supplemented by an extensive programme of internal audit, review by management and documented policies, systems support, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial information and other data.

The Audit Committee reviews all the reports as prescribed under the regulations and compliance systems and suggests better internal control systems, policies and procedures as and when required.

It also reviews Company's financial reporting processes, disclosure of financial information, related party transactions, etc.

#### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The Revenue from Operations for the current year is ₹ 1,00,705.48 as compared to ₹ 86,504.66 Lacs in the previous year. The Profit before Tax for the year under review is ₹ 8,797.99 Lacs as against ₹ 1,289.02 Lacs in the previous year. Profit after Tax during FY 2020-21 stood at ₹ 5,678.61 Lacs as against ₹ 748.23 Lacs in the previous year.

Comparative chart of Segment wise Revenue and Profits are as under:

##### **SEGMENT REVENUE (₹ In lacs)**

	2021	2020	% Changes
Steel	1,00,705.48	86,504.66	16.42%
Power	14,065.18	15,648.71	(10.12%)
Unallocated	231.09	114.21	102.38%

##### **SEGMENT RESULTS (₹ In lacs)**

	2021	2020	% Changes
Steel	6,115.73	(2,595.36)	335.64%
Power	3,422.19	4,407.71	(22.36%)

#### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

At Gallant Metal, we believe that to ensure skill development and to be able to face major challenges, we need teams who deliver and who are motivated.

Our human capital is our greatest tool for shaping the future of the Company and is also critical for our smooth functioning. Discovering talented people and retaining them is the key aim of our HR policy. Our people are our greatest strength as a company and the bedrock of our organization. Human Resource is a continuous and ever evolving function at our Company. The Company believes that human resources enable the Company to consistently meet customer requirements and deliver exceptional performance for all stakeholders. The Company continues to maintain its record on cordial industrial relations. The Company continues to invest in people through various initiatives viz. training programmes, upgradation of knowledge etc. which enable the work force to meet out the challenges. As on 31st March 2021, the employee strength of the Company was 1,047.

The Company maintained harmonious industrial relations in all units of the Company during the financial year 2020-21.

#### **SIGNIFICANT CHANGES IN FINANCIAL RATIOS**

During the year, the significant changes in the financial ratios, compared to the previous year which are more than 25% as compared to the previous year, are summarised below:

Financial Ratio	FY 2020-21	FY 2019-20	Change (%)	Reason for change
(i) Debtors Turnover	27.37	28.69	(4.60)	Debtor turnover decreased due to better realistion.
(ii) Inventory Turnover	6.40	6.15	3.92	Inventory build up in second half of March due to Covid Pandemic.
(iii) Interest Coverage Ratio	11.08	3.89	184.75	Interest coverage ratio increase due to increase in Profit Margin, because of demand in steel increase after correction in Covid Pandemic.
(iv) Current Ratio	1.22	1.43	(-14.60)	Current Ratio declined because of long term loan repaid during the year.
(v) Debt Equity Ratio	0.355	0.363	(2.21)	Debt Equity Ratio increase because of increase in profit margin.
(vi) Operating Profit Margin (%)	10.66	2.00	432.19	Operating profit increased during the year due to robust market situation and overall high demand in steel Industry.

Financial Ratio	FY 2020-21	FY 2019-20	Change (%)	Reason for change
(vii) Net Profit Margin (%)	5.63	0.86	551.28	Operating profit increased during the year due to robust market situation and overall high demand in steel Industry.
(viii) Return on Net Worth (%)	10.45	1.54	579.31	Returned to Net worth increased due to increase in profit margin.

#### CAUTIONERY STATEMENT

Statement in this Management Discussion and Analysis describing the Company's objectives,

projections, estimates and expectations may be "forward looking statements" and based on certain assumptions/expectations and current scenario and the input available. Actual results might differ substantially or materially to those expressed or implied. Important developments including global or domestic trends, political and economic environment in India or Overseas might affect the Company's operations.

**On behalf of the Board**

**C. P. Agrawal**

Chairman

Place: Gorakhpur

Date: June 29, 2021

## ANNEXURE - VI TO THE DIRECTORS' REPORT

### CORPORATE SOCIAL RESPONSIBILITY POLICY [PURSUANT TO SECTION 135 OF THE COMPANIES ACT, 2013]

#### CONCEPT & CONTEXT

The purpose of this policy is to ensure Gallant Metal Limited ("GML" or the "Company"), affiliates and associated companies; consistently operate in a manner that minimises detrimental impacts to society and the environment. Corporate Social Responsibility (CSR) has always been on the agenda of the Company. Pursuant to Section 135 of the Companies Act, 2013, and Companies (Corporate Social Responsibility Policy) Rules, 2014 every Company having Net Worth of ₹ 500 Crores or more or Turnover of ₹ 1,000 Crore or more or Net Profit of ₹ 5 Crore or more shall constitute Corporate Social Responsibility Committee ('CSR Committee') and CSR Committee shall formulate and recommend Policy.

The CSR Committee so constituted formulated Policy on Corporate Social Responsibility (CSR Policy) and recommended the same to the Board of Directors of the Company ('Board') for its approval. The Board of Directors (the "Board") of Gallant Metal Limited acting upon the recommendation of its Directors and CSR Committee, has adopted the following policy and procedures with regard to the Company's Social Responsibility.

#### CORPORATE SOCIAL RESPONSIBILITY PHILOSOPHY

GML's continual aspirations to achieve and surpass the highest standards of conduct and corporate social responsibility are essential components of how we measure our success. GML strives to be a socially responsible company and strongly believes in development which is beneficial for the society at large. This policy clearly sets forth GML's social responsibility objectives and provides guidance on the social responsibilities of all individuals associated with the GML. GML's primary responsibility is to ensure the long-term success of the Gallant Group through the adoption and management of good corporate social behaviour.

#### OBJECTIVES OF THE POLICY

The objective of this Policy is to set guiding principles for carrying out CSR activities by the Company and also to set up process of execution, implementation and monitoring of the CSR activities to be undertaken by the Company. The Policy shall be read in line with Section 135 of the Companies Act, 2013, Companies (Corporate Social Responsibility Policy) Rules, 2014 and such other rules, regulations, circulars and notifications (collectively referred hereinafter as 'Regulations') as may be applicable and as amended from time to time and will, inter-alia provide the following:

- Establishing a guideline for compliance with the provisions of Regulations to dedicate a percentage of Company's profits for social projects.

- Ensuring the implementation of CSR initiatives in letter and spirit through appropriate procedures and reporting.
- Creating opportunities for employees to participate in socially responsible initiatives.

#### DEFINITIONS

**Act** means the Companies Act, 2013;

**Corporate Social Responsibility** means Corporate Social Responsibility (CSR) as defined in Section 135 of the Companies Act, 2013 and Companies Corporate Social Responsibility Policy Rules, 2014;

**Ministry** means the Ministry of Corporate Affairs;

**Net Profit** means net profit as defined in Section 135 of the Companies Act, 2013 and Companies Corporate Social Responsibility Policy) Rules, 2014 as set out below:

Net Profit as per its financial statement prepared in accordance with the applicable provisions of the Act, but shall not include the following, namely :-

- any profit arising from any overseas branch or branches of the company, whether operated as a separate company or otherwise; and
- any dividend received from other companies in India, which are covered under and complying with the provisions of section 135 of the Act:

Words and expressions used in this CSR Policy and not defined herein but defined in the Act shall have the meaning respectively assigned to them in the Act.

#### LIST OF CSR PROJECTS/PROGRAMS/ACTIVITIES

The policy recognizes that corporate social responsibility is not merely compliance; it is a commitment to support initiatives that measurably improve the lives of underprivileged by one or more of the following focus areas as notified under Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014:

#### The activities involve the following:

- Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- Ensuring environmental sustainability, ecological

balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water;

- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries, promotion and development of traditional arts and handicrafts;
- Measures for the benefit of armed forces veterans, war widows and their dependents;
- Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;
- Contribution to the Prime Ministers' National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- Contributions or funds provided to technology incubators located within academic institution which are approved by the Central Government;
- Rural development projects.
- Any other activities in relation of the above and all other activities which forms part of CSR as per Schedule VII of the Act as amended from time to time.

#### **AREA OF ACTIVITY**

The Act provides that the Company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for CSR. The Company will thus give preference to conducting CSR activities in the State of Uttar Pradesh, Bihar, West Bengal and such other state(s) in India wherein the Company has/will have its operations. However, the Committee may identify such areas other than stated above, as it may deem fit, and recommend it to the Board for undertaking CSR activities.

#### **FUNDING AND QUANTUM OF AMOUNT FOR CSR**

The Company would spend not less than 2% of the average Net Profits of the Company made during the three immediately preceding financial years. The surplus arising out of the CSR activity will not be part of business profits of the Company. The corpus would thus include 2% of average net profits, as aforesaid, any income arising there from and surplus arising out of CSR activities.

The Company may build CSR capacities of its personnel and/or those of its implementing agencies through Institutions with established track records of at least three financial years but such expenditure shall not exceed five percent of total CSR expenditure of the Company in one financial year.

However, if the Company ceases to be covered under

sub-section (1) of Section 135 of the Act for three financial years, then it shall not be required to, comply with the provisions laid down under sub-section (2) to (5) of the said section, till such time it meets the criteria specified in sub-section (1) of the Act.

#### **THE PROCESS TO MONITOR SUCH PROJECTS OR PROGRAMS**

The CSR Committee of the Board of Directors of the Company shall approve to the Board of Directors the projects and activities to be undertaken by the Company out of the activities stated hereinabove as per Schedule VII of the Companies Act, 2013.

The CSR Committee shall recommend from time to time the amount of expenditure to be incurred on the activities referred to hereinabove and to monitor the Corporate Social Responsibility Policy of the company from time to time.

The CSR Committee, shall prepare a transparent monitoring mechanism for ensuring implementation of the projects / programmes / activities to be undertaken by the Company. The CSR Committee shall have the authority to obtain professional advice from external sources and have full access to information contained in the records of the Company as well as the powers to call any employee / external consultant or such other person(s) and for such purpose as may be deemed expedient for the purpose of accomplishments of overall CSR objectives laid down under the Act.

Appropriate documentation and amendments of the CSR Policy, annual CSR activities, reports on execution by CSR Partner(s) and expenditures will be undertaken on a regular basis and the same will be available to the Board of Directors of the Company.

Initiatives undertaken on the CSR front will be reported in the Annual Report of the Company.

The CSR Committee and persons / entities authorised by it will conduct the due diligence checks on the current projects/partners on a quarterly basis and report anomalies, if any, immediately.

#### **THE PROCEDURES**

1. As per the Regulations the Company will set aside, for annual CSR activities, an amount equal to 2% of the average Net Profits of the Company made during the three immediately preceding financial years. Any unutilised CSR allocation of a particular year will be carried forward to the following year, i.e. the CSR budget will be non-lapsable in nature.

Provided that all reasonable efforts will be made to ensure that the annual CSR allocation is fully utilized in the respective year. However, if the Company fails to spend such amount, the Board of Directors shall, in its report under clause (o) of subsection (3) of section 134 of the Act, shall specify the reasons for not spending the amount.

2. Annexure VIII contains the details of the proposed expenditure for respective Financial Year, towards

CSR activities. The same shall be amended annually according to the Financial Year after the review by the Committee or at such time, as the Committee may deem fit.

3. Tax treatment of CSR spend will be in accordance with the Income Tax Act, 1961 as may be notified by Central Board of Direct Taxes (CBDT).

### PLANNING AND IMPLEMENTATION

- For the purpose of focusing its efforts in a continued and effective way, Education and Literacy Enhancement is identified as a main thrust area, besides other activities permitted under the Regulations.
- A list of CSR projects / programmes which the Company plans to undertake during the implementation year will be laid down before the Committee at the beginning of each year, specifying modalities of execution in the areas/sectors chosen and implementation schedules for the same.
- Identification of projects and the executing agency/ NGO will be made, inter alia, by assessing the following:
  1. Project Objectives
  2. Baseline Survey – As-is and To-be state basis, accordingly the outcome of the project will be measured.
  3. Implementation Schedules – Timelines for milestones of the project will need to be prescribed and agreed upon.
  4. Responsibilities and authorities.
  5. Major results expected and measurable outcome including the expenses/charges ratio as against the actual CSR spend.
- If the Company decides to set up a Trust or Section 8 Company, or Society or Foundation or any other form of entity operating within India to facilitate implementation of its CSR activities in accordance with its stated CSR Policy, the following shall apply:
  - a) The Company would need to specify the projects/ programmes to be undertaken by such an organization, for utilizing funds provided to it;
  - b) The Company shall establish a monitoring mechanism to ensure that the allocation is spent for the intended purpose only.
  - The Company may also conduct/implement its CSR programmes through Trusts, Societies, or Section 8 Companies operating in India, which are not set up by the Company itself, herein collectively referred to as 'CSR Partner(s)'.
  - Such spends may be included as part of its prescribed CSR spend only if such organizations have an established track record of at least three years in carrying on activities in related areas.

- Company may collaborate or pool resources with other companies to undertake CSR activities within India. Only activities which are not for the benefit of employees of the company or their family members shall be considered as CSR activity.
- CSR Committee in consultation with the Board of Directors of the Company will identify suitable projects for implementation in line with the objectives of the Company and requirements laid down under the Regulations. These projects would be executed either directly by the Company and / or through CSR Partner(s).
- While identifying projects, CSR Committee will assess CSR Partner(s) organizations who would execute the projects at the grass root level. At a minimum they need to meet the following criteria:
  - i. The CSR Partner(s) has a permanent office/ address in India;
  - ii. The CSR Partner(s) is a Trusts, Societies, or Section 8 Company having an established track record of three years in undertaking similar CSR programmes or projects in pursuance with the relevant regulations;
  - iii. Possesses a valid income-tax Exemption Certificate
  - iv. The antecedents of the CSR Partner are verifiable
  - v. Have requisite framework to report progress/ status of the projects on a quarterly basis on agreed parameters.
  - vi. Maintain a required level of auditable records on the CSR initiatives conducted in conjunction with GIL as agreed mutually.

### REVIEW AND REPORTING

The CSR Committee will review the philanthropic activities of the Company and will provide progress update to the Board of Directors every six months / such other intervals as deemed fit.

The Company will report in the prescribed format, the details of CSR initiatives and activities of the Company in the Directors' Report and on the website of the Company, as required under the Regulations. Such reporting will be done, pertaining to financial year(s) commencing on or after the 1st day of April, 2014.

### AMENDMENTS TO THE POLICY

The Board of Directors on its own and / or as per the recommendations of CSR Committee can amend this policy, as and when required as deemed fit. Any or all provisions of the CSR Policy would be subject to revision/ amendment in accordance with the Regulations on the subject as may be issued from relevant statutory authorities, from time to time.

## ANNEXURE - VII TO THE DIRECTORS' REPORT

### ANNUAL REPORT ON CSR ACTIVITIES

### FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021

#### 1. Brief outline on CSR Policy of the Company:

The Company has currently identified the following Priority Projects to be undertaken by the CSR Committee:

- Promoting education including special education especially among children, women, elderly and the differently abled and livelihood enhancement projects in backward areas;
- Promoting health care including preventive health care and sanitation and making available safe drinking water;

The Company has framed its CSR policy in compliance with the provisions of the Companies Act, 2013 and the policy is duly approved by the Board of Directors.

#### 2. Composition of CSR Committee:

S. N.	Name of Director	Designation / Nature of Directorship	Number of Meetings of CSR Committee held during the year	Number of Meetings of CSR Committee attended during the year
1.	Mr. Jyotirindra Nath Dey	Chairman	2	2
2.	Mr. Chandra Prakash Agrawal	Member	2	2
3.	Mr. Dinesh R. Agarwal	Member	2	2

3.	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.	http://gallantt.com/gallantt metal limited/ investors corner/
4.	Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).	Not Applicable
5.	Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any	NIL

Sl. No.	Financial Year	Amount available for set-off from preceding financial year	Amount required to be set-off for the financial year, if any
		NIL	

6.	Average net profit of the company as per section 135(5)	₹ 6,393.04 Lacs
7.	(a) Two percent of average net profit of the company as per section 135(5)	₹ 127.86 lacs
	(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	-
	(c) Amount required to be set off for the financial year, if any	-
	(d) Total CSR obligation for the financial year (7a+7b-7c).	₹ 127.86 lacs

**8. (a) CSR amount spent or unspent for the financial year:**

Total amount spent for the Financial Year	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
Rs. 128.86 Lacs	-	-	-	-	-

(b) Details of CSR amount spent against **ongoing projects** for the financial year: Nil

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year: (₹ in Lacs)

S.N.	Name of the Project	Item from the list of activities in Schedule VII of the Act	Local Area (Yes / No)	Location of the Project		Amount spent for the project	Mode of Implementation - Direct (Yes / No)	Mode of Implementation through implementing Agency	
				State	District			Name	CSR Regn. Number
1.	Healthcare	Health and Medical help to Underprivileged, Malnutrition reduction, relief for Covid-19 etc.,	Yes	Gujarat	Kutch	6.06	Yes	N.A.	N.A.
2.	Rural Development	Rural Development Project	Yes	Gujarat	Kutch	1.29	No. Rural Development Programme is undertaken at Village –Gharana, Kutch, Gujarat	N.A.	N.A.
3.	Animal Welfare	Animal welfare – (iv) of Schedule-VII.	Yes	Gujarat	Kutch	1.00	Yes	N.A.	N.A.
4.	Healthcare	Health and Medical help to Underprivileged, Malnutrition reduction, relief for Covid-19 etc.,	No	Rajasthan	Bhilwara	2.5	No. Health and medical support through CMRF District Collector, Bhilwara	N.A.	N.A.
5.	Healthcare	Health and Medical help to Underprivileged, Malnutrition reduction, relief for Covid-19 etc.,	Yes	Gujarat	Surat	5.00	No. Health and medical support through Municipal Corporation of Surat.	N.A.	N.A.

6.	Literacy	Educational facilities like construction of girls hostel	Yes	Gujarat	Bhuj	3.01	No. Construction of Girls Hostel through Samaj Navnirman Trust, Bhuj, Gujarat	N.A.	N.A.
7.	Literacy	The company is promoting Education for economically weaker section of the society through Gyan Mandir Foundation (Charitable Society) area of Assam for the benefit of the society in the backward area of Jorhat, Assam	No	Assam	Jorhat	110.00	No. Contribution through Gyan Mandir Foundation (Charitable Society) in the backward area of Jorhat, Assam	N.A.	N.A.

(d) Amount spent in Administrative Overheads:	Nil
(e) Amount spent on Impact Assessment, if applicable:	N.A.
(f) Total amount spent for the Financial Year	128.86 Lakhs

(g) Excess amount for set off, if any

₹ In Lakhs

S.N.	Particulars	Amount
(i)	Two percent of average net profit of the company as per section 135(5)	127.86
(ii)	Total amount spent for the Financial Year	128.86
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1.00
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	1.00

9. (a) Details of Unspent CSR amount for the preceding three financial years: Nil
- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Nil
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): Nil
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Nil

For CSR Committee, GALLANTT METAL LIMITED

Jyotirindra Nath Dey

Chairman of CSR Committee & Director  
(DIN: 00180925)

Place: Kolkata  
Date: 29th June, 2021

## ANNEXURE - VIII TO THE DIRECTORS' REPORT

### FORM NO. MR-3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2021

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To  
The Members  
**GALLANT METAL LIMITED**  
"GALLANT HOUSE"  
I-7, Jangpura Extension  
New Delhi – 110014

1. We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Gallant Metal Limited [CIN: L27109DL2005PLC350524] (hereinafter called the company). Secretarial Audit was conducted based on records made available to us, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion/understanding thereon.
2. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to us and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we, on strength of those records, and information so provided, hereby report that in our opinion and understandings, the Company has, during the audit period covering the financial year ended on March 31, 2021, appears to have complied with the statutory provisions listed hereunder and also in our limited review, that the Company has proper and required Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minutes' book, forms and returns filed and other records maintained by the Company and made available to us, for the financial year ended on March 31, 2021 according to the applicable provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder and the Companies Act, 1956 and the rules made thereunder as applicable;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- iv) Applicable provisions of Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder.
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009; – Not Applicable as the Company did not issue any security during the financial year under review.
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014; - Not Applicable as the Company does not have Employee Stock Option Scheme for its employees;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; – Not applicable as the Company has not issued any debt securities during the financial year under review;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued.
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; – Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review; and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not Applicable as the Company has not done any

buyback of its securities during the financial year under review.

vi) Other Laws specifically applicable to the Company as under:

1. The Air (Prevention and Control of Pollution) Act, 1981
2. The Water (Prevention and Control of Pollution) Act, 1974
3. The Environment (Protection) Act, 1986
4. The Factories Act, 1948
5. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
6. Employees' State Insurance Act, 1948
7. Equal Remuneration Act, 1976
8. The Minimum Wages Act, 1948
9. The Payment of Wages Act, 1936
10. The Payment of Bonus Act, 1965
11. The Legal Metrology Act, 2009
12. The Maternity Benefit Act, 1961 and
13. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

We further report that with respect to the compliance of the below mentioned laws, we have relied on the compliance system prevailing in the Company and on the basis of representation received from its concerned department:

- (a) Mines and Minerals (Development Regulation) Act, 1957 and other Acts/Rules as applicable to Mining activities;
- (b) The Electricity Act, 2003 and rules issued thereunder;
- (c) National Tariff Policy;
- (d) Indian Boilers Act, 1923 and rules issued thereunder;
- (e) Explosives Act, 1884 and rules issued thereunder;
- (f) Manufacture, Storage and Import of Hazardous Chemical Rules, 1989;
- (g) Applicable Labour laws and rules issued thereunder;
- (h) Applicable Environment laws and rules issued thereunder;
- (i) Applicable direct & indirect tax laws and rules issued thereunder;
- (j) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except appointment of Woman Director on the Board of the Company within the stipulated time.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There is no change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

There were no dissenting views on any decisions of the Board, as recorded in the Minutes of Board meetings.

We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines; and

As informed, the Company has responded to notices for demands, claims, penalties etc. levied by various statutory / regulatory authorities and initiated actions for corrective measures, wherever necessary.

There are no other specific events/actions in pursuance of the above referred laws, rules, regulations guidelines etc., having a major bearing on the Company's Affairs.

We further report that during the audit period there were no instances of:

- i. Public/Right/Preferential issue of shares / debentures/sweat equity;
- ii. Redemption / buy-back of securities;
- iii. Foreign technical collaborations.

We further report that during the audit period:

We further report that during the audit year the Company has not held any Extra-ordinary General Meetings (EGM).

We further report that our Audit is subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses in those compliances on the part of the Company.

**Anurag Fatehpuria**

Place: Kolkata *Company Secretary*  
Date: 29.06.2021 UDIN: A034471C000533871

This Report is to be read with our testimony of even date which is annexed as Annexure A and forms an integral part of this report.

**Annexure A**

To  
The Members,  
**GALLANT METAL LIMITED**

Our report of even date it to be read along with this supplementary testimony.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. Due to COVID 19 pandemic, the aforesaid Audit has been conducted partially physically and partially through electronic communication in the best possible manner in the prevailing situation.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

7. We further report that, based on the information provided by the Company, its officers, and authorised representatives during the conduct of the audit and also on the review of quarterly compliance report issued by the respective departmental heads/ Company Secretary/Managing Director & CEO, and taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like Labour Laws & Environment Laws.

8. We further report that the Compliance by the Company of applicable Financial Laws like Direct & Indirect Tax Laws has not been reviewed in this audit since the same has been subject to review by the statutory financial auditor and other designated professionals.

While forming an opinion on compliance and issuing the Secretarial Audit Report, we have also taken into consideration the compliance related actions taken by the Company after 31st March 2021 but before issue of the Report.

**Anurag Fatehpuria**

*Company Secretary*  
ACS 34471; CP No. 12855  
UDIN: A034471C000533871

## ANNEXURE - IX TO THE DIRECTORS' REPORT

### FORM NO. AOC.1

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

#### Part "A": Subsidiaries

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Sl. No.	Name of the Company	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	% of shareholding
NIL														

#### Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

<b>Name of Associate</b>	<b>Gallant Ispat Limited</b>
<b>1. Latest audited Balance Sheet Date</b>	31.03.2021
<b>2. Shares of Associate held by the company on 31.03.2021</b>	
No.	7,25,19,920
Amount of Investment in Associate	4,260.20 lakhs
Extend of Holding %	25.68%
<b>3. Description of how there is significant influence</b>	Associate Company
<b>4. Reason why the associate/joint venture is not consolidated</b>	By way of Ownership
<b>5. Networth attributable to Shareholding as per latest audited Balance Sheet</b>	Consolidated
<b>6. Profit / Loss for the year</b>	
i. Considered in Consolidation	₹ 2,461.61 lakhs
ii. Not Considered in Consolidation	NIL

As per our Report of even date

For **ALPS & Company**

*Chartered Accountants*

FRN. 313132E

**(A. K. Khetawat)**

*Partner*

Membership No.: 517195

Place : Kolkata

Dated : June 29, 2021

**Chandra Prakash Agrawal**

**Dinesh Raghbir Prasad Agarwal**

**Sandip Kumar Agarwal**

**Arnab Banerji**

*Chairman & Managing Director*

*Whole-time Director*

*Chief Financial Officer*

*Company Secretary*

## ANNEXURE - X TO THE DIRECTORS REPORT

### BUSINESS RESPONSIBILITY STATEMENT

(Part of the Directors Report) Annual Report 2020-21

#### SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

(₹ In Lacs)

1	Corporate Identity Number (CIN) of the Company	L27109DL2005PLC350524
2	Name of the Company	GALLANT METAL LIMITED
3	Registered address	"GALLANT HOUSE", I-7, Jangpura Extension, New Delhi – 110014.
4	Website	www.gallantt.com
5	E-mail id	csqml@gallantt.com
6	Financial Year reported	2020-21
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Iron, Steel and Power
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	Iron & Steel and Power
9	Total number of locations where business activity is undertaken by the Company (a) Number of International Locations (Provide details of major 5) (b) Number of National Locations	Only one plant of Steel Unit is located at Village – Samakhali, Taluka – Bhachau, District – Kutch, Gujarat. Registered Office at "GALLANT HOUSE", I-7, Jangpura Extension, New Delhi – 110014. Corporate Office at 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069, West Bengal. Head Office at "GALLANT LANDMARK", AD Tower Compound, Bank Road, Gorakhpur – 273001, Uttar Pradesh.
10	Markets served by the Company – Local/State/ National/International	Local/State/National

#### SECTION B: FINANCIAL DETAILS OF THE COMPANY

Paid up Capital (INR)	81,32,23,240/-
Total Turnover (INR)	10,07,05,47,538/-
Total profit after taxes (INR)	56,78,61,309/-
Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Please refer annexure to the Board Report regarding CSR
List of activities in which expenditure in 4 above has been incurred.	Please refer annexure to the Board Report regarding CSR

#### SECTION C: OTHER DETAILS

Does the Company have any Subsidiary Company/ Companies?	No (at the end of the year)
Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	No
Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No

#### SECTION D: BR INFORMATION

##### 1. Details of Director/Directors responsible for BR

DIN Number (if applicable)	Yes
Name	Chandra Prakash Agrawal
Designation	Managing Director
Telephone number	011-45048767
e-mail id	gml@gallantt.com

## 2. Details of BR Head

<b>DIN Number (if applicable)</b>	Yes
<b>Name</b>	Chandra Prakash Agrawal
<b>Designation</b>	Managing Director
<b>Telephone number</b>	011-45048767
<b>e-mail id</b>	gml@gallantt.com

## 3. Principle-wise [as per National Voluntary Guidelines (NVGs)] BR Policy/policies (Reply in Y/N)

<b>P1</b>	Business should conduct and govern themselves with Ethics, Transparency and Accountability
<b>P2</b>	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
<b>P3</b>	Businesses should promote the well-being of all employees
<b>P4</b>	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
<b>P5</b>	Businesses should respect and promote human rights
<b>P6</b>	Businesses should respect, protect, and make efforts to restore the environment
<b>P7</b>	Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner
<b>P8</b>	Businesses should support inclusive growth and equitable development
<b>P9</b>	Businesses should engage with and provide value to their customers and consumers in a responsible manner

S.N.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>1</b>	Do you have a policy/ policies for various principles.	Y	Y	Y	Y	Y	Y	Y	Y	Y
<b>2</b>	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
<b>3</b>	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	Y	Y	Y
<b>4</b>	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
<b>5</b>	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
<b>6</b>	Indicate the link for the policy to be viewed online?	www.gallantt.com								
<b>7</b>	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
<b>8</b>	Does the company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
<b>9</b>	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
<b>10</b>	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

## 4. Governance related to BR

- The Board of Directors of your Company, either directly or through its Committeees, assesses various initiatives forming part of the BR performance of the Company on a periodic basis. The CSR Committee meets every quarter or on certain interval to review implementation of the projects/ programmes/activities to be undertaken in the

field of CSR. Other supporting functions/groups like Sustainability, meet on a periodic basis to assess the BR performance.

Your Company publishes the information on BR which forms part of the Annual Report of the Company. The Annual Report is also uploaded on the website of the Company – [www.gallantt.com](http://www.gallantt.com)

## SECTION E: PRINCIPLE-WISE PERFORMANCE

### PRINCIPLE 1

#### ETHICS, TRANSPARENCY AND ACCOUNTABILITY

**Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs /Others?**

Ethics, transparency and accountability are the three basic pillars on which the compliance eco-system of your Company is built. The compliance management system has been designed in such a way that it not only helps adhere to the regulatory requirements but also develops a culture of self-regulation and accountability at the grass root level within the organization. In the present times when governance is looked upon as a critical aspect of sustainability, we believe, our compliance management systems play a significant role in ensuring good corporate governance. All internal stakeholders of the Gallant Metal Limited are subjected to work within boundaries of the Code of Conduct.

**1. Under this principle, the Company has the following Policies:**

- a) **Whistle Blower Policy** – to provide an avenue for directors and employees to inform about any wrongdoing in the company and reassurance that they will be protected from reprisals or victimization for whistle blowing.
- b) **Policy for Determining Materiality of Events and Information** - The objective of this Policy is: (a) to ensure disclosure of any event or information which, pursuant to SEBI regulations is material, (b) to determine whether an event or information is material or not, and (c) to ensure timely, accurate, uniform and transparent disclosure.
- c) **Code of Conduct for Directors & Senior Management** – to ensure, inter-alia, protection of confidential information, preventing conflict of interest, ensuring that anti-bribery and corruption laws are complied with, and ensure compliance with all the applicable laws, regulations and Company's policies.
- d) **Company's Code of Conduct on (prevention of) Insider Trading** – to prevent insider trading and protect of price sensitive information.
- e) **Policy on prevention of sexual harassment.**

These policies cover the Company, subsidiaries.

**2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

The Company has in place different mechanisms for receiving and dealing with complaints from different stakeholders viz. shareholders, customers, employees, vendors etc. There are dedicated resources to respond to the complaints within a time bound manner.

### PRINCIPLE 2

#### PRODUCT LIFE CYCLE SUSTAINABILITY

**1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

Our operations have carried out significant test work on the physical and chemical characteristics of their products to ensure their properties and potential impacts. Further, the Company ensures that all processes, plant, equipment, machinery and material provided at plant are safe to the people as well as environment. Your Company has been constantly improving its operational efficiencies for reducing the consumption of resources without compromising on the quality and quantity of its production. Your Company take initiatives to improve awareness about legal compliances, enhance eco-friendly efficiencies, packaging / logistics improvements at the suppliers end. Supplier and transporter meets are held on a periodical basis where your Company engages and encourages them to undertake sustainable practices across supply chain.

We are conscious that extraction of natural resources gives rise to negative environmental impacts, from gas and particulate emissions and hazardous waste; to water extraction and landscape modification. To this end, we manage our footprint to the most stringent global standards throughout the project life cycle.

Our three major products are Sponge Iron, Re-Rolled Products and Power. We make all efforts to ensure that we produce, in a safe and environmentally responsible manner. Over the years, we have constantly improved our recoveries, reduced hazardous waste generation, improved water and energy consumption and reduced our tailings to optimally use available natural resources.

**2. Does the company have procedures in place for sustainable sourcing (including transportation)?**

- a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Our product movements to consumers take place through rail and roadways. The environmental impacts like dust emission during transportation of coal, iron ore, lime etc., final products and road dust etc. have been identified. All safety and environmental protocols are followed and proper training is provided for handling. At material handling areas for coal and iron ore, new

technologies are installed with proper water sprinklers. Ore transport from the railways to the factory point is carried out through trucks with properly covered to ensure no spillage and dust generation.

The Company has adopted Green Logistics Process in the entire supply chain using re-useable trolleys, bins and pallets thereby significantly eliminating use of packaging materials.

**3. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?**

**a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

The Company sources its major inputs like Iron Ore and Coal from large national and international manufacturers/sellers. Going forward, we will make further efforts to increase local sourcing. Our direct & indirect employment as also our CSR activities are largely focused on the communities surrounding our operations.

**4. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

Our primary activities are in the producing of steel

products as well as power generation using well established processes and technologies. Our focus on best available technology helps us to produce these products using efficient energy consumption and maximum product output.

Our main priority is to reduce both the quantity and toxicity of our waste, followed by recovery, reuse and recycling. Waste heat of Sponge Iron plant is recycled to generate power. Waste of steel plants and residual files are sold and disposed in land filling. Furnace slag are sold to buyers, they use these in road construction, land levelling and in the abrasive and cement industries. Fly ash from our power plants was sent to nearby cement and brick manufacturing units together with land levelling.

**PRINCIPLE 3:**

**EMPLOYEE WELL-BEING**

Our employees are our key asset and our growth and success are attributable to them. Our people strategy is founded on this belief and is designed to recruit, develop and retain the talented workforce that run our businesses.

We are committed to providing our employees with a safe and healthy work Environment. Through a high degree of engagement and empowerment we enable them to realise their full potential, creating a high performance work culture.

1.	Please indicate the Total number of employees.	<b>1047</b>
2.	Please indicate the Total number of employees hired on temporary/ contractual/casual basis.	<b>595</b>
3.	Please indicate the Number of permanent women employees.	<b>17</b>
4.	Please indicate the Number of permanent employees with disabilities.	<b>11</b>
5.	Do you have an employee association that is recognized by management?	<b>N.A.</b>
6.	What percentage of your permanent employees is members of this recognized employee association?	<b>NIL</b>
7.	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	<b>NIL</b>
8.	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year? (a) Permanent Employees (b) Permanent Women Employees (c) Casual/Temporary/Contractual Employees (d) Employees with Disabilities	<b>100% employees (in-house/on the Job Training)</b> <b>100% employees (in-house/on the Job Training)</b> <b>100% employees (in-house/on the Job Training)</b> <b>Not applicable</b>

**PRINCIPLE 4:****STAKEHOLDER ENGAGEMENT****1. Has the company mapped its internal and external stakeholders? Yes/No**

Yes. The Company has identified investors, shareholders, employees, labour unions, local communities, civil societies, NGOs, legal institutions, trade associations, media, suppliers, business partners, customers, dealers, government, regulators and competitors as its key stakeholder groups. Engagement responsibility for each stakeholder group is entrusted with specific teams in the Company.

**2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?**

Yes, Gallant Metal Limited has identified disadvantaged, vulnerable and marginalised stakeholders.

**3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

Yes, the Company undertook activities to improve the lives of vulnerable stakeholder groups. Few such activities are listed below:

Stakeholder group	Description
Elderly	Health camps
Differently abled individuals	Providing children with special needs a platform to access community-based rehabilitation services <ul style="list-style-type: none"> <li>• Counseling for families and parents</li> <li>• Camps for raising awareness</li> </ul>
Tribal people	Health services to the weaker section of the society – Development oriented activities, with focused initiatives for women, children and marginal dairy farmers
Migrant workers	Awareness on health related issues and sanitation

**Principle 5:****HUMAN RIGHTS****1. Does the policy of the Company on human rights cover only the Company or extend to the Group/ Joint Ventures/Suppliers/Contractors/NGOs/ Others?**

Gallant Metal Limited has zero tolerance for discrimination based on any grounds. All its business partners (Suppliers, Contractors, NGOs) are contractually obliged to respect human rights.

**2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

Gallant Metal Limited has received no such complaint pertaining to sexual harassment during the reporting year 2020-21.

**Principle 6: ENVIRONMENTAL****1. Does the policy related to Principle 6 cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/ NGOs/ others?**

The company does not have a specific environment policy. Many facets of respecting and protects environment are embedded in the company's operations as also its products. These have been covered above.

**2. Strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.**

To minimise the environmental impacts of its products, the Company continuously improves products in terms of fuel efficiency, material use and recyclability.

**3. Potential environmental risks**

Potential environmental risks are identified as a part of the Company's risk management identification process and this feature in the Company's risk library. The Company regularly reviews its environmental risks and undertakes initiatives to mitigate them.

**4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed? No such project.****5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

Not undertaken.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes, all emission/waste generated by the Company are within the permissible limits given by CPCB/SPCB in 2020-21.

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

No show cause notices from SPCB or CPCB are pending as at end of the financial year 2020-21.

#### Principle 7: POLICY ADVOCACY

1. Is your Company a member of any trade and chamber or association? If yes, name only those major ones that your business deals with.

Yes, Gallant Metal Limited is a member of 2 industrial and trade bodies. The Company is most actively engaged with the following :

The Gandhidham Chamber of Commerce & Industry, Gandhidham Federation of Kutch Industries Association, Bhuj

2. Advocating through above associations for the advancement or improvement of public good

Yes, Gallant Metal Limited is actively involved in the following areas for advocating public good:

- Energy and Raw Material Security
- Sustainable Business principles
- Governance
- Safety and Skill Development
- Economic Reforms

#### PRINCIPLE 8: BUSINESSES SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

1. Specified programmes/initiatives/projects in pursuit of the policy related to Principle 8.

The Company supports inclusive growth and equitable development through its Corporate Social Responsibility (CSR) programmes. The Company has aligned its CSR programmes with the requirements of the Companies Act 2013. The Company has set up a three members CSR Committee of the Board. The Company's CSR Policy has been approved by the CSR Committee and the Board. The CSR programmes are clearly mentioned in the CSR policy.

2. The CSR programmes of the Company are overseen largely by NGOs. However, it is being planned to do the same by in-house teams and wherever need

arise in future services of NGO partners and other agencies will be taken subject to their expertise.

3. The CSR programmes and their impacts/ outcomes are monitored and reviewed by the management periodically as also by the CSR committee of the Board.

4. Details on the Company's CSR programmes on community development have been shared in the Directors Report.

The Company is socially committed to focus these areas:

- a. Education
- b. Health, Nutrition and Sanitation
- c. Need Based Community Infrastructure Development

5. Steps taken to ensure that this community development initiative is successfully adopted by the community

To ensure successful implementation of community development programmes in collaboration with community members, the Company adopts following approach:

- a. Rapport building with community leaders and opinion makers
- b. Project identification in association with community members
- c. Involvement of community members in project implementation
- d. Maintaining continuous and close interaction with community members through field teams

#### PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year

Effective redressal mechanism is in place for addressing customer complaints and handling consumer cases. This is periodically reviewed by management team as well. The number of such cases is insignificant in comparison to the number of customers in fold. No customer complaints are pending.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. / Remarks (additional information)

The customers have access to the Company website which provides host of information on products.

3. **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year?**

No case has been filed by stakeholders against the Company regarding unfair trade practices, irresponsible advertising and anti-competitive behaviour during the last five years. Therefore, no such cases remain pending as on the end of the financial year 2020-21.

4. **Did your Company carry out any consumer survey/consumer satisfaction trends?**

Yes, the Company carries out customer satisfaction surveys to understand customer concerns and emerging trends. Gallant Metal Limited's sales team also interacts with specific customer groups like architects and auto companies, among others to address their specific needs.

**On behalf of the Board**

**C. P. Agrawal**  
*Chairman*

Date: June 29, 2021

Place: Gorakhpur

## ANNEXURE - XI TO THE DIRECTORS' REPORT

Form No. MGT - 9

### Extract of Annual Return

as on the financial period ended on 31st March 2021

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

S.N.	CIN	L27109DL2005PLC350524
1	Registration Date	07/02/2005
2	Name of the Company	GALLANTT METAL LIMITED
3	Category /Sub-Category of the Company	Public Company limited by Shares/Indian Non-Government Company
4	Address	"GALLANTT HOUSE', I-7, Jangpura Extension, New Delhi – 110014 Telefax: 011-45048767
5	Whether listed Company	Yes
6	Name, Address and Contact details of Registrar and Transfer Agent, if any	Registrars & Share Transfer Agents Niche Technologies Pvt. Ltd. 7th Floor, Room, No. 7A & 7B, 3A, Auckland Rd, Elgin, Kolkata – 700017 West Bengal. Tel.: (033) 2280 6616 / 17 / 18 Email id: nichetechpl@nichetechpl.com Website: www.nichetechpl.com

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of Main Product / Services	NIC Code of the Product	% to total turnover of the Company
1	Steel	2410	87.57
2	Power*	3510	2.230

\*Inter Segment

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. N.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate	% of Shares	Applicable Section
1.	Gallantt Ispat Limited	L27109DL2005PLC350523	Associate	25.68	Section 2(6) of the Companies Act, 2013

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****A. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
(1) Indian									
a) Individual / HUF	6130445	0	6130445	7.538	6120666	0	6120666	7.526	-0.012
b) Central Government	0	0	0	0	0	0	0	0	0
c) State Government	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	48546023	0	48546023	59.696	48546023	0	48546023	59.696	0.000
e) Banks / Financial Institutions	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(1)</b>	<b>54676468</b>	<b>0</b>	<b>54676468</b>	<b>67.234</b>	<b>54666689</b>	<b>0</b>	<b>54666689</b>	<b>67.222</b>	<b>-0.012</b>
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / Financial Institutions	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>54676468</b>	<b>0</b>	<b>54676468</b>	<b>67.234</b>	<b>54666689</b>	<b>0</b>	<b>54666689</b>	<b>67.222</b>	<b>-0.012</b>
<b>B. PUBLIC SHAREHOLDING</b>									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / Financial Institutions	37	0	37	0.000	0	0	0	0	0.000
c) Central Governments	0	0	0	0	0	0	0	0	0
d) State Governments	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) Foreign Institutional Investors (FII)	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Specify)	0	0	0	0	0	0	0	0	0
Alternate Investment Funds	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1)</b>	<b>37</b>	<b>0</b>	<b>37</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.00</b>

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non-Institutions									
a) Bodies Corporate	0	0	0	0	0	0	0	0	0
i) Indian	18655674	0	18655674	22.940	19093518	0	19093518	23.479	0.539
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	3490827	31	3490858	4.293	3257109	31	3257140	4.005	-0.288
ii) Individual shareholders holding nominal share capital in excess of Rs 1 l	4180384	0	4180384	5.141	4127023	0	4127023	5.075	-0.066
c) Others Specify									
1. NRI	163965	0	163965	0.202	144612	0	144612	0.178	-0.024
2. Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
3. Foreign Nationals	0	0	0	0	0	0	0	0	0
4. Clearing Members	154938	0	154938	0.191	33342	0	33342	0.041	-0.150
5. Trusts	0	0	0	0	0	0	0	0	0
6. Foreign Bodies - D.R.	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2)</b>	<b>26645788</b>	<b>31</b>	<b>26645819</b>	<b>32.766</b>	<b>26655604</b>	<b>31</b>	<b>26655635</b>	<b>32.778</b>	<b>0.012</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>26645825</b>	<b>31</b>	<b>26645856</b>	<b>32.766</b>	<b>26655604</b>	<b>31</b>	<b>26655635</b>	<b>32.778</b>	<b>0.012</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>GRAND TOTAL (A+B+C)</b>	<b>81322293</b>	<b>31</b>	<b>81322324</b>	<b>100.000</b>	<b>81322293</b>	<b>31</b>	<b>81322324</b>	<b>100.000</b>	<b>0.000</b>

#### B. Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	
1	ANUPAM AGARWAL	10400	0.013	0.000	8896	0.011	0.000	-0.002
2	ASHU GOEL	275	0.000	0.000				0.000
3	ASHUTOSH AGARWAL	178591	0.220	0.000	178591	0.220	0.000	0.000
4	BRIJ MOHAN JOSHI	2500	0.003	0.000	2500	0.003	0.000	0.000
5	CHANDRA PRAKASH AGARWAL	300000	0.369	100.000	2800000	3.443	10.714	3.074

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	
6	DINESH KUMAR AGARWAL	2307251	2.837	9.102	2307251	2.837	9.102	0.000
7	GALLANT ISPAT LIMITED	39462895	48.527	0.000	39462895	48.527	0.000	0.000
8	HIPOLINE COMMERCE PRIVATE LIMITED	9083128	11.169	0.000	9083128	11.169	0.000	0.000
9	KARUNA JINDAL	5000	0.006	0.000	5000	0.006	0.000	0.000
10	KUSUM DEVI JALAN	19661	0.024	0.000	19661	0.024	0.000	0.000
11	NARAIN PRASAD AJITSARIA	2500	0.003	0.000	2500	0.003	0.000	0.000
12	NARESH CHANDRA AGARWAL	9000	0.011	0.000				-0.011
13	NIDHI JALAN	24500	0.030	0.000	24500	0.030	0.000	0.000
14	NITIN KANDOI	10500	0.013	4.762	10500	0.013	4.762	0.000
15	OM PRAKASH JALAN	48279	0.059	0.000	49279	0.061	0.000	0.002
16	PREM PRAKASH AGRAWAL	15995	0.020	0.000	15995	0.020	0.000	0.000
17	PREM PRAKASH AGRAWAL HUF	32500	0.040	0.000	32500	0.040	0.000	0.000
18	PRIYA AGARWAL	100000	0.123	0.000	100000	0.123	0.000	0.000
19	PRIYANKA DAS	4898	0.006	0.000	4898	0.006	0.000	0.000
20	SANTOSH KUMAR AGRAWAL	2605247	3.204	0.000	105247	0.129	0.000	-3.075
21	SANTOSH KUMAR AGRAWAL HUF	110000	0.135	0.000	110000	0.135	0.000	0.000
22	SHARDA DEVI JALAN	2500	0.003	0.000	2500	0.003	0.000	0.000
23	SHRUTI KANDOI	17056	0.021	0.000	17056	0.021	0.000	0.000
24	SHYAMA AGRAWAL	190000	0.234	0.000	190000	0.234	0.000	0.000
25	SMRITI AGARWAL	10000	0.012	0.000	10000	0.012	0.000	0.000
26	SUBODH KUMAR JALAN	10000	0.012	0.000	10000	0.012	0.000	0.000
27	SUMESH KUMAR AGARWAL	100000	0.123	0.000	100000	0.123	0.000	0.000
28	UMA AGARWAL	13792	0.017	0.000	13792	0.017	0.000	0.000
	<b>TOTAL</b>	<b>54676468</b>	<b>67.234</b>	<b>0.934</b>	<b>54666689</b>	<b>67.222</b>	<b>0.934</b>	<b>-0.012</b>

## C. Change in Promoter's Shareholding

Sl No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>ANUPAM AGARWAL</b>				
	a) At the Beginning of the Year	10400	0.013		
	b) Changes during the year				
	Date Reason				
	05/06/2020 Transfer	-1004	0.001	9396	0.012
	12/06/2020 Transfer	-500	0.001	8896	0.011
	c) At the End of the Year			8896	0.011
2	<b>ASHU GOEL</b>				
	a) At the Beginning of the Year	275	0.000		
	b) Changes during the year				
	Date Reason				
	26/06/2020 Transfer	-275	0.000	0	0.000
	c) At the End of the Year			0	0.000
3	<b>ASHUTOSH AGARWAL</b>				
	a) At the Beginning of the Year	178591	0.220		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			178591	0.220
4	<b>BRIJ MOHAN JOSHI</b>				
	a) At the Beginning of the Year	2500	0.003		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			2500	0.003
5	<b>CHANDRA PRAKASH AGRAWAL</b>				
	a) At the Beginning of the Year	300000	0.369		
	b) Changes during the year				
	Date Reason				
	31/03/2021 Transfer	2500000	3.074	2800000	3.443
	c) At the End of the Year			2800000	3.443
6	<b>DINESH KUMAR AGARWAL</b>				
	a) At the Beginning of the Year	2307251	2.837		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			2307251	2.837
7	<b>GALLANTT ISPAT LIMITED</b>				
	a) At the Beginning of the Year	39462895	48.527		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			39462895	48.527
8	<b>HIPOLINE COMMERCE PRIVATE LIMITED</b>				
	a) At the Beginning of the Year	9083128	11.169		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			9083128	11.169
9	<b>KARUNA JINDAL</b>				
	a) At the Beginning of the Year	5000	0.006		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			5000	0.006
10	<b>KUSUM DEVI JALAN</b>				
	a) At the Beginning of the Year	19661	0.024		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			19661	0.024
11	<b>NARAIN PRASAD AJITSARIA</b>				
	a) At the Beginning of the Year	2500	0.003		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			2500	0.003
12	<b>NARESH CHANDRA AGARWAL</b>				
	a) At the Beginning of the Year	9000	0.011		
	b) Changes during the year				
	Date Reason				
	26/02/2021 Transfer	-4000	0.005	5000	0.006
	05/03/2021 Transfer	-5000	0.006	0	0.000
	c) At the End of the Year			0	0.000

SI No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
13	<b>NIDHI JALAN</b>				
	a) At the Beginning of the Year	24500	0.030		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			24500	0.030
14	<b>NITIN KANDOI</b>				
	a) At the Beginning of the Year	10500	0.013		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			10500	0.013
15	<b>OM PRAKASH JALAN</b>				
	a) At the Beginning of the Year	48279	0.059		
	b) Changes during the year				
	Date Reason				
	23/10/2020 Transfer	1000	0.001	49279	0.061
	c) At the End of the Year			49279	0.061
16	<b>PREM PRAKASH AGRAWAL</b>				
	a) At the Beginning of the Year	15995	0.020		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			15995	0.020
17	<b>PREM PRAKASH AGRAWAL HUF</b>				
	a) At the Beginning of the Year	32500	0.040		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			32500	0.040
18	<b>PRIYA AGARWAL</b>				
	a) At the Beginning of the Year	100000	0.123		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			100000	0.123
19	<b>PRIYANKA DAS</b>				
	a) At the Beginning of the Year	4898	0.006		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			4898	0.006
20	<b>SANTOSH KUMAR AGRAWAL</b>				
	a) At the Beginning of the Year	2605247	3.204		
	b) Changes during the year				
	Date Reason				
	31/03/2021 Transfer	-2500000	3.074	105247	0.129
	c) At the End of the Year			105247	0.129
21	<b>SANTOSH KUMAR AGRAWAL HUF</b>				
	a) At the Beginning of the Year	110000	0.135		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			110000	0.135
22	<b>SHARDA DEVI JALAN</b>				
	a) At the Beginning of the Year	2500	0.003		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			2500	0.003
23	<b>SHRUTI KANDOI</b>				
	a) At the Beginning of the Year	17056	0.021		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			17056	0.021
24	<b>SHYAMA AGRAWAL</b>				
	a) At the Beginning of the Year	190000	0.234		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			190000	0.234
25	<b>SMRITI AGARWAL</b>				
	a) At the Beginning of the Year	10000	0.012		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			10000	0.012
26	<b>SUBODH KUMAR JALAN</b>				
	a) At the Beginning of the Year	10000	0.012		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			10000	0.012

Sl No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
27	<b>SUMESH KUMAR AGARWAL</b>				
	a) At the Beginning of the Year	100000	0.123		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			100000	0.123
28	<b>UMA AGARWAL</b>				
	a) At the Beginning of the Year	13792	0.017		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			13792	0.017
	<b>T O T A L</b>	<b>54676468</b>	<b>67.234</b>	<b>54666689</b>	<b>67.222</b>

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>AGARWAL MUKESH KUMAR</b>				
	a) At the Beginning of the Year	388603	0.478		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			388603	0.478
2	<b>ANSH OVERSEAS PRIVATE LIMITED</b>				
	a) At the Beginning of the Year	556535	0.684		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			556535	0.684
3	<b>ASHU AGRAWAL</b>				
	a) At the Beginning of the Year	260776	0.321		
	b) Changes during the year				
	Date Reason				
	21/08/2020 Transfer	-11161	0.014	249615	0.307
	04/09/2020 Transfer	1161	0.001	250776	0.308
	c) At the End of the Year			250776	0.308
4	<b>JAI LAKSHMI SOLVENTS PRIVATE LIMITED</b>				
	a) At the Beginning of the Year	598795	0.736		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			598795	0.736
5	<b>LEXI EXPORTS PVT LTD</b>				
	a) At the Beginning of the Year	11930679	14.671		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			11930679	14.671
6	<b>MAGENTA COMMERCE PRIVATE LTD</b>				
	a) At the Beginning of the Year	400000	0.492		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			400000	0.492
7	<b>NIHON IMPEX PRIVATE LIMITED</b>				
	a) At the Beginning of the Year	210521	0.259		
	b) Changes during the year				
	Date Reason				
	10/04/2020 Transfer	6348	0.008	216869	0.267
	15/05/2020 Transfer	4779	0.006	221648	0.273
	22/05/2020 Transfer	13572	0.017	235220	0.289
	29/05/2020 Transfer	18531	0.023	253751	0.312
	05/06/2020 Transfer	6341	0.008	260092	0.320
	19/06/2020 Transfer	8886	0.011	268978	0.331
	31/07/2020 Transfer	5009	0.006	273987	0.337
	07/08/2020 Transfer	23947	0.029	297934	0.366
	14/08/2020 Transfer	2299	0.003	300233	0.369

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	21/08/2020 Transfer	12471	0.015	312704	0.385
	04/09/2020 Transfer	1900	0.002	314604	0.387
	11/09/2020 Transfer	6077	0.007	320681	0.394
	18/09/2020 Transfer	13943	0.017	334624	0.411
	25/09/2020 Transfer	7153	0.009	341777	0.420
	30/09/2020 Transfer	6580	0.008	348357	0.428
	09/10/2020 Transfer	7850	0.010	356207	0.438
	16/10/2020 Transfer	15835	0.019	372042	0.457
	23/10/2020 Transfer	12620	0.016	384662	0.473
	30/10/2020 Transfer	3900	0.005	388562	0.478
	06/11/2020 Transfer	10850	0.013	399412	0.491
	13/11/2020 Transfer	15768	0.019	415180	0.511
	20/11/2020 Transfer	4500	0.006	419680	0.516
	27/11/2020 Transfer	21948	0.027	441628	0.543
	04/12/2020 Transfer	16945	0.021	458573	0.564
	11/12/2020 Transfer	19939	0.025	478512	0.588
	18/12/2020 Transfer	13647	0.017	492159	0.605
	25/12/2020 Transfer	21187	0.026	513346	0.631
	31/12/2020 Transfer	30930	0.038	544276	0.669
	01/01/2021 Transfer	3315	0.004	547591	0.673
	08/01/2021 Transfer	21575	0.027	569166	0.700
	15/01/2021 Transfer	42004	0.052	611170	0.752
	22/01/2021 Transfer	3850	0.005	615020	0.756
	26/03/2021 Transfer	20654	0.025	635674	0.782
	c) At the End of the Year			635674	0.782
8	<b>RAGHUBIR PRASAD AGARWALLA</b>				
	a) At the Begining of the Year	247916	0.305		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			247916	0.305
9	<b>RICHIE CREDIT AND FINANCE PRIVATE LIMITED</b>				
	a) At the Begining of the Year	5020194	6.173		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			5020194	6.173
10	<b>SANJAY AGRAWAL</b>				
	a) At the Begining of the Year	296162	0.364		
	b) Changes during the year				
	Date Reason				
	08/05/2020 Transfer	-179576	0.221	116586	0.143
	10/07/2020 Transfer	3031	0.004	119617	0.147
	31/07/2020 Transfer	383	0.000	120000	0.148
	04/09/2020 Transfer	278064	0.342	398064	0.489
	27/11/2020 Transfer	4954	0.006	403018	0.496
	04/12/2020 Transfer	46	0.000	403064	0.496
	11/12/2020 Transfer	1159	0.001	404223	0.497
	18/12/2020 Transfer	3218	0.004	407441	0.501
	15/01/2021 Transfer	2080	0.003	409521	0.504
	12/02/2021 Transfer	-7453	0.009	402068	0.494
	26/02/2021 Transfer	-5000	0.006	397068	0.488
	19/03/2021 Transfer	-10000	0.012	387068	0.476
	c) At the End of the Year			387068	0.476
	<b>T O T A L</b>	<b>19910181</b>	<b>24.483</b>	<b>20416240</b>	<b>25.105</b>

**E. Shareholding of Directors and Key Managerial Personnel**

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>CHANDRA PRAKASH AGARWAL</b>				
a)	At the Begining of the Year	300000	0.369		
b)	Changes during the year				
	Date Reason				
	31/03/2021 Transfer	2500000	3.074	2800000	3.443
c)	At the End of the Year			2800000	3.443
<b>2</b>	<b>DINESH KUMAR AGARWAL</b>				
a)	At the Begining of the Year	2307251	2.837		
b)	Changes during the year			[NO CHANGES DURING THE YEAR]	
c)	At the End of the Year			2307251	2.837
<b>3</b>	<b>NITIN KANDOI</b>				
a)	At the Begining of the Year	10500	0.013		
b)	Changes during the year			[NO CHANGES DURING THE YEAR]	
c)	At the End of the Year			10500	0.013
<b>4</b>	<b>SANDIP KUMAR AGRAWAL</b>				
a)	At the Begining of the Year	9396	0.012		
b)	Changes during the year			[NO CHANGES DURING THE YEAR]	
c)	At the End of the Year			9396	0.012
<b>5</b>	<b>ARNAB BANERJI</b>				
a)	At the Begining of the Year	0	0		
b)	Changes during the year			[NO CHANGES DURING THE YEAR]	
c)	At the End of the Year			0	0
<b>TOTAL</b>		<b>2627147</b>	<b>3.231</b>	<b>5127147</b>	<b>6.305</b>

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Amount in lacs

Particulars	Secured Loan	Unsecured Loan	Deposit	Total Indebtedness
	excluding Deposit			
Indebtedness at the beginning of the financial year				
(i) Principal Amount	3,775.54	8,500.00	0.00	12,275.54
(ii) Interest due but not paid	0.00	0.00	0.00	0.00
(iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (1+2+3)</b>	<b>3,775.54</b>	<b>8,500.00</b>	<b>0.00</b>	<b>12,275.54</b>
Change in Indebtedness during the Financial Year				
• Addition	2,630.47	5,000.00	0.00	7,630.47
• Reduction	0.00	8,500.00	0.00	8,500.00
Net Change	2,630.47	(3,500.00)	0.00	(869.53)
Indebtedness at the end of the financial year				
(i) Principal Amount	6,406.01	5,000.00	0.00	11,406.01
(ii) Interest due but not paid	0.00	0.00	0.00	0.00
(iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (1+2+3)</b>	<b>6,406.01</b>	<b>5,000.00</b>	<b>0.00</b>	<b>11,406.01</b>

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(₹ In Lacs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Chandra Prakash Agrawal	Dinesh Raghbirprasad Agarwal	Prashant Jalan	
1	<b>Gross Salary</b> (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	24.00	24.00	5.38	53.38
		NIL	NIL	NIL	NIL
2	<b>Commission</b>	NIL	256.36	NIL	NI
3	<b>Others –Remuneration benefits</b>	NIL	NIL	NIL	NIL
	<b>Total (A)</b>	<b>24.00</b>	<b>280.36</b>	<b>5.38</b>	<b>309.74</b>

### B. Remuneration to Other Directors (All being Independent)

S.N.	Particulars of Remuneration	Name of Directors						Total Amount
		Nitin M. Kandoi	J. N. Dey	Richa Bhartiya	Nishi Agrawal	Dindayal Jalan	Ashtbhuj Prasad Srivastava	
1	Fees for attending Board/Committee Meetings	1.15	1.45	0.15	0.35	0.75	0.95	4.80
2	Commission	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3	Others	NIL	NIL	NIL	NIL	NIL	NIL	NIL

### C. Remuneration to Key Managerial Personnel

S.N.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
		Arnab Banerji	Sandip Kumar Agarwal	
1	<b>Gross Salary</b> (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	5.11	16.28	21.39
		NIL	NIL	NIL
2	<b>Others –Remuneration benefits</b>	NIL	NIL	NIL

## VII PENALTIES / PUNISHMENT/COMPOUNDING DURING THE FINANCIAL YEAR

Type	Section of the Companies Act	Brief description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. Company</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. Directors</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. Other Officers in Default</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

# REPORT ON CORPORATE GOVERNANCE

## 1. CORPORATE GOVERNANCE PHILOSOPHY

The company believes that corporate governance is an integral means for the existence of the company. It ensures adherence to the moral and ethical values, legal and regulatory framework and the adoption of good practices beyond the realms of law. Good corporate governance is an intrinsic part of the company's fiduciary responsibility as a responsible citizen. As such, the emphasis is on transparency of operations. The company recognizes that to attract, meet and surpass the expectations of global investors, statutory disclosures and reporting norms are not sufficient and voluntary adherence to best international disclosure practices is a sine qua non. These practices enable the company to establish enduring relationships with all the stakeholders and optimize the growth paradigm.

The Compliance Report on Corporate Governance herein signifies adherence by the Company of all mandatory requirements of Regulation 34(3) and Schedule V of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements)Regulations, 2015 ("SEBI Listing Regulations").

## 2. BOARD OF DIRECTORS

### 2.1 Composition

The Company's Board has an optimum combination of Executive and Non-Executive Directors including a Woman Director. The Company has a very balanced and diverse Board of Directors, which primarily takes care of the business needs and stakeholders' interest. The Non-Executive

Directors including Independent Directors on the Board are experienced, competent and highly renowned persons having requisite qualifications and experience in general corporate management, operations, strategy, governance etc. They actively participate at the Board and Committee meetings by providing valuable guidance to the Management on various aspects of business, policy direction, governance, compliance etc.

The Board composition is in conformity with the requirements set forth by Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015, ('the Listing Regulations') and the Companies Act, 2013 ("the Act"). The Company's Board has an optimum combination of Executive and Non-Executive Directors including a Woman Director. The Company has a balanced and diverse Board, which includes independent professionals and confirms to the provisions of the Companies Act, 2013 and the Listing Regulations.

As on March 31, 2021, your Company's Board comprised of 8 Directors (out of which 62.50% of the Directors are Non-Executive including Independent Directors) with Mr. Chandra Prakash Agrawal as Executive Chairman. All Directors are resident Directors.

The composition of the Board as on March 31, 2021 is as follows:

- Executive Directors – 3
- Non-Executive Director-1
- Non Executive Independent Directors – 4

	Names of the Director	% to the total number of Directors
I)	<b>Independent Director</b>	50%
	Mr. Dindayal Jalan	
	Mr. Ashtbhuj Prasad Srivastava	
	Mrs. Richa Bhartiya*	
	Mrs. Nishi Agrawal*	
	Mr. Jyotirindra Nath Dey	
II	<b>Non-Executive Non-Independent Director</b>	12.5%
	Mr. Nitin Mahavir Prasad Kandoi	
III	<b>Executive Director</b>	37.5%
	Mr. Chandra Prakash Agrawal	
	Mr. Dinesh Raghbir Prasad Agarwal	
	Mr. Prashant Jalan*	

\*Mrs. Richa Bhartiya and Mr. Prashant Jalan, Directors of the Company resigned from the Directorship of the Company with effect from June 29, 2020. Again Mr. Prashant Jalan was appointed as an Additional Whole-time Director (Director-Plant Operations) effective from November 04, 2020, his appointment shall be affirmed by the Shareholders in the ensuing Annual General Meeting of the Company. Mrs. Nishi Agrawal (DIN: 08441260) has been appointed as an Additional Non-executive Independent Director of the Company effective from November 04, 2020. Her appointment shall be affirmed by the Shareholders in the ensuing Annual General Meeting of the Company. Mr. Dindayal Jalan (DIN: 00006882), Independent Director has tendered his resignation from the Directorship of the Company with effect from April 12, 2021. The Board has placed on record its deep appreciation for the invaluable support and guidance received from Mr. Dindayal Jalan during his association as a Non-Executive Independent Director of the Company. Further, Mr. Udit Agrawal (DIN:07036864) has been appointed as an Additional Independent Director on the Board of the Company effective from June 29, 2021. His appointment shall be affirmed by the Shareholders in the ensuing Annual General Meeting of the Company.

The composition of the Board reflects the judicious mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company. The Board is balanced comprising Executive and Non-Executive Directors. The Board has been constituted in such a way that it has understanding and competence to deal with current and emerging business issues. The Board periodically evaluates the need for change in its size and composition to ensure that it remains aligned with statutory and business requirements.

None of the Directors on the Board are related to each other.

None of the Directors on the Board is a member of more than ten Committees or Chairman of five Committees (committees being Audit Committee and Stakeholders Relationship Committee) across all the Indian Public

Companies in which he/she is a Director. Necessary disclosures regarding their Committee positions have been made by all the Directors.

None of the Directors hold office in more than ten Public Companies. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed companies. All Directors are also in compliance with the limit on Independent Directorships of listed companies as prescribed under Regulation 17A of the Listing Regulations. The Board confirms that the Independent Directors fulfil the conditions specified in these regulations and that they are Independent of the management.

In terms of the provisions of Schedule V of the Listing Regulations, detail of skills/expertise/competency of the Directors with reference to business and industry of the Company are given as under:

<b>Name of Director</b>	<b>Expertise in specific functional area</b>
Mr. Chandra Prakash Agrawal	Mr. Chandra Prakash Agrawal is a Bachelor of Commerce from Gorakhpur University having multifunctional experience of more than three decades. He was the prime mover of the exponential growth of Gallant Metal Limited. He has been deeply involved with the manufacturing process and has progressively added production capacity. He spearheaded the marketing initiatives personally building brand Gallant that undisputedly commands the market specifically in Uttar Pradesh. His finance, taxation, accounting, investor relations and corporate affairs involvement is phenomenal. The charismatic leadership, personal drive and strategic thinking of Mr. Chandra Prakash Agrawal has rallied our Company to attain market leadership in a very short period of time, in the state of U.P., Bihar and Delhi. In his term of office spanning 15 years, Mr. Chandra Prakash Agrawal has contributed extensively towards the growth of the Company and has been actively responsible for the installation, implementation and functioning of units of the project of the Company and attainment of the highest standards of quality. By focussing on key areas such as Finance, ERP implementation, Value Engineering, Process Documentation, Environment Health and Safety measures, he has significantly strengthened the foundation of the Company. The turnover of the Company has increased considerably under his guidance.
Mr. Dinesh Raghubir Prasad Agarwal	He is Promoter of the Company has an overall experience of 29 years. Over the period he has understood the business techniques in the field of Production, Purchase and Marketing etc. Mr. Dinesh Raghubir Prasad Agarwal 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. <u>His area of job is diversified and looking after factory operation of the Company</u>
Mr. Prashant Jalan	Mr. Prashant Jalan supervises the operation and functioning of steel and power plants, besides he supervises the functioning of various departments in the organization such as Estimation, Human Resources, Purchase, Supply Chain and logistics.
Mr. Nitin Mahavir Prasad Kandoi	He is 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. Kandoi supervises the operation and functioning of steel and power plants.

Name of Director	Expertise in specific functional area
Mr. Dindayal Jalan	Mr. Dindayal Jalan 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.
Mrs. Richa Bhartiya*	Mrs. Richa Bhartiya is a Chartered Accountant. She has vast experience in the field of finance, taxation, accounts, audit and company law matter.
Mr. Ashtbhija Prasad Srivastava	Mr. Ashtbhija Prasad Srivastava has been an officer of Indian Revenue Service (IRS), 1976 batch. Being in the post of Chief Commissioner, Income Tax Mr. Ashtbhija Prasad Srivastava has a vast experience of 36 years in the field of finance, accounts, taxation and audit. He has the expertise to formulate effective strategies, innovative tax planning and effectively manage compliance of taxation law.
Mr. Jyotirindra Nath Dey	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 among many more.
Mrs. Nishi Agrawal	Mrs. Nishi Agrawal, aged about 34 years has more than 6 years of rich and varied expertise in the upliftment of education and social and environmental activities. At present she is associated with Bharat Vikas Parishad which is an unique social organisation engaged in various social activities and projects. Mrs. Agrawal has vast experience in natural science and naturopathy. Her continuing guidance will be very valuable to the company will undoubtedly prove to be an advantage to our organization.
Mr. Udit Agrawal	Mr. Udit Agarwal, aged about 34 years, is a qualified Company Secretary and LLB with over 5 years of work experience in finance, accounts and law. He possesses vast experience in the field of finance, accounts and corporate law matters.

\* Resigned w.e.f. June 29, 2020

## 2.2 Appointment of Directors

Directors are appointed or re-appointed with the approval of the shareholders and shall remain in office in accordance with the provisions of the law and terms and conditions of appointment. The Company has issued letter of appointment to all the Independent Directors and the terms and conditions of their appointment have been disclosed on the Company's website [www.gallantt.com](http://www.gallantt.com)

## 2.3 Meetings and Attendance

During the financial year 2020-21, Eight Board Meetings were held. These were held on 25.05.2020, 29.06.2020, 28.07.2020, 03.11.2020, 04.11.2020, 30.11.2020, 12.02.2021 and 31.03.2021. The maximum time gap between any two board meetings was less than 120 days.

## 2.4 Changes during the Year

Mr. Prashant Jalan and Mrs. Richa Bhartiya tendered their resignation from the Directorship of the Company effective from June 29, 2020. Mr. Prashant Jalan again reappointed on the Board of the Company effective from November 04, 2020. Also, Mrs. Nishi Agrawal was appointed on the Board of the Company effective from November 04, 2020. Mr. Dindayal Jalan tendered his resignation from the Directorship of the Company effective from April 12, 2021. Mr. Udit Agarwal has been

appointed on the Board of the Company effective from June 29, 2021. Appointments of Mr. Prashant Jalan, Mrs. Nishi Agrawal and Mr. Udit Agarwal are to be affirmed/regularised by the Shareholders at the ensuing Annual General Meeting of the Company.

## 2.5 Re-appointment of Directors Proposed at upcoming AGM:

In terms Section 152 of the Companies Act, 2013, Mr. Nitin Mahavir Prasad Kandoi (DIN: 01979952), Director of the Company is liable to retire by rotation and is eligible for re-appointment at the forthcoming Annual General Meeting. Appointments of Mr. Prashant Jalan, Mrs. Nishi Agrawal and Mr. Udit Agarwal are to be affirmed/regularised by the Shareholders at the ensuing Annual General Meeting 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.

None of the Directors on the Board are related to each other.

Brief resume, nature of expertise in specific functional areas, Directorships and Membership of the Board Committees of the proposed appointee / re-appointee are given in the Explanatory Statement attached to the Notice of 17th AGM of the Company.

#### 2.6 Other Directorships and Committee Memberships:

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) and the number of Directorships and Committee

Chairmanships/Memberships held by them in other public limited companies as on March 31, 2021 are given below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act.

For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of the Listing Regulations.

Name & Designation of the Directors	Category/Position	Last Annual General Meeting (10/09/2020) Attended	No. of Board Meetings Attended out of 8 meetings held during the year	No. of other directorships in public companies as on 31/03/2021	No. of other Board Committees in which he is a member or Chairperson (Other than Gallant Metal) As on 31/03/2021	
					Chairman	Member
Mr. Chandra Prakash Agrawal, Chairman & Managing Director (DIN: 01814318)	Executive/Promoter	Yes	8	2	Nil	Nil
Mr. Dinesh Raghbir Prasad Agarwal, Whole-time (DIN: 01017125)	Executive/Promoter	Yes	8	1	Nil	Nil
Mr. Prashant Jalan Whole-time Director (DIN: 06619739)*	Executive / Non - Promoter	No	5	Nil	Nil	Nil
Mr. Nitin Mahavir Prasad Kandoi Whole-time Director (DIN:01979952)	Non-Executive/Promoter	No	7	1	Nil	Nil
Mr. Dindayal Jalan Director (DIN:00006882)	Non-Executive/Independent	Yes	7	3	1	Nil
Mrs. Richa Bhartiya Director (DIN: 06905283)*	Non-Executive/Independent	Yes	1	Nil	Nil	Nil
Mr. Ashtbhuja Prasad Srivastava Director (DIN: 08434115)	Non-Executive/Independent	No	7	1	Nil	Nil
Mr. Jyotirindra Nath Dey Director (DIN: 00180925)	Non-Executive/Independent	Yes	7	1	Nil	Nil
Mr. Nishi Agrawal Director (DIN: 08441260)	Non-Executive/Independent	N.A.	2	1	1	1

\* Resigned.

#### Notes:

- Directorships held by Directors in the afore-mentioned Table do not include Private Limited Companies, Foreign Companies, Section 8 Companies, Alternate Directorships and One Person Companies. All the Public Limited Companies, whether listed or not, have been considered in the afore-mentioned Table.

- Mrs. Nishi Agrawal, Mr. Ashtbhuj Prasad Srivastava, Mr. Dindayal Jalan and Mr. Jyotirindra Nath Dey have been considered as Independent Directors as they qualify to be Independent Directors as per the provisions of the Companies Act, 2013 and Listing Regulations
- Other Directorships of only Indian Public Limited Companies have been considered.
- In accordance with Regulation 26 of the Listing Regulations, Memberships/Chairmanships of two Committees viz. Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies have been considered.
- The details of Director seeking re-appointment at the ensuing Annual General Meeting have been furnished in the Notice convening the Meeting of the shareholders.
- Due to the exceptional circumstances caused by the COVID-19 pandemic and consequent relaxations granted by MCA and SEBI, all Board Meetings and Committee Meetings in FY 2020-2021 were held through Video Conferencing.
- None of the directors have any inter se relationship.

**Name of other listed entities where Directors of the company are Directors and the category of Directorship:**

Sl. No.	Name of Director	Name of other listed entities in which the concerned Director is a Director	Category of Directorship
1	Mr. Chandra Prakash Agrawal Chairman & Managing Director (DIN: 01814318)	1. Gallant Ispat Limited (CIN: L27109DL2005PLC350523)	Executive Director
2	Mr. Dinesh Raghbir Prasad Agarwal, Whole-time Director (DIN: 01017125)	None	-
3	Mr. Prashant Jalan Director (Plant Operation)# (DIN: 06619739)	None	-
4	Mr. Nitin Mahavir Prasad Kandoi Director (DIN:01979952)	1. Gallant Ispat Limited (CIN: L27109DL2005PLC350523)	Executive Director
5	Mrs. Richa Bhartiya # Director (DIN: 06905283)	None	-
6	Mr. Dindayal Jalan Director (DIN:00006882)	1. Gallant Ispat Limited (CIN: L27109DL2005PLC350523)	Non – Executive Independent Director
7	Mr. Jyotirindra Nath Dey Director (DIN: 00180925)	None	-
8	Mr. Ashtbhuj Prasad Srivastava Director (DIN: 08434115)	1. Gallant Ispat Limited (CIN: L27109DL2005PLC350523)	Non – Executive Independent Director
9	Mrs. Nishi Agrawal Director (DIN: 08441260)	1. AAR COMMERCIAL CO LTD (CIN: L63090DL1982PLC354818)	Non – Executive Independent Director

# resigned effective from June 29, 2020.

\* resigned effective from April 12, 2021.

**2.7. Skills / Expertise / Competencies of the Board of Directors**

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- i) Knowledge on Company's businesses (Steel and Power), policies and culture (including the

Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates;

- ii) **Behavioural skills** - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company;
- iii) Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making;

- iv) Financial and Management skills;
- v) Technical / Professional skills and specialized knowledge in relation to Company's business

## 2.8 Information supplied to the Board

The agenda is circulated well in advance to the Board members, along with comprehensive background information on the items in the agenda to enable the Board members to take informed decisions. During the financial year 2020-21, all necessary information, as required under the applicable provisions of the Act, 2013, Part A of Schedule II of the SEBI Listing Regulations and SS-1 ("Secretarial Standard on Meetings of the Board of Directors") and other applicable laws, rules and regulations were placed and discussed at the Board Meetings. The Board also reviews the declarations made regarding compliance with all applicable laws and reviews the related compliance reports.

## 2.9 Separate Meeting of Independent Directors:

As per the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 and the SEBI Listing Regulations, Independent Directors of the Company held one meeting without the attendance of non-independent directors. The meeting, inter alia, has taken following business:

1. Review of performance of non-independent directors and the Board as a whole;
2. Review of performance of the Chairperson of the Company, taking into account the views of the executive and independent directors;
3. Assessment of quality, quantity and timeliness of flow of information between the company management and the Board.

Holding of the separate Board meeting is mandatory as required under Section 149 read with Schedule IV to the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations.

The Board evaluates the Company's strategic direction, management policies, performance objectives and effectiveness of Corporate Governance practices. Further, the Board fulfils the key functions as prescribed under the Listing Regulations.

During the financial year 2020-21, as per the requirement of Schedule IV of the Act, 2013 and the Regulation 25(3) of the SEBI Listing Regulations, 1 (One) separate meeting of Independent Directors was held on March 26, 2021 whereby, all the Independent Directors were present except Mrs. Nishi Agrawal without the presence of the Non-Independent Directors and the members of the management of the Company.

## 2.10 Shareholding of Directors Including Non-Executive Directors

The details of shares held by the Directors of the Company in their individual names as on March 31, 2021 are furnished below:

Sr. No.	Name of Directors	No. of Shares held
1.	Mr. Chandra Prakash Agrawal	28,00,000
2.	Mr. Dinesh Raghbir Prasad Agarwal	23,07,251
3.	Mr. Prashant Jalan	NIL
4.	Mr. Nitin Mahavir Prasad Kandoi	10,500
5.	Mr. Jyotirindra Nath Dey	NIL
6.	Mr. Ashtbhuj Prasad Srivastava	NIL
7.	Mr. Dindayal Jalan	NIL
8.	Mrs. Nishi Agrawal	NIL

**None of the Independent Director held any shares in the Company during the year ended March 31, 2021. However, Mr. Nitin Mahavir Prasad Kandoi, Non-Executive Director holds 10,500 shares in the Company.**

## 2.11 Induction and Familiarization Program for Directors

Your Company follows a structured orientation and familiarization programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis.

Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved.

The details of familiarisation programme have been posted in the website of the Company [www.gallantt.com](http://www.gallantt.com)

## 2.12 Independent Directors

Your Company appointed Independent Directors having expertise/experience in their respective field/profession. None of the Independent Directors are Promoters or related to Promoters. They do not have pecuniary relationship with the Company and further do not hold two percent or more of the total voting power of the Company.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as required under Section 149(7) of the Companies Act, 2013.

All Independent Directors maintain their limits of directorships as required under Listing Regulations. The Company had issued a formal letter of appointment to all Independent Directors and the terms and conditions of their appointment have been disclosed in the website of the Company [www.gallantt.com](http://www.gallantt.com).

Pursuant to sub section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirement)

Regulations, 2015, the Independent Directors of the Company viz. Mr. Dindayal Jalan, Mr. Ashtbhuj Prasad Srivastava, Mrs. Richa Bhartiya, Mr. Jyotirindra Nath Dey and Mrs. Nishi Agrawal have given declaration to the Company that they qualify the criteria of independence as required under the Act and the regulations.

### **2.13 Board Procedures**

The Board meets atleast once in a quarter to review financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues concerning the businesses of your Company. The Board Meetings are governed by a structured Agenda. The Agenda along with detailed explanatory notes and supporting material are circulated in advance before each meeting to all the Directors for facilitating effective discussion and decision making. The Board members are, on a quarterly basis, appraised by the Managing Director & CEO on the overall performance of the Company through presentations and detailed notes.

Time gap between two consecutive meetings does not exceed 120 days. The agenda and agenda notes are circulated to all the Directors well in advance, usually a week before the Meeting. In case of sensitive Agenda matters, where it is not practical to circulate the relevant information as part of the agenda papers, the same is tabled at the meeting. In special and exceptional circumstances, additional or supplementary agenda items are taken-up for discussion with the permission of the Chairman. The members of the Board or Committees are free to suggest any item to be included in the agenda, in addition to exercising their right to bring up matters for discussion at the meeting with permission of the Chairman.

The Senior Management Personnel are invited to the Board/ Committee Meetings to apprise and update the members on the items being discussed at the meeting. The Members of the Board have complete freedom to express their opinion and have unfettered and complete access to information in the Company. All the decisions are taken after detailed deliberations by the Board Members at the meetings.

### **2.14 Performance evaluation of Directors**

The Nomination and Remuneration Committee of the Board laid down the criteria for performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

- The ability to contribute to and monitor our corporate governance practices.
- The ability to contribute by introducing international best practices to address business challenges and risks.
- Active participation in long-term strategic planning.
- Commitment to the fulfilment of a Director's obligations and fiduciary responsibilities; these

include participation in Board and Committee meetings.

- performance of the directors
- fulfilment of the independence criteria as specified in these regulations and their independence from the management.

The criteria for the performance evaluation included the following:

- The Board – Structure, composition and quality of Board, Board meeting schedule, agenda and collaterals, board meeting practices and overall board effectiveness.
- Board Committees – Composition, charter, information flow and effectiveness of the meetings, recommendation to the Board, etc.
- Individual Directors – Attendance at the meetings, preparedness for discussion, quality of contribution, engagement with fellow board members, KMPs and senior management, etc.
- The Chairman - The Chairman was additionally evaluated on few parameters such as leadership provided to the Board, promoting effective participation of all board members in the decision making process, etc.

The Independent Directors had to assess the performance of the Board and committees as a whole and for the assessment of Executive Chairperson, Executive Director, Non-Executive Director, Board and Committees as a whole.

Based on the criteria set by the Nomination and Remuneration Committee, the Board carries out an annual evaluation of its own performance, its Committees and individual Director(s) including the Chairman of the Board. The questionnaires on performance evaluation are prepared in line with the Companies Act, 2013, the Listing Regulations and in accordance with the set guideline Board evaluation, issued by the SEBI. Proper mechanism has been provided to each Director for their feedback and evaluation. The parameters for performance evaluation of the Board includes the roles and responsibilities of the Board, timeliness for circulating the board papers, content and the quality of information provided to the Board, overseeing and guiding on major plans of action, risk management, annual budget/capex, acquisition and investment/ divestments etc. The performance of the Committees are evaluated based on criteria such as adequate independence of each Committee, frequency of meetings and time allocated for discussions at meetings, functioning of Board Committees and effectiveness of its advice & recommendation to the Board, etc. Performance evaluation of Independent Directors is done by the entire Board, excluding the Independent Director being evaluated, based on various aspects such as attendance, contribution in Board and Committee meetings, judgment, performance and exercise of duties with due and reasonable care.

In addition, the evaluation criterion for Chairman includes attendance, effectiveness of leadership, relationship with Board and shareholders, effective and maximum usage of Board support system etc.

The Executive Directors are evaluated on various aspects, including inter alia overall performance of Management, accomplishment of long term objectives, efforts made by them towards enhancing brand equity, compliance with regulatory law(s) and to encourage new initiatives and expansions etc. Non-Executive Directors are also evaluated on the basis of criteria such as attendance and participation in meetings of Board and Committees, contribution to the development of long term strategy and risk management, updating in the relevant areas such as corporate governance, industry and market scenario etc.

The Nomination and Remuneration Committee and Board of Directors expressed their satisfaction towards the process followed by the Company for evaluating the performance of the Directors, Board as a whole including Chairman and its Committees.

#### **2.15 Non-executive Directors' compensation and disclosures**

Except sitting fees for attending meetings of Board and Committee thereof, Non-executive Directors (including Independent Directors) are not paid fixed fees/ remuneration.

#### **2.16 Other Provisions as to Board and Committees**

The Board met 8 times during the year and the time gap between any two meetings did not exceed 120 days.

#### **2.17 Independent Directors confirmation by the Board**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI LODR Regulations 2015. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI LODR Regulations 2015. A formal letter of appointment to Independent Directors as provided in Companies Act, 2013 has been issued and disclosed on website of the Company viz. <https://www.gallantt.com>

#### **2.18. Policy for Selection and Appointment of Directors and their Remuneration**

S.N.	Category	Core skills/expertise/competencies identified by the Board of Directors	Available with the Board
1.	Understanding of Business/Industry	Experience and knowledge of Steel, Power, Agro and Real Estate Business.	Yes
2.	Financial	Ability to analyse and understand the key financial statements, assess financial viability of the projects and efficient use of resources.	Yes
3.	Leadership	Leadership experience for understanding of business nuisance and organizational challenges. Quality of strategic planning, and risk management for long-term growth.	Yes

Nomination and Remuneration Committee, inter alia, deals with the manner of selection of Board of Directors and payment of their remuneration.

#### **2.19 Criteria of Selection of Independent Directors**

The Nomination and Remuneration Committee considers, inter alia, the following attributes/criteria, whilst recommending to the Board the candidature for appointment as Independent Director:

- Qualification, expertise and experience in their respective fields.
- Personal characteristics which align with the Company's values, such as integrity, accountability, financial literacy, high performance standards, etc.
- Diversity of thought, experience, knowledge, perspective and gender in the Board.
- Such other criteria as prescribed in the Corporate Governance Guidelines of the Company or prescribed by the Board from time to time.

In case of appointment of Independent Directors, the Nomination and Remuneration Committee satisfies itself about the independence of the Directors vis-à-vis the Company to enable the Board to discharge its functions and duties effectively. The Nomination and Remuneration Committee ensures that the candidates identified for appointment as Directors are not disqualified for appointment under Section 164 and other applicable provisions of the Companies Act, 2013. Further pursuant to Schedule V, Part C of SEBI LODR Regulations, 2015 read with Amendments thereof, it is hereby confirmed that in the opinion of the Board, the Independent Directors fulfil the conditions specified SEBI LODR Regulations, 2015 read with Amendments thereof and are independent of the management.

#### **2.20 Chart/matrix setting out the skills/expertise/ competence of the Board of Directors**

Pursuant to Schedule V, Part C of SEBI LODR Regulations 2015 read with Amendments thereof, below are the list of core skills/expertise/competencies identified by the Board of Directors for the year under review as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board:

S.N.	Category	Core skills/expertise/competencies identified by the Board of Directors	Available with the Board
4.	Mergers and Acquisitions	A history of leading growth through acquisitions and other business combinations, analyze the fit of a target with the Company's strategy and culture, accurately value transactions, and evaluate operational integration plans.	Yes
5.	Board Service and Governance	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices.	Yes
6.	Sales and marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance Company's reputation.	Yes
7.	Strategy and strategic	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices.	Yes

**2.21 Detailed reasons for the resignation of an independent director who resigns before the expiry of his/her tenure along with a confirmation by such director that there are no other material reasons other than those provided:**

Mr. Richa Bhartiya (DIN: 06905283), Independent Director has also tendered her resignation from the Directorship of the Company with effect from June 29, 2020. In her resignation letter Mr. Richa Bhartiya has stated the following reasons for her resignation from the Board of the Company:

“Sudden heavy work pressure, preoccupation, lack of time and my all other engagements, I find it difficult to devote my time to all of them. Also, due to Covid – 19 pandemic, and other connected reasons, it is not possible to travel to attend the meetings of Board of Directors and Committees of the Board.”

Further, they have confirmed that there are no other material reasons other than those provided. Hence, based on their declaration, this is to confirm that resignation of all the above Directors were due to their personal reasons and other engagements and that there are no other material reasons other than those provided for their resignation from the Directorship of the Company.

**2.22 Succession Planning**

We have an effective mechanism for succession planning which focuses on orderly succession of Directors, including Executive Directors and other senior management team and executive officers. The Nomination and Remuneration Committee implements this mechanism in concurrence with the Board.

Further, this is to confirm that in the opinion of the Board, the Independent Directors fulfil the conditions specified in these regulations and are independent of the management.

**2.23 Committees of Board of Directors**

The Board has constituted various Committees to focus on specific areas and to make informed decisions within their authority. The Committees of the Board of Directors are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The minutes of the meetings of all committees are placed before the Board for review. Each Committee is governed by its charter and has well defined terms of reference which outline the scope, role, responsibilities and powers of the Committee. All the recommendations of the Committees are duly considered by the Board.

The Board of Directors have constituted following Committees of the Board of Directors with specific terms of reference and adequate delegation of powers to discharge their purposes, goals and responsibilities effectively:

**Your Company has five Board level committees:**

- a) Audit Committee
- b) Nomination & Remuneration Committee
- c) Stakeholders' Relationship Committee
- d) Corporate Social Responsibility Committee
- (e) Committee of Directors\*

(f) Risk Management Committee\*\*

\*The Board of Directors at its meeting held on June 29, 2020, constituted the “Committee of Directors”.

\*\*The Board of Directors at its meeting held on June 29, 2021, constituted the “Risk Management Committee”.

**3. CODE OF CONDUCT**

Details of the Code of Conduct for Board members and senior management of the Company is available on the Company's website [www.gallantt.com](http://www.gallantt.com)

Annual declaration signed by the Managing Director of the Company pursuant to Regulation 26(3) read with Schedule V (Part D) of the SEBI Listing Regulations is annexed to the Annual Report.

#### 4. AUDIT COMMITTEE

In terms of provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI Listing Regulations, Audit Committee of the Board of Directors presently consists of two Non-Executive Independent Directors and one Non-Executive Non-Independent Director. The role of the Audit Committee is to provide directions to and oversee the internal audit and risk management functions, review of financial results and annual financial statements, interact with statutory auditors and such other matters as are required in terms of the Companies Act, 2013 and SEBI Listing Regulations.

Constitution of the Audit Committee complies with requirements of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with all members being financially literate and most having accounting or related financial management expertise.

##### 4.1 Composition

As on March 31, 2021, the Audit Committee comprised of three Directors viz. Mr. Ashtbhua Prasad Srivastava (Chairperson), Mr. Jyotirindra Nath Dey and Mr. Nitin Mahavir Prasad Kandoi, all of whom possess accounting and financial management expertise/exposure. Mr. Arnab Banerji, Company Secretary acts as the Secretary to the Audit Committee. The Audit Committee has been reconstituted on November 03, 2020 by introduction of Mr. Ashtbhua Prasad Srivastava, Non-Executive Independent Director as a Chairperson of the Audit Committee in place of Mrs. Richa Bhartiya. At the Board Meeting held on June 29, 2020, Mrs. Richa Bhartiya tendered her resignation from the Directorship of the Company and consequently she also relinquished as a Chairperson of the Audit Committee.

Mrs. Richa Bhartiya, the Chairperson – Audit Committee had resigned from the Board and her place Mr. Jyotirindra Nath Dey (elected Chairman for meeting specific) was present at the Annual General Meeting held on Thursday, September 10, 2020.

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

##### 4.2 Power of Audit Committee

The “Audit Committee” shall have the following powers:

1. To investigate any activity within its terms of reference;
2. To seek information from any employee;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with reasonable expertise, if considered necessary.

**4.3 Role/Terms of Reference of Audit Committee**

The Terms of Reference of the Audit Committee are as under:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending for appointment, remuneration and terms of appointment of auditors of the company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of Sub-section 3 of Section 134 of the Companies Act 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to the financial statements;
  - Disclosure of any related party transactions;
  - Qualifications in the draft audit report.
5. Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company.
22. The Audit Committee to review utilisation of loans and/or advances from investment by holding company in subsidiary company exceeding INR 100 crores or 10% of asset size of subsidiary, whichever is low.
23. The Audit Committee of the Board shall review compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
24. Reviewing the utilisation of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 100 crore or 10 % of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.
25. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc. on the listed entity and its shareholders.

#### **Review of information by Audit Committee**

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

6. Statement of Deviations:

- a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange (s) in terms of Regulation 32(1) of SEBI LODR Regulations, 2015.
- b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI LODR Regulations, 2015.

The Audit Committee also looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of the Listing Regulations and provisions of Section 177 of the Companies Act, 2013.

The minutes of each Audit Committee are placed and discussed at the meeting of the Board. The Audit Committee role, powers, function etc. of the Audit Committee has been reconstituted in accordance with Section 177 of the Companies Act, 2013 and Listing Regulations. The recommendations of the Audit Committee are placed before the Board for its consideration and approval. All the recommendations made by the Audit Committee were accepted by the Board.

#### **4.4 Meetings and Attendance**

A total of Seven (7) Audit Committee Meetings were held in the financial year 2020-21. The meetings were held on 25.05.2020, 29.06.2020, 28.07.2020, 04.11.2020, 30.11.2020, 12.02.2021 and 31.03.2021.

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

Names	Designation	Category	Committee Meeting Attended
Mrs. Richa Bhartiya*	Chairperson	Independent	1
Mr. Ashtbhuja Prasad Srivastava**	Chairperson		4
Mr. Jyotirindra Nath Dey	Member	Independent	7
Mr. Nitin Mahavir Prasad Kandoi	Member	Independent	6

\*Resigned from the Directorship and Audit Committee effective from June 29, 2020.

\*\* Appointed as a Chairperson of the Audit Committee on November 03, 2020.

Audit Committee has powers prescribed under Regulation 18(3) of the Listing Regulations and the scope of activities of the Audit Committee is prescribed in Part C of Schedule II of this Regulation. Audit Committee also mandatorily reviews the information prescribed under Part C of Schedule III.

Cases of non-acceptance by the Board of Directors, of any recommendation of the Audit Committee during the year under review, pursuant to Schedule V, Part C of SEBI LODR Regulations 2015 read with Amendments thereof: NIL

## 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

In terms of Section 178 (5) of the Act, read with Regulation 20 of the Listing Regulations the Board has constituted Stakeholders' Relationship Committee ("SRC"). As per the Listing Regulations, the Committee shall specifically look into the mechanism of Redressal of grievances of shareholders, debenture holders and other security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends etc.

### 5.1 Composition

During the year ended 31st March, 2021, the Stakeholders Relationship Committee comprised of Mr. Nitin Mahavir Prasad Kandoi, a Non-executive Director, as the Chairperson and Mrs. Nishi Agrawal; (Independent Director) and Mr. Jyotirindra Nath Dey (Independent Director) as Members. Mr. Arnab Banerji, Company Secretary acts as the Secretary to the Committee and also as the Compliance Officer.

The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with transfer of securities of the

Company. The Committee also looks into redressal of shareholders'/investors' complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.

A status report of shareholder complaints and redressal thereof is prepared and placed before the Stakeholders Relationship Committee. The shareholders/investors can register shares related complaints, if any, in the e-mail Id csgml@gallantt.com designated exclusively for the purpose.

### 5.2 Terms of Reference

- specifically look into the redressal of grievances of shareholders, debenture holders and other security holders.
- consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends.
- to look in to various aspects of interest of shareholders and other security holders.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders

### 5.3 Meetings and Attendance

Two (2) meetings of the Stakeholders Relationship Committee Meeting were held on June 27, 2020 and March 27, 2021 in the financial year 2020-21. In the last financial year 2019-20, the Stakeholders Relationship Committee wanted to hold meeting in the last week of March, 2020 but it could not meet owing to the lockdown and restrictions on the public as well as the Corporate Sector across the Country because of the pandemic Covid-19 outbreak. Employees were (and also "are") working remotely, but due to difficulties faced in coordination and lack of office facilities, companies are likely to face difficulties in undertaking timely compliances of various applicable laws. Keeping in mind the aforesaid, the Securities and Exchange Board of India (SEBI) has temporarily relaxed a number of compliance requirements for the corporate sector. One of the relaxations is-SEBI has extended the last date for conduct of at least one meeting of the Stakeholders Relationship Committee in the Financial Year 2019-20 till June 30, 2020 (in place of March 31, 2020). Hence, the Stakeholders Relationship Committee met on June 27, 2020.

The composition of the Committee as on March 31, 2021 and details of attendance at the Meetings are as follows:

Names	Designation	Category	Committee Meeting Attended
Mr. Nitin Mahavir Prasad Kandoi	Chairperson	Non-executive / Promoter	1
Mr. Jyotirindra Nath Dey	Member	Independent	2
Mrs. Nishi Agrawal	Member	Independent	1

#### 5.4 Status of Complaints

Sl. No.	Particulars	Numbers
1.	Complaints pending as on 1 April, 2020	NIL
2.	Complaints received during the year ended 31 March, 2021	1
3.	Complaints disposed of during the year ended 31 March, 2021	1
4.	Complaints pending as on 31 March, 2021	NIL

As required under Regulation 40(10) of the Listing Regulations entered into by Gallant Metal with stock exchanges, a certificate is obtained every six months from a practising Company Secretary that all transfers have been completed within the stipulated time. The certificates are forwarded to BSE and NSE.

The equity shares of the Company are traded in dematerialized form.

As required under Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. Details of Unclaimed amount of Dividend have been uploaded on the Company's website i.e., [www.gallantt.com](http://www.gallantt.com)

Cases of non-acceptance by the Board of Directors, of any recommendation of the Stakeholders Relationship Committee during the year under review, pursuant to Schedule V, Part C of SEBI LODR Regulations 2015 read with Amendments thereof: NIL

#### 6. NOMINATION AND REMUNERATION COMMITTEE

Pursuant to Section 178 of Companies Act, 2013 and Regulation 19 of the Listing Regulations, the Nomination and Remuneration Committee (NRC) of the Board of Directors was formed by the Board of Directors to oversee the Company's nomination process for the senior management and to decide

their salary, perquisites and commission / performance linked remuneration etc., to be paid to them and other employees within the broad frame-work of the Policy, merit and Company's performance. Presently NRC consists of three Non-Executive Independent Directors.

##### 6.1 Role of Nomination and Remuneration Committee

The role of the Remuneration and Nomination Committee in brief, *inter alia*, includes:

###### a. Terms of Reference -

- Identify persons who are qualified to become directors;
- Identify persons who may be appointed as Key Managerial Personnel and in Senior Management positions;
- Recommended to the Board for re-appointment of directors based on performance evaluation of the retiring director;
- Annual evaluation of every director's performance;
- Formulating a remuneration policy of the Company;
- To propose remuneration packages for the Directors and Key Managerial Personnel including Senior management;
- Recommending re-constitution of the Board or senior management as may be required from time to time under the prevailing laws and for operational effectiveness of the Company.

###### b. Responsibilities and Duties:

The responsibility and duties of Nomination and Remuneration Committee are defined below covering their scope of work:

- Reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board;
- Devising a policy on diversity of board of directors;
- Identifying individuals suitably qualified to be appointed as the KMPs or in the senior management of the Company;
- Formulating framework and/or policy for remuneration, terms of employment and any changes, including service contracts, remuneration, policy for and scope of pension arrangements, etc for Executives and reviewing it on a periodic basis;
- Formulating terms for cessation of employment and ensure that any payments made are fair to

the individual and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognized;

- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To approve the remuneration of the Senior Management including Key Managerial Personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

The Committee also co-ordinates and oversees the annual self-evaluation of the performance of the Board, Committees and of individual Directors.

Besides, the Nomination and Remuneration Committee periodically reviews the composition of the Board to ensure that there is an appropriate mix of abilities, experience and diversity to serve the interests of all shareholders and the Company.

The process of appointing a director/KMPs/Senior Management Personnel is, that when a vacancy arises or is expected the Committee will identify, ascertain the integrity, qualification, appropriate expertise and experience, having regard to the skills that the candidate bring to the Board/Company and the balance of skills added to that of which the existing members hold.

## 6.2 Meetings and Attendance

During the year ended 31st March, 2021, the NRC comprised of Mr. Jyotirindra Nath Dey, an Independent Director, as the Chairperson and Mrs. Richa Bhartiya and Mr. Nitin Mahavir Prasad Kandoi as Members. On resignation of Mrs. Richa Bhartiya from the Directorship of the Company she also relinquished from the post of member of the Nomination and Remuneration Committee. And, hence, the Nomination and Remuneration Committee of the Board of Directors of the Company has been reconstituted by introduction Mrs. Nishi Agrawal (DIN: 08441260) as a Member of the Nomination and Remuneration Committee with effect from November 04, 2020. Mr. Arnab Banerji, Company Secretary acts as the Secretary to the Committee.

A total of Three (3) Nomination and Remuneration Committee Meetings were held in the financial year 2020–21. The meetings were held on 27.06.2020, 04.11.2020 and 27.03.2021.

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

Names	Designation	Category	Committee Meeting Attended
Mr. Jyotirindra Nath Dey	Chairperson	Independent	3
Mr. Nitin Mahavir Prasad Kandoi	Member	Non-Executive/	2
Mrs. Richa Bhartiya*	Member	Independent	0
Mrs. Nishi Agrawal**	Member	Independent	2

*\* Mrs. Richa Bhartiya resigned from the Directorship as well as the Nomination and Remuneration Committee effective from June 29, 2020.*

*\*\* Appointed with effect from November 04, 2020*

Cases of non-acceptance by the Board of Directors, of any recommendation of the Nomination and Remuneration Committee during the year under review, pursuant to Schedule V, Part C of SEBI LODR Regulations 2015 read with Amendments thereof: NIL

## 6.3 Nomination and Remuneration Policy of the Company

The Remuneration Policy of the Company is designed to attract, motivate and retain manpower. This Policy applies to directors and senior management including its Key Managerial Personnel (KMP) and other employees of the Company.

The remuneration of the Managing Director, Executive Director and KMPs of the Company is recommended by the Nomination and Remuneration Committee based on established criteria.

### Summary of Remuneration Policy of the Company

The Board has adopted the Remuneration Policy on the recommendation of the Nomination and Remuneration Committee in compliance with Section 178 of the Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations. In keeping with the provisions of Section 178, the remuneration structure of the Company comprises of fixed remuneration (including fixed supplements), performance-based remuneration (variable salary), pension scheme, where applicable, other benefits in kind and severance payment, where applicable. Further, the Policy states that the Non-Executive Directors and Independent Directors of the Company may receive remuneration only by way of sitting fee and reimbursement of expenses for participation in meetings of the Board or Committee thereof, as may be permissible by the applicable law. Additionally, the Policy also lays down the overall

selection criteria for the executives of the Company which is based on broad heads such as competencies, capabilities, compatibility, strong interpersonal skills, commitment among others. The Remuneration Policy of the Company has been disclosed on the website of the Company. The web link to the Remuneration Policy is as under: <https://www.gallantt.com/Investors Corner/Gallant Metal Limited/Nomination and Remuneration Policy/Remuneration Criteria Non-Executive Director w.e.f. 01.04.2019>

### Board Diversity

In order to ensure a balance composition of the Board, the Company shall consider candidates from a wide variety of backgrounds, shall not discriminate on the basis of gender, ethnicity and/or physical disability and shall ensure an appropriate mix of educational qualification, skills, competency and experience as required in the context of the business of the Company and sector for it, to function effectively.

### 6.4 Remuneration of Directors

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

The aggregate value of salary and perquisites paid for the year ended 31st March, 2021 to Managing/ Whole-time Directors are as follows:

Name	Designation	Aggregate Value of Salary & Perquisites (₹ In Lacs)
Mr. Chandra Prakash Agrawal	Chairman and Managing Director	24.00
Mr. Dinesh Raghbir Prasad Agarwal	Whole time Director	280.36
Mr. Prashant Jalan	Director-Plant Operation*	5.38

*\* resigned from the Directorship effective from June 29, 2020 and again appointed in the same post effective from November 04, 2020.*

The Remuneration to the Executive Directors is determined by the Nomination and Remuneration Committee within the statutory limit subject to the approval of shareholders of the Company. As per the agreement entered into with the Executive Directors there is no provision for severance fees to the Directors. The Company has adopted an Evaluation policy to evaluate performance of each director, the Board as a whole and its committees. Evaluation is also carried out by the Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act 2013 and Code for Independent Directors' as outlined

under Schedule IV of the Companies Act, 2013. Such evaluation factors various criteria including contribution, domain expertise, strategic vision, industry knowledge, participation in discussions etc.

### 7. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Pursuant to Section 135 of Companies Act, 2013, the Corporate Social Responsibility Committee of the Board of Directors was formed by the Board of Directors. The composition of the CSR Committee is in line with provisions of Section 135 of the Companies Act, 2013.

#### 7.1 Terms of reference

The CSR Committee is empowered pursuant to its terms of reference, inter alia, to:

1. Recommend the amount of expenditure to be incurred on the CSR activities;
2. Monitor implementation and adherence to the CSR Policy of the Company from time to time;
3. Prepare a transparent monitoring mechanism for ensuring implementation of the projects/programmes/activities proposed to be undertaken by the Company; and
4. Such other activities as the Board of Directors may determine from time to time.

#### 7.2 Meetings and Attendance

The Committee met Two (2) times during the financial year ended 31st March, 2021 on 27.06.2020 and 31.03.2021.

The constitution of the CSR Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year ended 31st March, 2021 is detailed below:

Names	Designation	Category	Committee Meeting Attended
Mr. Jyotirindra Nath Dey	Chairperson	Independent	2
Mr. Chandra Prakash Agrawal	Member	Executive	2
Mr. Dinesh Raghbir Prasad Agarwal	Member	Independent	2

The Board of Directors of the Company has approved the CSR Policy of the Company on the recommendations of the CSR Committee. The details of the CSR initiatives of the Company form part of the CSR Section in the Annual

Report. The CSR Policy has been placed on the website of the Company [www.gallantt.com](http://www.gallantt.com)

## 8. COMMITTEE OF DIRECTORS

Pursuant to Section 179 of Companies Act, 2013, the Board of Directors has constituted a new Committee of the Board by giving nomenclature "Committee of Directors" to consider, discuss and decide the businesses of routine urgent nature.

"Committee of Directors" is comprised of following Directors:

- Mr. Chandra Prakash Agrawal, Executive Director (Chairman)
- Mr. Dinesh Raghbir Prasad Agarwal, Executive Director (Member)
- Mr. Nitin Mahavir Prasad Kandoi, Non-Executive Director (Member)

Mr. Arnab Banerji, Company Secretary of the Company acts as the Secretary for the "Committee of Directors."

"Committee of Directors" meets as and when required to consider matters assigned to it by the Board of Directors from time to time and the broad terms of reference of the "Committee of Directors" are as under:

The broad terms of reference includes the following:

- (1) To avail loan up to the maximum limit of ₹ 2,500 lacs in a single transaction from any Bank/financial institutions/lenders and to hypothecate/mortgage the assets of our Company accordingly subject to overall borrowing limit up to ₹ 25,000 lacs and subject to yearly review;
- (2) To enter into forward contracts for hedging/derivatives (in US Dollar or other currency as may be decided) with various banks from time to time as may be required in the ordinary course of business for purchase of raw materials, spares or other goods;
- (3) To avail vehicles loan from any Bank/Institutions/Lenders for the business of our Company;
- (4) To give power/authorization to any Director or Company Secretary of our Company to sign and file any Forms and/or application required to be filed with Registrar of Companies from time to time;
- (5) To open and close the Banking accounts of our Company;
- (6) To change the Signatories of the Bank accounts whenever required;
- (7) To give power/authorization/duties through resolution or otherwise whenever required to a person on behalf of our Company in relation to business operations of our Company including but not limited to:
  - Government Subsidy and benefits related;
  - Application with Governmental, Semi-

Governmental and other authorities including railways, mining;

- Application to the Government or autonomous bodies;
- Judicial or quasi-judicial matters;
- Environmental and safety issues;
- Issues of importance and strategic significance relating to the operations of the Company;
- Other operational matters of the Company as may be assigned from time to time by the Board.

(8) To affix or authorise fixation of the Common seal of our Company to such documents/ papers in connection with above powers as may be necessary; and

(9) To do all such acts, things or deeds as may be necessary or incidental to exercise of the above powers.

During the year no meetings of Committee of Directors held.

## 9. RISK MANAGEMENT

Risk Management Committee of the Board has been constituted in accordance with the requirements of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013. The terms of reference of the Risk Management Committee are in conformity with the provisions of Regulation 21 of the SEBI Listing Regulations. The Risk Management Committee looks into the monitoring and reviewing of the risk management plan and such other functions, as it may deem fit and such function specifically covers cyber security. Pursuant to the provisions of the Act, a statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company have also been dealt with in the Board's Report.

### Composition of the Risk Management Committee as on 31st March, 2021:-

Risk Management Committee has been reconstituted on June 29, 2021. The Risk Management Committee comprises of 3 Directors, out of which 1 Director is Non-Executive Non-Independent Director and the other 2 Directors are the Non-Executive Independent Directors. This composition is in line with the requirement of Regulation 21 of the SEBI Listing Regulations. The Members of the Risk Management Committee are Mr. Jyotirindra Nath Dey, Mr. Nitin Mahavir Prasad Kandoi and Mr. Ashtbhuja Prasad Srivastava. Under the Chairmanship of Mr. Jyotirindra Nath Dey, the Non-Executive Director, the Risk Management Committee of the Board of Directors meets at least twice in a financial year to inform the Board Members about the risk assessment and minimization procedures and

adoption of requisite risk mitigation measures and their implementation thereof.

The Board has constituted Risk Management Committee and the terms of reference of the Committee is as follows:

- (1) To formulate a detailed risk management policy which shall include:
  - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - (c) Business continuity plan.
- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken
- (6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Company has developed and implemented a Risk Management Policy for identifying the risk associated with business of the Company and measures to be taken to mitigate the same. The Audit Committee has additional oversight in the area of financial risks and controls. All risks are well integrated with functional and business plans and are reviewed on a regular basis by the senior leadership. There are no risks which in the opinion of the Board threaten the existence of the Company.

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your Company's risk management is embedded in the business processes.

Your Company laid down procedures to inform Board members about risk assessment and minimisation and has implemented the Risk Management plan and continuously monitors it. Details of Key Risks and Mitigation Plan are given in the Directors Report forming part of the Annual Report.

## **10. SUBSIDIARY COMPANIES**

As on March 31, 2021, the Company does not have any subsidiary Company as defined under the Companies Act, 2013.

Your Company does not have any material unlisted Indian subsidiary, and hence, is not required to nominate an Independent Director of the Company on the Board of any material unlisted subsidiary.

The Policy on Material Subsidiaries can be accessed on the Company's website [www.gallantt.com](http://www.gallantt.com)

## **11. RELATED PARTY TRANSACTIONS**

In terms of the Indian Accounting Standard "Related Party Disclosures", as prescribed under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014, the Company has identified the related parties covered therein and details of transactions with such related parties have been disclosed in Note to the Accounts forming part of this Annual Report.

Transactions with related parties entered into by the Company are in the ordinary course of business and on arm's length basis and do not have potential conflicts with the Company. Further, these transactions are also placed in the Audit Committee Meeting(s) for its prior approval or omnibus approval. There is no materially significant related party transaction during the financial year ended March 31, 2021.

None of the related party transactions entered into by the Company were in conflict with the Company's interest. There are no materially significant Related Party Transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee for their approval. Omnibus approvals are taken for the transactions which are repetitive in nature. In compliance with Listing Regulations, the necessary statements/disclosures with respect to the Related Party Transactions are tabled before the Audit Committee and the Board of Directors on quarterly basis. In line with requirement of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, your Company has adopted a Policy on Related Party Transactions which is available at Company's website [www.gallantt.com](http://www.gallantt.com)

## 12. GENERAL BODY MEETINGS

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

Year	Venue	Date	Time
2019-20	Through video conferencing (VC) / / Other Audio Visual Means (OAVM)	10.09.2020	1.30 P.M.
2018-19	Geeta Bhawan, 16, Block C, Jangpura Extension, Jangpura, New Delhi – 110014. India	26.09.2019	12.30 P.M.
2017-18	Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017	27.09.2018	3.30 P.M.

### 12.2 Special resolutions passed at the previous three Annual General Meetings are as below:

General Body Meeting	Financial Year	Date	Venue	Special Resolutions
16th Annual General Meeting	2019-20	10.09.2020	Through video conferencing (VC) / Other Audio Visual Means (OAVM)	1. Granting of Loan u/s 185 to M/s. GL Steel & Power Limited (GL Steel).
15th Annual General Meeting	2018-19	26.09.2019	Geeta Bhawan, 16, Block C, Jangpura Extension, Jangpura, New Delhi – 110014. India	1. Re-appointment of Mr. Prashant Jalan (DIN: 06619739) as a Whole-time Director of the Company designated as “Director- Plant Operation”. 2. Re-appointment of Mrs. Richa Bhartiya (DIN: 06905283) as an Independent Director for Second Term of five years.
14th Annual General Meeting	2017-18	27.09.2018	Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017	1. To reappoint Mr. Jyotirindra Nath Dey (DIN:00180925) as an Independent Director for Second Term of five years. 2. To reappoint Mr. Prasant Kankrania (DIN: 05241947) as an Independent Director for Second Term of five years. 3. To revise remuneration of Mr. Dinesh Raghbir Prasad Agrawal (DIN: 01017125). 4. Granting of Loan under Section 185 of the Companies Act, 2013 to M/s. Gallant Ispat Limited

**12.3** The Details of Special Resolutions passed through postal ballot during the financial year 2020-21: No special resolution was passed through postal ballot in the last year.

**12.4** Person who conducted the postal ballot exercise – Not Applicable.

**12.5** Whether any special resolution is proposed to be conducted through postal ballot – At present, there is no proposal to pass any special resolution through Postal Ballot.

**12.6** Procedure for Postal Ballot: Not Applicable.

**12.7** Extraordinary General Meeting: No Extra- Ordinary General Meeting held during the Financial Year 2020-21.

#### 12.8 Court Convened Meeting of Shareholders

During the year no Court Convened Meeting convened and held.

However, in the matter of Scheme of Amalgamation and Slump Sale as discussed hereinabove in detail, the Honorable NCLT Delhi, vide its order dated February 26, 2021, has directed to convene and hold meetings of

shareholders and creditors of the Company on April 08, 2021. As per the directions of the Honorable NCLT Delhi, the Company has convened and held meetings of Equity Shareholders as well as Secured Creditors and Unsecured Creditors of the Company. These meetings were convened and held on April 08, 2021 through video conferencing (VC) / Other Audio-Visual Means (OAVM). Voting by equity shareholders, secured creditors and unsecured creditors of the Company were carried out through (a) remote e-voting prior to the Meeting, and (b) e-voting during the Meeting. Remote e-voting prior to the Meeting was opened during the period commencing from 9.00 a.m. (IST) on Monday, April 05, 2021 and ending at 5.00 p.m. (IST) on Wednesday, April 07, 2021, arranged by NSDL.

Mr. Somnath Gangopadhyay was appointed as the Chairperson and Ms. Aisha Amin as Alternate Chairperson. Further, Mr. Tanmay Kumar Saha was appointed as the Scrutinizer of the meetings.

### 13. MEANS OF COMMUNICATION

In accordance with Regulation 46 of the Listing Regulations, the Company has maintained a functional website at [www.gallantt.com](http://www.gallantt.com) containing basic information about the Company viz., details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc. The contents of the said website are updated from time to time.

Information like quarterly / half yearly / annual financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board to enable them to put them on their websites and communicate to their members. In terms of Regulation 47 of the Listing Regulations the quarterly / half-yearly / annual financial results are also published in the prescribed format within 48 hours of the conclusion of the meetings of the Board in which they are considered

and approved, in one English newspaper circulating in the whole or substantially the whole of India and in one vernacular (Hindi) newspaper. These results are simultaneously posted on the website of the Company at [www.gallantt.com](http://www.gallantt.com)

The Company publishes all information in newspapers viz. Business Standard (All editions) and Metro Media (Vernacular-Hindi). No presentations were made to institutional investors or to the analysts during the year.

#### Details about the means of communication:

##### 1. Quarterly Results:

The quarterly and year to date financial results of the Company are published in leading newspapers in India which include, Business Standard and Metro Media. The results are also displayed on the Company's website under <https://www.gallantt.com>

##### 2. Whether it also displays official news releases; Yes

### 14. GENERAL SHAREHOLDERS INFORMATION

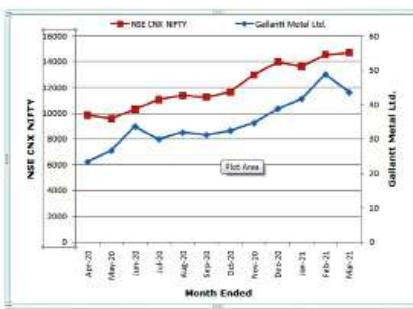
14.1	<b>Date, time and time of the Annual General Meeting</b>	Tuesday, August 31, 2021 at 1.30 P.M.
14.2	<b>Venue</b>	The Company is conducting AGM through Video Conferencing (VC) /Other Audio Visual Means(OAVM), pursuant to circulars issued by the Ministry of Corporate Affairs ("MCA"), dated January 13, 2021 and as such there is no requirement to have a venue for the AGM.
14.3	<b>Financial Year</b>	April 01, 2020 to March 31, 2021
14.4	<b>Cut-off date for determining the names of shareholders eligible to vote</b>	Tuesday, August 24, 2021
14.5	<b>Cut-off date for determining the names of shareholders eligible to get Notice of Annual General Meeting</b>	Friday, July 30, 2021
14.6	<b>Publication of results for the financial year 2020-21 (tentative and subject to change)</b>	<ul style="list-style-type: none"> <li>a) First quarter results: On or before August 14, 2021.</li> <li>b) Second quarter and half year results: On or before November 14, 2021.</li> <li>c) Third quarter results: On or before February 14, 2022.</li> <li>d) Fourth quarter results and results for the year ending March 31, 2021: On or before May 30, 2022.</li> </ul>
14.7	<b>Dates of book closure</b>	August 25, 2021 to August 31, 2021 (both days inclusive)
14.8	<b>Dividend Payment Date</b>	During the Financial Year 2020-21, the Board of Directors has not proposed for Final Dividend for the Financial Year 2020-21.
14.9	<b>Listing on Stock Exchanges and Stock Code</b>	<ol style="list-style-type: none"> <li>1. BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Phones : (022) 22721233/4, 91-22-66545695 Fax : (022) 22721919, Stock Code:532726</li> <li>2. National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Tel No: (022) 26598100 – 8114, Fax No: (022) 26598120 Stock Code: GALLANTT</li> </ol>
14.10	<b>Payment of Listing Fees</b>	Annual Listing Fees for both the stock exchanges for the financial year 2021-22 has been duly paid by the Company.

#### 14.11 Market Price Data- High, Low During Each Month in Last Financial Year

Monthly high and low quotations of shares traded on Bombay Stock Exchange Ltd. and National Stock Exchange of India Limited for the Year 2020-21.

Month	BSE		NSE	
	High Price	Low Price	High Price	Low Price
Apr-20	27.80	19.10	25.25	18.65
May-20	27.00	22.20	27.50	22.15
Jun-20	40.65	26.20	40.80	25.65
Jul-20	35.45	28.80	35.40	29.00
Aug-20	37.40	28.55	37.40	28.35
Sep-20	36.35	28.90	37.90	29.45
Oct-20	37.00	30.70	35.50	30.35
Nov-20	38.40	31.30	36.25	31.15
Dec-20	40.35	33.10	39.90	32.65
Jan-21	50.70	37.30	50.80	37.90
Feb-21	50.00	40.20	50.90	40.60
Mar-21	53.10	42.80	52.90	42.90

#### 14.12 Performance of the Company's equity shares (closing share price) in comparison to BSE Sensex and NSE Nifty during the financial year 2020-21:



#### 14.13 Suspension of Securities during the financial year 2020-21:

During the financial year 2020-21, the securities of the Company were not suspended from trading.

#### 14.14 Registrar and Share Transfer Agents;

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  
Website: www.nichetechpl.com

#### 14.15 Share Transfer System;

The Company has a Committee of the Board of Directors called Stakeholders' Relationship Committee, which meets as and when required. The formalities for transfer of shares in the physical form are completed and share certificates are dispatched to the transferee within 15 days of receipt of the transfer documents, provided the documents are complete and the shares under transfer are not under dispute.

Share transfers, dividend payments and all other investor related activities are attended to and processed at the Office of the Company's Registrar and Share Transfer Agent. For lodgement of transfer deeds and any other documents or for any grievances/complaints, kindly contact any of the offices of Niche Technologies Private Limited.

#### 14.16 Distribution of equity shareholding as on March 31, 2021:

Distribution of shareholding by size is as given below:

No. of Shares held	Shareholders		Shares	
	Number	% to total	Number	% to total
Upto 500	6,085	76.919	8,89,453	1.094
501-1,000	723	9.496	6,17,794	0.760
1,001-5,000	609	7.998	13,87,377	1.706
5,001-10,000	81	1.064	6,20,002	0.762
10,001-50,000	82	1.007	18,39,545	2.262
50,001-1,00,000	13	0.171	9,19,256	1.130
1,00,001 and Above	21	0.2756	7,50,48,897	92.286
<b>TOTAL</b>	<b>7,614</b>	<b>100.000</b>	<b>8,13,22,324</b>	<b>100.000</b>

#### 14.17 Categories of shareholding as on 31st March, 2021

Category (as Gallant reports to stock exchanges)	Shares Holdings	% of Total
<b>PROMOTERS' HOLDING:</b>		
Promoters	5,46,66,689	67.22
<b>Total Promoters' Holding</b>	<b>5,46,66,689</b>	<b>67.22</b>
<b>PUBLIC SHAREHOLDING:</b>		
<b>Institutional Investors</b>		
Financial Institution/Bank	0	0.00
Financial Institution Investor	0	0.00
Foreign Portfolio Investor	0	0.00
<b>Others</b>		
Bodies Corporate	1,90,93,518	23.48
Individuals	73,84,163	9.08
NRI/OCBs	1,44,612	0.18
Clearing Members/Clearing Corporation (Demat shares in transit)	33,342	0.04
IEPF	0	0.00
<b>Total Public Shareholding</b>	<b>2,66,55,635</b>	<b>32.78</b>
<b>GRAND TOTAL</b>	<b>8,13,22,324</b>	<b>100</b>

#### **14.18 Dematerialization of Shares and Liquidity**

The process of conversion of shares from physical form to electronic form is known as dematerialization. For dematerializing the shares, the Shareholder has to open a demat account with a Depository Participant (DP). The Shareholder is required to fill in a Demat Request Form and submit the same along with the Share Certificate(s) to the DP. The DP will allocate a demat request number and shall forward the request physically and electronically, through NSDL/CDSL to the R&T Agent. On receipt of the demat request, both physically and electronically and after verification, the Shares are dematerialized, and an electronic credit of shares is given in the account of the Shareholder.

The Company's equity shares are tradable compulsorily in electronic form and are available for trading in the depository systems of both National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL). The International Securities Identification Number (ISIN) of the Company, as allotted by NSDL and CDSL, is INE297H01019. Nearly 100.00% of total listed equity shares have been dematerialised as on March 31, 2021.

#### **14.19 Outstanding ADRs/GDRs/Warrants or any other convertible instruments, conversion date and likely impact on equity: Nil**

#### **14.20 Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:**

The Company has insignificant foreign exchange exposure towards imports. Commodities form a major part of business of the Company and hence Commodity price risk is one of the important risks for the Company. Your Company has a robust framework in place to protect the Company's interests from risks arising out of market volatility.

The Company does not undertake any commodity hedging activities. The Company actively monitors the foreign exchange movements and takes forward covers as appropriate to reduce the risks associated with transactions in foreign currencies.

#### **14.21 Corporate Identity Number**

(CIN): L27109DL2005PLC350524

#### **14.22 Plant locations**

Near Toll Gate, Village - Samakhiali, Taluka - Bachau, District – Kutch, Gujarat

#### **14.23 Address for correspondence**

<b>Registrar and Share Transfer Agents;</b> Mr. S. Abbas, Senior System Manager	<b>Unit: Gallant Metal Limited</b> <b>Contact Person:</b> Mr. Arnab Banerji, Company Secretary and Compliance Officer
<b>Niche Technologies Pvt. Ltd.</b> 7th Floor, Room, No. 7A & 7B, 3A, Auckland Rd, Elgin, Kolkata, West Bengal – 700017.	<b>Corporate Office:</b> 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069.W.B.
<b>Tel.:</b> (033) 2280 6616 / 17 / 18	<b>Telefax:</b> 033-46004831
<b>Email id:</b> nichetechpl@nichetechpl.com	<b>Registered Office:</b> "GALLANT HOUSE", I-7, Jangpura Extension, New Delhi – 110014
<b>Website:</b> www.nichetechpl.com	<b>Telefax:</b> 011-41645392 <b>Email-Id :</b> csgml@gallant.com
	<b>Website :</b> www.gallant.com

#### **Depositories:**

<b>National Securities Depository Limited</b> Trade World, 'A' Wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai – 400 013 Tel. No.: (022) 2499 4200 Fax No.: (022) 2497 6351 Email: info@nsdl.co.in Website: www.nsdl.co.in	<b>Central Depository Services (India) Limited</b> Marathon Futurex, A-Wing, 25th floor, N M Joshi Marg, Lower Parel, Mumbai – 400 013 Toll free No.: 1800-22-5533 Email: complaints@cdslindia.com Website: www.cdslindia.com
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Shareholders are requested to quote their Folio No./DP ID & Client ID, e-mail address, telephone number and its RTA.

#### **14.24 List of all credit ratings obtained by the Company along with any revisions thereto, for all debt instruments of the Company or any fixed deposit programme or any scheme or proposal of the Company involving mobilization of funds, whether in India or abroad:**

During the financial year 2020-21, the Company does not have any debt instruments or any Fixed Deposit Programme or any scheme or the proposal of the Company involving mobilization of funds in India or in abroad.

During the year under report, vide its rating press release dated January 27, 2021, the Rating agency M/s. India Rating & Research Private Limited has maintained and affirmed Ind A (Watch Negative) rating for the Company's Fund Based Long Term facilities (long term) and Ind A1 for Non-Fund based Short Term facilities.

#### **14.25 Unpaid and Unclaimed Amount of Dividend and Share Application Money.**

Following amount of Unpaid Dividend has not been claimed and paid till 31.03.2021:

Nature of Money	Relevant Financial Year	Bank Account Details	Amount lying (In Rs.)
Final Dividend for 2018	2017-18	IDBI Bank Account No. 1526103000000578	74,146.00
Final Dividend for 2019	2018-19	IDBI Bank Account No. 1526103000000897	50,676.50

Members who have not so far encashed their Divided Warrants for the financial years ended 31st March, 2018 and 2019 are requested to approach immediately the Registrars for revalidation of unclaimed Dividend Warrants. The details of unclaimed dividend are available on the Company's corporate website [www.gallantt.com](http://www.gallantt.com) and also uploaded on the website of IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in)

#### **14.26 Transfer of shares to IEPF**

There are no Equity Shares to be transferred to Investor Education and Protection Fund Authority (IEPF) during the financial year 2020-21 as required under Section 124 of the Companies Act, 2013.

#### **15. OTHER DISCLOSURE**

##### **15.1 Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;**

All transactions entered into by the Company with related parties as defined under the Act and the Listing Regulations, during the financial year 2020-21 were in the ordinary course of business and on arm's length pricing basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with the related parties during the financial year which were in conflict with the interest of Company. Necessary disclosures as required under the Accounting Standards have been made in the Financial Statements. The Board has approved a policy on materiality of related party transactions and on dealing with related party transactions and the same is disclosed on

the website of the Company at the web link to the Materiality of Related Party Transactions is as under: <https://www.gallantt.com/InvestorsCorner/> Gallant Metal Limited/ Related Party Transaction Policy-w.e.f. 01.04.2019.

##### **15.2 Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;**

The Company has complied with the requirements of the Stock Exchanges / SEBI and Statutory Authorities

on all matters related to the capital markets during the last three years. No penalty or strictures were imposed on the Company by any of these authorities except as stated in point no. 15.14 below.

#### **15.3 Accounting Standards**

The Company has followed all relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements for 2020-21.

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

#### **15.4 Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee;**

The Company has adopted a Whistle Blower Policy and has established necessary Vigil Mechanism as required under Regulation 22 of the Listing Regulations for Directors and employees to report concerns about any unethical behaviour. No person has been denied access to the Chairman of the Audit Committee. The said policy has also been disclosed on the website of the Company at the link <https://www.gallantt.com/InvestorsCorner/> Gallant Metal Limited/ Whistle Blower Policy - w.e.f. 01.04.2019.

#### **15.5 Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;**

The Company has complied with all the mandatory requirements of the Listing Regulations. The Company has also fulfilled the following discretionary requirements as provided in the Listing Regulations:

- (i) The Internal Auditor reports to the Audit Committee.
- (ii) The financial statements of the Company are with unmodified audit opinion.

#### **15.6 Web link where policy for determining 'material' subsidiaries is disclosed;**

The policy to determine a material subsidiary has been framed and the same is disclosed on the Company's website at the link <https://www.gallantt.com/InvestorsCorner/> Policy On Material Subsidiary-w.e.f. 01.04.2019.

#### **15.7 Web link where policy on dealing with related party transactions;**

The Related Party Transaction Policy is also posted on the Company's website and can be accessed at <https://www.gallantt.com/InvestorsCorner/> Gallant Metal Limited/ Related Party Transaction Policy-w.e.f. 01.04.2019.

#### **15.8 Disclosure of commodity price risks and commodity hedging activities**

The Company does not undertake any commodity

hedging activities. The Company actively monitors the foreign exchange movements and takes forward covers as appropriate to reduce the risks associated with transactions in foreign currencies.

#### **15.9 Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)**

During the period under Report Company has not raised funds through preferential allotment of qualified institutional placement as specified under Regulation 32(7A).

#### **15.10 A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority**

Certificate as required under Part C of Schedule V of Listing Regulations, received from Mr. Anurag Fatehpuria (Membership No. 34471, CP No. 12855), Practicing Company Secretary, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority was placed before the Board of Directors at their meeting held on 29th June, 2021. The certificate given by Mr. Anurag Fatehpuria is published in this Report as **Annexure-D** of this Corporate Governance Report.

#### **15.11 Recommendations of Committees of the Board**

There were no instances during the financial year 2020-21, wherein the Board had not accepted recommendations made by any committee of the Board.

#### **15.12 Total fees paid to Statutory Auditors of the Company**

Total fees of ₹ 5.50 Lacs for financial year 2020-21, for all services, was paid by the Company to the statutory auditor.

#### **15.13 Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace.

The details relating to the number of complaints received and disposed of during the financial year 2020-21 are as under:

- a. Number of complaints filed during the financial year: Nil
- b. Number of complaints disposed of during the financial year: Nil

- c. Number of complaints pending as on end of the financial year: NIL

#### **15.14 Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed**

Mrs. Richa Bhartiya had tendered her resignation from the Board of the Company effective from June 29, 2020. Consequent upon her resignation post of a Woman Director was absent for more than 90 days.

The delay in compliance of the above-mentioned regulations was solely due to the impact of COVID – 19 pandemic. The management of the Company was searching and finalising for a suitable candidate after resignation of Mrs. Richa Bhartiya (Independent Woman Director) on June 29, 2020. We, being a well established public limited company, listed on both the premier stock exchanges of India viz, Bombay Stock Exchange Limited and National Stock Exchange of India Limited (together referred to as the "Stock Exchange"), were looking for a candidate with the requisite qualities and expertise to fill up the post of Independent Woman Director. Delay in making the required appointment was only due to extenuating circumstances. Due to this world wide deadly pandemic business operations of the Company were affected directly or indirectly. 'Work from Home' policy was adopted to ensure safety and security of all the employees and directors of the Company. We were in continuous search of an Independent Director but due to spread of COVID – 19 virus and logistical hazards, we could not succeed to appoint an Independent Director within 3 months from the date of resignation of Mrs. Richa Bhartiya. Gradually offices were re-opened but on a rotational basis to ensure Government safety standards and finally, we have appointed Mrs. Nishi Agrawal (DIN: 08441260) with effect from November 4, 2020.

The "Stock Exchange" has levied fine for this Non-compliance. Your Company has made application to the Stock Exchanges for waiver of the fine imposed. Except this there is no case of non-compliance of any requirement of Corporate Governance.

#### **15.15 Discretionary requirements as specified in Part E of Schedule II of the SEBI Listing Regulations:**

The Company has complied with the discretionary requirements with regard to reporting of Internal Auditor directly to Audit Committee, moving towards a regime of unqualified Financial Statements and unmodified audit opinion.

#### **15.16 Disclosures with respect to demat suspense account/unclaimed suspense account:**

Disclosure with respect to demat suspense account/unclaimed suspense account: Not applicable.

**15.17 The Company has duly complied with the requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.**

**15.18 Particulars of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting have been provided in the Notice of the Annual General Meeting.**

**15.19** In addition to Directors' Report, a Management Discussion and Analysis Report form part of the Annual Report to the shareholders. All key managerial personnel and senior management have confirmed that they do not have any material, financial and commercial interest in transactions with the Company that may have a potential conflict with the interest of the Company at large.

**15.20** All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters.

**15.21** In order to prevent misuse of any unpublished price sensitive information (UPSI), maintain confidentiality of all UPSI and prohibit any insider trading activity and abusive self-dealing of securities, in the interest of the shareholders at large, the Company has framed a Code of Conduct for Prohibition of Insider Trading. The said Code prohibits the Designated Persons of the Company from dealing in the securities of the Company on the basis of any unpublished price sensitive information, available to them by virtue of their position in the Company.

The details of dealing in Company's shares by Designated Employees/Designated Persons are quarterly placed before the Audit Committee. The Code also prescribes sanction framework and any instance of breach of code is dealt in accordance with the same. A copy of the said Code is made available to all employees of the Company and compliance of the same is ensured.

Further the Company has framed a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and the same is available on the website of the Company at [www.gallant.com](http://www.gallant.com)

**15.22** The Company as required under Clause 46 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, has designated the following email IDs namely [csgml@gallant.com](mailto:csgml@gallant.com) for the purpose of registering complaints if any by the investors and expeditious redressal of their grievances.

### **15.23 Nomination**

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect

of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

### **15.24 Policy pertaining to determination and disclosure of the material events/information**

The Board of Directors has approved the policy pertaining to determination and disclosure of the material events/information. Accordingly, any such material events/information will be disclosed to the concerned either by Managing Director or Chief Financial Officer or Company Secretary. The policy on determination and disclosure of material events/information is posted in the website of the company with the following link <https://www.gallant.com>

### **15.25 Reconciliation of share capital audit**

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital.

The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

### **15.26 Code of Conduct**

The members of the Board and senior management personnel have affirmed the compliance with Code of Conduct applicable to them during the year ended March 31, 2021. The **Annexure-A** of the Corporate Governance Report contains a certificate by the Managing Director in terms of SEBI LODR Regulations, 2015 on the compliance declarations received from Independent Directors, Non-executive Directors and Senior Management.

### **15.27 Trading window**

Trading window closure for financial results is from the beginning of the quarter till 48 hours after the Unpublished Price Sensitive Information (UPSI) becomes generally available.

### **15.28 Conflict of Interests**

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

### **15.29 CEO/CFO Certification**

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company have furnished to the Board, the requisite Compliance Certificate under Regulation 17(8) of SEBI LODR Regulations, 2015 for the financial year ended March 31, 2021.

The CEO and CFO have also given quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33 of SEBI LODR Regulations, 2015.

The annual certificate given by the CEO and the CFO is published in this Report as **Annexure-B** of this Corporate Governance Report.

### **15.30 Uday Kotak Committee Recommendations**

In June 2017, SEBI set up a committee under the chairmanship of Shri Uday Kotak to advise on issues relating to corporate governance in India. In October 2017, the committee submitted a report containing its recommendations, which were considered by SEBI in its Board Meeting held in March 2018. On May 9, 2018, SEBI notified SEBI LODR (Amendment) Regulations, 2018 implementing majority of these recommendations effective from April 1, 2019 or such other date as specified therein.

The Company substantially complies with the amendments notified and wherever there are new requirements, it will take necessary steps to ensure compliance by the effective date.

### **15.31 Policy for Preservation of Documents**

Pursuant to the requirements under Regulation 9 of the Listing Regulations, the Board has formulated and approved a Document Retention Policy prescribing the manner of retaining the Company's documents and the time period up to certain documents are to be retained. The policy percolates to all levels of the organization who handle the prescribed categories of documents.

### **15.32 Policy for Determination of Legitimate Purposes**

The Company has formulated a comprehensive Policy for Determination of Legitimate Purposes. This Policy is formulated pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as inserted by SEBI [Prohibition of Insider Trading] (Amendment) Regulations, 2018 for determination of legitimate purpose of for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring Unpublished Price Sensitive Information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any. The Policy is also hosted on the website of the Company at <https://www.gallant.com>

### **15.33 Policy on enquiry of leak of Unpublished Price Sensitive Information**

The Company has formulated a comprehensive Policy for

enquiry of leak Unpublished Price Sensitive Information. This Policy is formulated as per requirement of Regulation 9A(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as inserted by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 for enquiry procedure in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information. The Policy is also hosted on the website of the Company at <https://www.gallant.com>

### **15.34 Shareholder voting**

Shareholders are requested to cast their votes on the Resolutions mentioned in the Notice of the Seventeenth Annual General Meeting of the Company by using any one of the following options:

- 1) Vote in advance of the Annual General Meeting through remote e-voting process.
- 2) Vote in person at the Annual General Meeting through electronic voting facilities.

### **15.35 Green Initiative in Corporate Governance**

Rule 11 of the Companies (Accounts) Rules, 2014 permits circulation of Annual Report through electronic means to such of the shareholders whose e-mail addresses are registered with NSDL or CDSL or the shareholders who have registered their e-mail IDs with the Company to receive the documents in electronic form and physical copies to those shareholders whose e-mail IDs have not been registered either with the company or with the depositories.

To support this green initiative of the Government, shareholders are requested to register their e-mail addresses, with the DPs, in case shares are held in dematerialized form and with the R & T Agents, in case the share are held in physical form and also intimate changes, if any in their registered e-mail addresses to the company/ DPs, from time to time.

### **15.36 Compliance Certificate on Corporate Governance**

Certificate received from M/s. ALPS & Co., Chartered Accountants (Firm Registration Number: FRN 313132E), Statutory Auditors of the Company having their office at 310, Todi Chambers, 2, Lalbazar Street, Kolkata – 700001 confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 34 (3) and Regulation 53(f) read with Schedule V(E) of the SEBI LODR Regulations, 2015 is annexed to this Corporate Governance Report as **Annexure-C**.

### **15.37 Secretarial Audit**

The Company's Board of Directors appointed Mr. Anurag Fatehpuria (Membership No. 34471, CP No. 12855), Practicing Company Secretary to conduct the secretarial audit of its records and documents for the Financial Year 2020-21. The secretarial audit report confirms that the

Company has complied with all applicable provisions of the Companies Act, 2013, Secretarial Standards, Depositories Act 1996, SEBI LODR Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015 and all other regulations and guidelines of SEBI as applicable to the Company. The Secretarial Audit Report forms part of the Directors' Report.

### **15.38 Remuneration of Directors Criteria for making payments to Non-Executive Directors (including Independent Directors)**

The Non-Executive Directors (including Independent Directors) of the Company are paid remuneration by way of sitting fees for attending meeting of Board and Committee thereof.

Details of payment of Sitting Fee for the year 2020-21 are as follows:

Name of Director	Sitting Fees (Rs.)
Mr. Nitin Mahavir Prasad Kandoi	1,15,000
Mr. Jyotirindra Nath Dey	1,45,000
Mrs. Richa Bhartiya	15,000
Mr. Dindayal Jalan	75,000
Mr. Ashtbhuj Prasad Srivastava	95,000
Mrs. Nishi Agrawal	35,000
<b>TOTAL</b>	<b>4,80,000</b>

### **15.39 Dividend History for the last 10 financial years**

The Table below highlights the history of Dividend declared by the Company in the last 10 financial years:

Sr. No	F.Y. of Declaration of Dividend	Date of Declaration of Dividend	Amount declared per share	Dividend Amount
1	2019-20	No Dividend Declared	-	-
2	2018-19	26.09.2019	₹ 0.25/- (Twenty Five Paise only)	₹ 2,03,30581
3	2017-18	27.09.2018	₹ 0.25/- (Twenty Five Paise only)	₹ 2,03,30581
4	2016-17	No Dividend Declared	-	-
5	2015-16	No Dividend Declared	-	-
6	2014-15	No Dividend Declared	-	-
7	2013-14	No Dividend Declared	-	-
8	2012-13	No Dividend Declared	-	-
9	2011-12	No Dividend Declared	-	-
10	2010-11	No Dividend Declared	-	-

### **15.40 Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/unclaimed dividend on shares for a consecutive period of 7 (Seven) years**

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a Shareholder for a period of 7 (Seven) consecutive years or more shall be credited to the Demat Account of Investor Education and Protection

Fund Authority (IEPFA) within a period of 30 (Thirty) days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

During the year, no shares were outstanding for transfer to the IEPF Authority. Shares which will be transferred to the Demat Account of IEPFA can be claimed back by the Shareholder from IEPFA by following the procedure prescribed under the aforesaid rules. Therefore, it is in the interest of Shareholders to regularly claim the dividends declared by the Company.

**15.41** Mr. Nitin Mahavir Prasad Kandoi, Non-Executive Directors holds 10,500 Shares in the company.

### **15.42 Codes and Policies**

Particulars Website Details/Links:

Policy/Code	Weblink
Dividend Distribution Policy	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>
Composition and Profile of the Board of Directors	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>
Terms and conditions of appointment of Independent Directors	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>
Familiarisation Programme hours FY 2020-21 for Independent Directors	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>
Remuneration Policy of Directors, KMPs & Other Employees	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>
Code of Conduct	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>
Criteria of Making Payments to Non-Executive Directors	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>
Corporate Social Responsibility Policy	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>
Policy on Related Party Transactions	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>
Policy on Determining Material Subsidiary	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>

Policy/Code	Weblink	Policy/Code	Weblink
Whistle Blower Policy	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>	Legitimate Purpose policy	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>
Document Retention and Archival Policy	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>	Policy on enquiry of leak of Unpublished Price Sensitive Information	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>
Prevention of Sexual Harassment (POSH) at Workplace	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>	Risk Management Policy	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>
Code of Conduct for Prevention of Insider Trading	<a href="https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes">https://www.gallantt.com/Investors Corner/ Gallant Metal Limited/Policies and Codes</a>	<b>For and on Behalf of the Board</b> <b>C. P. Agrawal</b> <b>Date:</b> June 29, 2021 <b>Chairman</b>	

**Annexure - A**

**DECLARATION**

To  
 The Members of  
 Gallant Metal Limited

In accordance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm that, all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended on March 31, 2021.

Place : Gorakhpur  
 Date : June 29, 2021

**C. P. Agrawal**  
 Chairman and Managing Director

**CEO/CFO CERTIFICATION**

The Board of Director

**Gallant Metal Limited**

**“GALLANT HOUSE”,**

I-7, Jangpura Extension,  
New Delhi – 110014

**Re: Financial Statements for the Financial year 2020-21 – Certificate by CEO/MD and CFO**

- a) We have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended on March 31, 2021 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there are no:
  - i. Significant changes in internal control over financial reporting during the year;
  - ii. Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Gorakhpur

Date : June 29, 2021

**Chandra Prakash Agrawal**

*Managing Director*

**Sandip Kumar Agarwal**

*Chief Financial Officer*

**INDEPENDENT AUDITOR'S CERTIFICATE TO THE MEMBERS OF GALLANTT METAL LIMITED**

To  
The Members of  
**Gallantt Metal Limited**

1. We, ALPS & Co., Chartered Accountants, the Statutory Auditors of Gallantt Metal Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2021, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the Listing Regulations).

**Managements' Responsibility**

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

**Auditor's Responsibility**

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2021. We state that in respect of investor grievances received during the year ended March 31, 2021, no investor grievance is pending against the Company, as per the records maintained by the Company and presented to the Stakeholders' Relationship Committee.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For ALPS & Co.**  
*Chartered Accountants*  
Firm's Registration No: 313132E

**A. K. Khetawat**

*Partner*

Membership No: 52751

UDIN: 21052751AAABW8226

**Place:** Kolkata

**Date:** June 29, 2021

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
 The Board of Directors,  
**GALLANT METAL LIMITED**  
 "GALLANTT HOUSE", I-7, Jangpura Extension,  
 New Delhi – 110014.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Gallant Metal Limited having CIN: L27109DL2005PLC350524 and having Registered Office at "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi – 110014 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications [including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)] as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory

S.N.	Name of the Directors	DIN	Date of Appointment in the Company
1	Mr. Chandra Prakash Agrawal	01814318	01.04.2005
2	Mr. Dinesh Raghbir Prasad Agarwal`	01017125	07.02.2005
3	Mr. Prashant Jalan	06619739	12.08.2013 <i>Resigned w.e.f. 29.06.2020</i> <i>Again reappointed w.e.f. 04.11.2020</i>
4	Mr. Nitin Mahavir Prasad Kandoi	01979952	07.02.2005
5	Mr. Jyotirindra Nath Dey	00180925	30.11.2005
6	Mrs. Richa Bhartiya	06905283	12.11.2014 <i>Resigned w.e.f. 29.06.2020</i>
7	Mr. Ashtbhuj Prasad Srivastava	08434115	29.04.2019
8	Mr. Dindayal Jalan	00006882	23.06.2019 <i>Resigned w.e.f. 12.04.2021</i>
9	Mrs. Nishi Agrawal	08441260	04.11.2020

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**(Anurag Fatehpuria)**  
*Practicing Company Secretary*  
 Membership No. 34471,  
 CP No. 12855  
 UDIN: A034471C000533882

**Place:** Kolkata  
**Date:** June 29, 2021

**INDEPENDENT AUDITOR'S REPORT**

To the Members of **Gallant Metal Limited**  
**Report on the Standalone Financial Statements**  
**Opinion**

We have audited the accompanying standalone financial statements of Gallant Metal Limited ("the Company") which comprises the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('The Act') in the manner so required and give a true and fair view in conformity with the Ind Accounting Standard prescribed under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015, as amended (Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021 and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the

Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Emphasis of Matter**

We draw attention to Note no. 2A.2 to the Standalone Financial Statements, which describes the uncertainties and the impact of COVID-19 pandemic on the Company's operations and results as assessed by the management. Our opinion is not modified in respect of this matter.

**Key Audit Matters**

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matter. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How our audit assessed the key audit matter	
<b>Revenue from sale of products</b> (Refer Note 2.12 of the standalone Ind AS financial statements)	<p>The Company recognises revenues when control of the goods are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods.</p> <p>The terms of sales arrangements, including the timing of transfer of control, delivery specifications and judgement in determining timing of sales revenues. The risk is, therefore, that revenue may not be recognised in the current period in accordance with Ind AS 115.</p> <p>Accordingly, due to the risk associated with revenue recognition, it was determined to be a key audit matter in our audit of the standalone Ind AS financial statements</p>	<p>Following procedures have been performed to address this key audit matter:</p> <ul style="list-style-type: none"> <li>Considered the Company's revenue recognition policy and its compliance in terms of Ind AS 115 'Revenue from contracts with customers'.</li> <li>Assessed the design and tested the operating effectiveness of internal controls related to revenue recognition.</li> <li>Performed sample test of individual sales transaction and traced to sales invoices, sales orders and other related documents. Further, in respect of the samples tested, checked that the revenue has been recognised as per the incoterms / when the conditions for revenue recognitions are satisfied.</li> <li>Selected sample of sales transactions made pre and post year end, agreed the period of revenue recognition to underlying documents.</li> <li>Assessed the relevant disclosures made within the standalone Ind AS financial statements.</li> </ul>
<b>Assessment of litigations and related disclosure of contingent liabilities</b> (Refer Note no. 2.11 and Note no. 42 of the Standalone Financial Statement)	<p>As of March 31, 2021, the Company has disclosed contingent liabilities of ₹ 2,541.61 Lakhs relating to tax and legal claims.</p> <p>Taxation, arbitration and litigation exposures have been identified as a key audit matter due to the uncertainties and timescales involved for the resolution of these claims.</p>	<p>Following procedures have been performed to address this key audit matter:</p> <ul style="list-style-type: none"> <li>Gained an understanding of the process of identification of claims, litigations, arbitrations and contingent liabilities, and evaluated the design and tested the operating effectiveness of key controls.</li> <li>Discussed and analysed material legal cases with the Company's legal department.</li> <li>Analysed the responses obtained from the Company's legal advisors who conduct the court cases, tax and administrative proceedings, in which their status and possible expected manner of proceeding were described.</li> </ul>

Key Audit Matters	How our audit assessed the key audit matter
Accordingly, there is judgement required by management in assessing the exposure of each case and thus a risk that such cases may not be adequately provided for or disclosed in the standalone Ind AS financial statements.	<ul style="list-style-type: none"> <li>Received confirmation obtained by the Company from their legal counsel / consultants on a samples basis.</li> <li>Evaluated management's assumptions and estimates relating to the recognition of the provisions for disputes and disclosures of contingent liabilities in the standalone Ind AS financial statements.</li> <li>Assessed the adequacy of the disclosures with regard to facts and circumstances of the legal and litigation matters.</li> </ul>
<b>Impact of Covid 19 on Audit</b> Due to outbreak of pandemic Covid 19 and consequent country wide lockdown enforced in different parts of India. Due to this we could not carry out normal audit procedures and audit was carried out using "Work from Home" approach. This is considered as Key Audit Matter, since alternate audit procedures were performed for carrying out audit.	<p>Due to "Work from Home" approach adopted, we performed following alternative audit procedures:</p> <ul style="list-style-type: none"> <li>Various data and confirmation were received either electronically through email or through data sharing on drive.</li> <li>For various audit procedures, reliance was placed on scanned copies of original document shared with us electronically.</li> <li>Interview/discussion with client via video conferencing/call conferencing and other verbal communications.</li> </ul>

#### Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and those charged with governance for the standalone financial statement

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

#### Auditor's Responsibilities for the Audit of standalone financial statement

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

A further description of the auditor's responsibilities for the audit of the standalone financial statements is included in Annexure A. This description forms part of our auditor's report.

#### Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- As required by Section 143(3) of the Act, based on our audit we report that:
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and Statement of change in equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015, as amended;
- e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the Internal Financial Control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our

information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements;
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For ALPS & Company

Chartered Accountants

Firm's Registration No.313132E

(A.K. Khetawat)

Partner

Place: Kolkata

Date: 29th day of June, 2021 Membership Number: 052751  
UDIN: 21052751AAAABU9134

## Annexure A

### Responsibilities for Audit of Financial Statement

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the ef-

fect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Stan-

dalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For ALPS & Company

Chartered Accountants

Firm's Registration No.313132E

(A.K. Khetawat)

Partner

Place: Kolkata

Date: 29th day of June, 2021 Membership Number: 052751

UDIN: 21052751AAAABU9134

#### ANNEXURE 'B' TO THE AUDITOR'S REPORT

(Referred to in paragraph 1 of our report of even date)

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) Fixed assets have been physically verified by the Management at reasonable intervals which in our opinion is reasonable having regard to the size of the Company and nature of its fixed assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii) The inventory has been physically verified at reasonable interval by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been properly dealt with in the books of accounts.
- iii) As per the information and explanation given to us, the company has not granted any loans, secured or unsecured to Companies, firms, LLPs or other parties, covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, sub-clause (a), (b) and (c) of clause (iii) of Paragraph 3 of the order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantee and security made, where ever applicable.
- v) The Company has not accepted any deposit from the public as stipulated under the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules framed there under and the directives issued by the Reserve Bank of India.

vi) We have broadly reviewed the books of account maintained by the Company, pursuant to the Companies (Cost Records and audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 and are of the opinion that *prima facie*, the prescribed accounts and cost records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate and complete.

vii) a) In our opinion and according to the information and explanations given to us, Company is generally been regular in depositing with appropriate authorities undisputed statutory dues, as required under this clause and applicable to the Company during the year. There is no undisputed amount payable in respect of aforesaid statutory dues, outstanding for more than six months from the date they become payable as on 31st March, 2021.

b) According to the information and explanations given to us, the statutory dues that have not been deposited with the appropriate authorities on account of any dispute for the amount mentioned below:

Name of the Statute	Nature of the Dues	Amount (₹.in lacs)	Period	Forum where dispute is pending
Income Tax Act	Income Tax	411.62*	2006-07 to 2020-21	Various appellate forums
Value Added Tax	VAT	38.04*	2007-08	Jt. Commissioner of Appeal
Central GST	GST	603.35	2014-15 2015-16 2016-17 2017-18	Commission Appeal GST Central
Central GST	GST	10.00	2013-14	Commission Appeal GST Central
Custom Act	Custom Duty	264.94	2011-12 2012-13	CESTAT, Ahmedabad

Name of the Statute	Nature of the Dues	Amount (₹.in lacs)	Period	Forum where dispute is pending
Central Excise Act	Excise Duty	170.12	2010-11	CESTAT, Ahmedabad
Central Excise Act	Excise Duty	465.65	2008-09 to 2010-11	Review Petition in Supreme Court

\*net of amount paid under protest

\*net of amount paid under protest

- viii) Based on our audit procedure and on the basis of information and explanations given by the management, the Company has not defaulted in repayment of dues to financial institutions or banks. The Company has not issued any debentures.
- ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

#### ANNEXURE 'C' TO THE AUDITOR'S REPORT

##### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Gallant Metal Limited ("the Company") as of 31 March 2021 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

##### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

##### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on

xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For ALPS & Company  
Chartered Accountants  
Firm's Registration No.313132E

(A.K. Khetawat)

Partner

Place: Kolkata  
Date: 29th day of June, 2021 Membership Number: 052751  
UDIN: 21052751AAAABU9134

our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls,

material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For ALPS & Company  
Chartered Accountants  
Firm's Registration No.313132E

(A.K. Khetawat)  
Partner

Place: Kolkata

Date: 29th day of June, 2021 Membership Number: 052751  
UDIN: 21052751AAAABU9134

# Standalone Balance Sheet as at 31st March 2021

(₹ in lacs)

Particulars	Notes	As at 31.03.2021	As at 31.03.2020
<b>(I) ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	03	46,254.03	19,785.80
(b) Capital work in progress		548.67	24,077.91
		<b>46,802.70</b>	<b>43,863.71</b>
(c) Financial assets			
(i) Investments	04	4,260.20	4,260.20
(ii) Other financial assets	05	266.80	155.62
(d) Other non-current assets	06	1,065.34	1,328.64
(e) Deferred tax assets / (liabilities) (Net)	07	-	-
(f) Current Income tax assets (Net)		222.30	194.14
		<b>52,617.34</b>	<b>49,802.31</b>
<b>(2) Current Assets</b>			
(a) Inventories	08	13,715.45	13221.73
(b) Financial assets			
(i) Trade receivables	09	5,085.27	2,274.34
(ii) Cash and cash equivalent	10	180.04	128.20
(iii) Other balances with bank	11	546.63	351.34
(iv) Loans	12	254.90	-
(v) Other financial assets	13	26.80	14.14
(c) Other current assets	14	1,237.73	532.70
		<b>21,046.82</b>	<b>16,522.45</b>
<b>TOTAL ASSETS</b>		<b>73,664.16</b>	<b>66,324.76</b>
<b>(II) EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity share capital	15	8,132.23	8,132.23
(b) Other equity	16	46,220.26	40,517.33
		<b>54,352.49</b>	<b>48,649.56</b>
<b>(2) Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	17	-	5,666.67
(b) Provisions	18	133.44	103.64
(c) Deferred tax liabilities / (Assets) (Net)	07	1,951.54	356.39
		<b>2,084.98</b>	<b>6,126.70</b>
<b>(3) Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	19	11,406.01	3,775.54
(ii) Derivative liabilities	20	5.83	-
(iii) Trade payables	21	3,767.26	3,670.16
(iv) Other financial liabilities	22	659.40	3,699.61
(b) Provisions	23	83.36	76.31
(c) Other current liabilities	24	1,304.83	326.88
(d) Current Income tax liabilities (Net)		-	-
		<b>17,226.69</b>	<b>11,548.50</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>73,664.16</b>	<b>66,324.76</b>

See accompanying notes forming part of the financial statements

As per terms of our report attached

For **ALPS & Co.**

Chartered Accountants

Firm Registration No : 313132E

**(A. K. Khetawat)**

Partner

Membership No.: 52751

Place : Kolkata

Dated : June 29, 2021

For and on behalf of the Board of Directors

**Chandra Prakash Agrawal**

**Dinesh Raghbir Prasad Agarwal**

**Sandip Kumar Agarwal**

**Arnab Banerji**

*Chairman & Managing Director*

*Whole-time Director*

*Chief Financial Officer*

*Company Secretary*

# Standalone Statement of Profit and Loss for the year ended 31st March 2021

Particulars	Notes	For Year ended 31.03.2021	For Year ended 31.03.2020
(1) Revenue from operations	25	1,00,705.48	86,504.66
(2) Other income	26	231.09	114.21
<b>(3) Total Revenue (1) + (2)</b>		<b>1,00,936.57</b>	<b>86,618.87</b>
<b>(4) EXPENSES</b>			
(a) Cost of materials consumed	27	74,065.48	71,716.74
(b) Purchase of stock in trade		923.89	234.21
(c) Changes in inventories of finished products and work in progress	28	763.24	(1,585.63)
(d) Employee benefits expense	29	3,303.08	2,920.56
(e) Finance costs	30	971.02	637.54
(f) Depreciation expense	31	1,564.51	1,415.10
(g) Other expenses	32	10,547.36	9,991.33
<b>Total Expenses (4)</b>		<b>92,138.58</b>	<b>85,329.85</b>
<b>(5) Profit before tax (3) - (4)</b>		<b>8,797.99</b>	<b>1,289.02</b>
<b>(6) Tax Expense</b>			
(a) Current tax			
(i) Current tax for current period		2,437.22	279.77
(ii) Current tax for the previous years		(53.16)	0.25
(b) Deferred tax			
(i) Deferred tax for current period		735.32	260.77
<b>Total tax expense (6)</b>		<b>3,119.38</b>	<b>540.79</b>
<b>(7) Profit for the period (5) - (6)</b>		<b>5,678.61</b>	<b>748.23</b>
<b>(8) Other comprehensive income</b>			
(a) Items that will not be reclassified to statement of profit and loss			
(i) Remeasurement of the employees defined benefit plans		37.39	(1.59)
(ii) Less : Income tax relating to items that will not be reclassified to profit or loss		13.06	(0.56)
<b>Total other comprehensive income (8)</b>		<b>24.32</b>	<b>(1.03)</b>
<b>(9) Total comprehensive income for the period (7) + (8)</b>		<b>5,702.93</b>	<b>747.20</b>
<b>(10) Earnings per equity share: (Face value of share of ₹ 10 each)</b>	35		
(a) Basic		6.98	0.92
(b) Diluted		6.98	0.92

See accompanying notes forming part of the financial statements

As per terms of our report attached

For **ALPS & Co.**

Chartered Accountants

Firm Registration No : 313132E

**(A. K. Khetawat)**

Partner

Membership No.: 52751

Place : Kolkata

Dated : June 29, 2021

For and on behalf of the Board of Directors

*Chairman & Managing Director*

*Whole-time Director*

*Chief Financial Officer*

*Company Secretary*

**Chandra Prakash Agrawal**

**Dinesh Raghbir Prasad Agarwal**

**Sandip Kumar Agarwal**

**Arnab Banerji**

# Standalone Statement of Changes in Equity

for the year ended 31st March 2021

(₹ in lacs)

## A. Equity Share Capital

Particulars	Amount
Balance as at 1 April 2019	8,132.23
Changes in equity share capital during the year ended March 31, 2020	-
Balance as at 31 March 2020	8,132.23
Changes in equity share capital during the year ended March 31, 2021	-
<b>Balance as at March 31, 2021</b>	

## B. Other Equity

Statement of changes in Equity	Reserves and surplus		Items of OCI	Total Equity
	Security Premium	Retained Earnings		
<b>Balance at April 1, 2019</b>	1,050.00	38,914.73	50.50	40,015.23
<b>Total comprehensive income for the year ended 31.03.2019</b>				
Profit or Loss	-	503.13	-	503.13
Other Comprehensive Income (net of tax)	-	-	(1.03)	(1.03)
<b>Balance at March 31, 2020</b>	<b>1,050.00</b>	<b>39,417.86</b>	<b>49.47</b>	<b>40,517.33</b>
<b>Total comprehensive income for the year ended 31.03.2021</b>				
Profit or Loss	-	5,678.61	-	5,678.61
Other Comprehensive Income (net of tax)	-	-	24.32	24.32
<b>Total Comprehensive Income</b>	<b>1,050.00</b>	<b>45,096.47</b>	<b>73.79</b>	<b>46,220.26</b>
<b>Transaction with owners, recorded directly in equity contributions by and distribution to owners</b>				
Dividend (including dividend distribution tax)	-	-	-	-
Total contribution by and distribution to owner	-	-	-	-
<b>Balance at March 31, 2021</b>	<b>1,050.00</b>	<b>45,096.47</b>	<b>73.79</b>	<b>46,220.26</b>

See accompanying notes forming part of the financial statements

As per terms of our report attached

For and on behalf of the Board of Directors

For **ALPS & Co.**

*Chartered Accountants*

**Firm Registration No : 313132E**

**(A. K. Khetawat)**

*Partner*

Membership No.: 52751

Place : Kolkata

Dated : June 29, 2021

**Chandra Prakash Agrawal**

*Chairman & Managing Director*

**Dinesh Raghbir Prasad Agarwal**

*Whole-time Director*

**Sandip Kumar Agarwal**

*Chief Financial Officer*

**Arnab Banerji**

*Company Secretary*

# Standalone Cash Flow Statement for the year ended 31st March 2021

(₹ in lacs)

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
<b>A. Cash Flow from Operating activities:</b>		
<b>Profit for the period</b>	8,797.99	1,289.02
<i>Adjustments for:</i>		
Income tax expenses recognised in the statement of profit and loss		
Depreciation expense	1,564.51	1,415.10
Interest income	(47.94)	(70.23)
Interest expenses	785.94	445.85
Remeasurement Gain / (Loss) on defined benefit plan	37.39	(1.59)
Net (Gain)/Loss on derivative instruments	5.83	-
(Profit)/loss on sale of property, plant & equipments	7.68	0.91
Liabilities/provision no longer required written back	(2.84)	(1.24)
<b>Operating profit before working capital changes</b>	<b>11,148.55</b>	<b>3,077.82</b>
<i>Adjustments for (increase)/decrease in operating assets</i>		
Inventories	(493.72)	(2,149.23)
Trade receivables	(2,810.93)	1,482.54
Non-current financial Assets	(111.18)	(62.94)
Other non-current assets	1.16	(0.01)
Current financial assets	(1.45)	(23.30)
Other current assets	(705.03)	532.61
<i>Adjustments for increase/(decrease) in operating liabilities</i>		
Trade Payables	97.10	1,824.10
Current financial liabilities	110.38	(58.36)
Other current liabilities	977.95	(186.02)
Provisions	39.69	66.28
<b>Cash generated from operations</b>	<b>8,252.52</b>	<b>4,503.49</b>
Direct taxes paid	(1,565.45)	(372.29)
<b>Net cash generated from operating activities</b>	<b>6,687.07</b>	<b>4,131.20</b>
<b>B. Cash Flow from Investing activities:</b>		
Purchase of property, plant and equipment	(4,593.99)	(10,639.88)
Sale of property, plant & equipment	27.69	1.24
Investment in Shares	-	5.88
Movement in loans and advances	(254.90)	211.28
Movement in fixed deposit held as margin	(195.29)	(256.16)
Interest received	36.73	61.68
<b>Net cash (used in) investing activities</b>	<b>(4,979.76)</b>	<b>(10,615.96)</b>

Notice

Board & Management Report

Standalone Financial Report

Consolidated Financial Report

page  
113

## Standalone Cash Flow Statement for the year ended 31st March 2021

(₹ in lacs)

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
<b>C. Cash Flow from Financing activities:</b>		
Proceeds from long term borrowings	(8,500.00)	8,500.00
Proceeds from short term borrowings	7,630.47	-
Repayment of long term borrowings	-	-
Repayment of short term borrowings	-	(1,350.95)
Interest paid	(785.94)	(445.85)
Dividend Paid	-	(203.31)
Dividend distribution tax paid	-	(41.79)
<b>Net cash (used in) financing activities</b>	<b>(1,655.47)</b>	<b>6,458.10</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>51.84</b>	<b>(26.66)</b>
<b>Cash and cash equivalents as at 1st April</b>	<b>128.20</b>	<b>154.86</b>
<b>Cash and cash equivalents as at 31st March</b>	<b>180.04</b>	<b>128.20</b>

See accompanying notes forming part of the financial statements

1. Cash and cash equivalents represents cash, cheques on hand and balances with banks. {Refer Note. 10(a)}
2. Figures in brackets represent outflows.

As per terms of our report attached

For and on behalf of the Board of Directors

For **ALPS & Co.**

*Chartered Accountants*

**Firm Registration No : 313132E**

**(A. K. Khetawat)**

*Partner*

Membership No.: 52751

Place : Kolkata

Dated : June 29, 2021

**Chandra Prakash Agrawal**

**Dinesh Raghbir Prasad Agarwal**

**Sandip Kumar Agarwal**

**Arnab Banerji**

*Chairman & Managing Director*

*Whole-time Director*

*Chief Financial Officer*

*Company Secretary*

## Notes on Standalone financial statements as at / for the year ended 31st March 2021

### Note -01 General Information

#### 1.01 Corporate Information

Gallant Metal Limited ("the Company") is a public limited company domiciled in India incorporated under the provisions of the Companies Act. The registered office of the company is located in Delhi, India. The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The Company is engaged in manufacturing of Steel and Steel products with power plant and having its manufacturing unit at Village Samakhiali, Dist Kutch in the State of Gujarat.

#### 1.02 Basis of preparation of financial statement

These financial statement have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention(except for certain financial instruments that are measured at fair values at the end of each reporting period) on accrual basis to comply in all material aspects with the Indian Accounting Standards (herein after referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment rules, 2016.

The financial statements have been prepared on accrual and going concern basis. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements for the year ended March 31, 2021 were approved by the Board of Directors and authorised for issue on June 29, 2021.

#### 1.03 Basis of measurement

These financial statements are prepared under the historical cost convention otherwise indicated.

#### 1.04 Functional and presentation currency

The functional currency and presentation currency of the Company is Indian Rupee ("₹") which is the currency of the primary economic

environment in which the Company operate. All amounts have been rounded to the nearest lakhs, unless otherwise indicated.

#### 1.05 Key estimates and assumptions

The preparation of separate financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the separate financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

- Useful lives of Property, plant and equipment (Refer Note 2.01)
- Assets and obligations relating to employee benefits (Refer Note 2.15)
- Valuation and measurement of income taxes and deferred taxes (Refer Note 2.16)
- Provisions and Contingencies (Refer Note 2.11)

#### 1.06 Measurement of fair values

A number of the the Company's accounting policies and disclosures require the measurement of fair values for both financial and non financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses

## Notes on Standalone financial statements as at / for the year ended 31st March 2021

observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

### Note -02 Significant Accounting Policies

#### 2.01 Property, Plant and Equipment (PPE)

Land, Buildings, Plant and Equipment, Furniture and Fixtures and Vehicles held for use in the production or supply of goods or services, or for administrative purposes are stated at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated. Cost includes purchase cost of materials, including import duties and non-refundable taxes, any directly attributable costs of bringing an asset to the location and condition of its intended use and borrowing costs capitalised in accordance with the Company's accounting policy.

Properties in the course of construction for production or supply of goods or services or for administrative purposes are carried at cost, less any recognised impairment losses

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over the useful lives, using the straight-line method. Depreciation of assets commences when the assets are ready for their intended use. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any

changes is accounted as change in estimate on a prospective basis.

Estimated useful lives of the assets are as follows:

Buildings	: 3 to 60 years
Plant and equipment:	: 10 to 25 years
Furniture and Fixtures	: 10 years
Office Equipments	: 5 to 10 years
Computers	: 3 years
Motor Vehicles	: 8 to 10 years
Rolls	: 1 year

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is recognised in profit and loss.

The Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 1, 2016 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

#### 2.02 Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment (if any) losses. Amortisation is recognised at straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of intangible assets is recognised in profit and loss.

The Company has elected to continue with the carrying value of all of its intangible assets recognised as of April 1, 2016 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

#### 2.03 Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Company reviews the carrying amounts of its tangible

## Notes on Standalone financial statements as at / for the year ended 31st March 2021

and intangible assets (Other than goodwill) to determine whether there is any indication that those assets have suffered any impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset or cash generating unit is estimated to be less than the carrying amount, the carrying amount of the asset or cash generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit and loss.

When an impairment loss subsequently reverses, the carrying value of the asset or cash generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or cash generating unit in prior years. Any reversal of an impairment loss is recognised immediately in profit and loss.

### 2.04 Investments in Subsidiaries and Associates

Investments in subsidiaries and associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and associates the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

Upon first-time adoption of Ind AS, the Company has elected to measure its investments in subsidiaries and associates at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., April 01, 2016.

### 2.05 Inventories

Inventories which comprise raw materials, work-in-progress and finished products are valued at lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes purchase price, non refundable taxes and duties and other directly attributable costs incurred in bringing the goods to the point of sale. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable.

Stores and spares are valued at cost comprising of purchase price, non refundable taxes and duties and other directly attributable costs after providing for obsolescence and other losses, where considered necessary.

Value of inventories are generally ascertained on the "FIFO (First in First out)" basis.

### 2.06 Cash and Cash equivalents

Cash and cash equivalents in the balance sheet comprise cash on hand, bank balances and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

### 2.07 Financial Assets

#### i) Initial recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost is recognised in the statement of profit and loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

#### ii) Subsequent Measurement

Financial assets are subsequently / classified and measured at:  
amortised cost

## Notes on Standalone financial statements as at / for the year ended 31st March 2021

fair value through profit and loss (FVTPL)

fair value through other comprehensive income (FVOCI)

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

### iii) Trade Receivables and Loans

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

### iv) Debt Instruments

(a) Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the Company's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

(b) Measured at amortised cost: Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

(c) Financial assets at fair value through other comprehensive income (FVTOCI): A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(d) Measured at fair value through profit or loss: A financial asset not classified as either amortised cost or FVOCI, is

classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'Other Income' in the Statement of Profit and Loss.

### v) Equity Instruments

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

### vi) Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

### vii) Impairment of Financial Asset

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financial assets in FVTPL category.

For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

## Notes on Standalone financial statements as at / for the year ended 31st March 2021

The impairment losses and reversals are recognised in Statement of Profit and Loss.

### 2.08 Financial Liabilities

#### i) Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

#### ii) Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

#### iii) Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

### 2.09 Off setting of Financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### 2.10 Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of item being hedged and the type of hedge relationship designated.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

### 2.11 Provisions and Contingent Liabilities

Provisions are recognized when the Company has a present obligation as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

Commitments includes the amount of purchase orders (net of advance) issued to parties for acquisition of assets.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

### 2.12 Revenue recognition

#### i) Sale of goods

Revenue from the sale of goods in the course of ordinary activities is measured at fair value of the consideration received or receivable, net of returns, trade discounts and quantity discount and exclusive of Goods and Service Tax and other taxes and duties collected on behalf of the government. Sales are recognised when goods are supplied and significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of contract and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods.

## Notes on Standalone financial statements as at / for the year ended 31st March 2021

### ii) Dividend and Interest income

Dividend income is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

### iii) Insurance Claims

Insurance claims are accounted for on acceptance and when there is a reasonable certainty of receiving the same, on ground of prudence.

### 2.13 Foreign Currencies Transactions

The financial statements of the Company are presented in Indian Rupee (INR), which is Company's functional and presentation currency.

Transactions in currencies other than entity's functional currency (foreign currency) are recorded at the rates of exchange prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies (other than derivative contracts) remaining unsettled at the end of the each reporting period are remeasured at the rates of exchange prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currency are retranslated at the rate prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange difference on monetary items are recognised in profit and loss in the period.

### 2.14 Borrowing costs

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs

that are directly attributable to the acquisition of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

### 2.15 Employee Benefits

#### i) Short-term benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

#### ii) Post Employment Benefit

##### (a) Defined Contribution Plans

Payments made to a defined contribution plan such as Provident Fund and Family Pension maintained with Regional Provident Fund Office are charged as an expense in the Statement of Profit and Loss as they fall due.

##### (b) Defined Benefit Plans

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, after discounting the same. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses are recognized immediately in Other Comprehensive Income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognized in Statement of Profit and Loss.

### 2.16 Taxes on Income

#### i) Current tax

Current tax is payable based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Standalone

## Notes on Standalone financial statements as at / for the year ended 31st March 2021

statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

### ii) Deferred tax

Deferred tax is the tax expected to be payable or recoverable on temporary differences between the carrying value of assets and liabilities in the Standalone financial statements and the corresponding tax bases used in the computation of taxable profits and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are only recognised on deductible temporary differences to the extent that is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset to the extent that they relate to taxes levied by the same tax authority and there are legally enforceable rights to set off current tax assets and current tax liabilities within that jurisdiction.

### iii) Minimum alternate tax

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is recognised as a deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the

Company will pay normal income tax during the specified period and it is probable that future economic benefit associated with it will flow to the Company.

iv) Current and deferred tax are recognised in profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

### 2.17 Earning Per Share

Basic Earnings per share is calculated by dividing the net profit / (loss) for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit / (loss) for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

### 2A Recent Indian Accounting Standard (Ind AS) and Note on COVID-19

#### 2A.1 Recent accounting pronouncements which are not yet effective

Ministry of Corporate Affairs (MCA) notifies new standard or amendments to the existing standards. There is no such notifications which would have been applicable from April 1, 2021.

#### 2A.2 Notes on COVID-19

In view of the lockdown across the country due to the outbreak of COVID pandemic, manufacturing operations are scaled down or shut down in compliance with the directives / orders issued by the local Panchayat / Municipal Corporation / State / Central Government authorities.

As per management's current assessment, no significant impact on carrying amounts of inventories, trade receivables, investments and other financial assets is expected, and management will continue to monitor changes in future economic conditions. The eventual outcome of the impact of the global health pandemic may be different from those estimated as on the date of approval of these Financial Statements.

**Notes on Standalone financial statements** as at / for the year ended 31st March 2021

(₹ in lacs)

03. Property, plant and equipment													
		Freehold Land	Freehold Building	Roads	Plant and Machinery	Electrical installation and Equipments	Lab Equipments	Furniture and fixtures	Office Equipments	Motor Vehicles	Computers	Rolls	Total
<b>Cost or deemed cost</b>													
Balance at April 1, 2019	923.45	4,579.92	557.57	17,674.54	436.67	43.51	31.59	45.41	290.81	7.13	380.32	24,970.92	
Additions	75.55	-	-	0.83	6.41	3.17	2.94	0.38	81.87	0.99	240.70	412.84	
Disposals	-	-	-	-	-	-	-	-	(5.51)	-	(380.32)	(385.83)	
Balance at March 31, 2020	999.00	4,579.92	557.57	17,675.37	443.08	46.68	34.53	45.79	367.17	8.12	240.70	24,997.93	
Additions	191.43	3,150.45	120.47	24,325.87	4.73	-	3.00	1.99	104.11	5.93	160.13	28,068.11	
Disposals	-	-	-	(114.15)	-	-	-	-	(4.43)	-	(240.70)	(359.28)	
<b>Balance at March 31, 2021</b>	<b>1,190.43</b>	<b>7,730.37</b>	<b>678.04</b>	<b>41,887.09</b>	<b>447.81</b>	<b>46.68</b>	<b>37.53</b>	<b>47.78</b>	<b>466.85</b>	<b>14.05</b>	<b>160.13</b>	<b>52,706.76</b>	
<b>Accumulated depreciation</b>													
Balance at April 1, 2019	-	480.43	187.54	2,844.19	249.33	20.23	16.34	28.98	71.64	4.78	277.25	4,180.71	
Depreciation expense	-	162.97	62.67	914.32	15.84	4.27	2.76	6.50	42.82	1.09	201.86	1,415.10	
Disposals	-	-	-	-	-	-	-	-	(3.36)	-	(380.32)	(383.68)	
Balance at March 31, 2020	-	643.40	250.21	3,758.51	265.17	24.50	19.10	35.48	111.10	5.87	98.79	5,212.13	
Depreciation expense	-	178.38	64.49	1,061.67	13.81	3.56	2.63	4.29	46.89	2.00	186.79	1,564.51	
Disposals	-	-	-	(79.41)	-	-	-	-	(3.80)	-	(240.70)	(323.91)	
<b>Balance at March 31, 2021</b>	<b>-</b>	<b>821.78</b>	<b>314.70</b>	<b>4,740.77</b>	<b>278.98</b>	<b>28.06</b>	<b>21.73</b>	<b>39.77</b>	<b>154.19</b>	<b>7.87</b>	<b>44.88</b>	<b>6,452.73</b>	
<b>Carrying amount</b>													
Balance at March 31, 2020	999.00	3,936.52	307.36	13,916.86	177.91	22.18	15.43	10.31	256.07	2.25	141.91	19,785.80	
<b>Balance at March 31, 2021</b>	<b>1,190.43</b>	<b>6,908.59</b>	<b>363.34</b>	<b>37,146.32</b>	<b>168.83</b>	<b>18.62</b>	<b>15.80</b>	<b>8.01</b>	<b>312.66</b>	<b>6.18</b>	<b>115.25</b>	<b>46,254.03</b>	

Note:

- All property plant and equipment are given as collateral security to the bank for working capital loans by way of hypothecation on movable fixed assets including plant and machinery both present and future and equitable mortgage over immovable properties of the company viz. land and building situated in Kutch, Gujarat.
- Depreciation is provided, under the Straight Line Method, pro rata to the period of use, based on useful lives specified in Schedule II to the Companies Act, 2013.

**Notes on Standalone financial statements** as at / for the year ended 31st March 2021 (₹ in lacs)

<b>04. Investments in Subsidiaries and Associates</b>		<b>As at 31.03.2021</b>		<b>As at 31.03.2020</b>	
		Qty Nos.	Amount	Qty Nos.	Amount ₹ lakhs
	<b>Investments in Equity Instruments (Fully paid up unless stated otherwise)</b>				
(a)	<b>Quoted Investments</b>				
	<b>Associates</b>				
	Gallant Ispat Limited at face value of ₹ 1 each (P.Y. ₹ 1 each)	7,25,19,920	4,260.20	7,25,19,920	4,260.20
	<b>Total aggregate quoted investments</b>	<b>7,25,19,920</b>	<b>4,260.20</b>	<b>7,25,19,920</b>	<b>4,260.20</b>
	<b>Total Investments carrying value</b>		<b>4,260.20</b>		<b>4,266.08</b>
	<b>Aggregate book value of quoted investments</b>		<b>4,260.20</b>		<b>4,260.20</b>
	<b>Aggregate market value of quoted investments</b>		<b>26,506.03</b>		<b>13,670.00</b>
<b>05.</b>	<b>Other non-current financial assets (Unsecured, Considered good)</b>				
			<b>As at 31.03.2021</b>	<b>As at 31.03.2020</b>	
(a)	Security deposits		266.80	155.62	
	<b>Total non-current financial assets</b>		<b>266.80</b>	<b>155.62</b>	
<b>06.</b>	<b>Other non-current assets</b>				
(a)	Capital advances		315.62	577.76	
(b)	Balance with Statutory / Government Authorities		749.72	750.88	
	<b>Total other non-current assets</b>		<b>1,065.34</b>	<b>1,328.64</b>	
<b>07.</b>	<b>Deferred tax balances</b>				
	The following is the analysis of deferred tax assets/(liabilities) presented in the balance sheet:				
	Deferred tax assets		2,231.46	3,063.70	
	Deferred tax liabilities		(4,183.00)	(3,420.09)	
	<b>Net deferred tax asset/(liability)</b>		<b>(1,951.54)</b>	<b>(356.39)</b>	
	<b>For Year ended 31.03.2021</b>				
	<b>Deferred tax (liabilities)/assets in relation to:</b>				
	<b>Defferred Tax Liability</b>				
	Written down value of Assets		4,183.00	3,420.08	
	Other Provision		-	-	
			<b>4,183.00</b>	<b>3,420.08</b>	
	<b>Defferred Tax Assets</b>				
	Mat Credit entitlement		2,110.25	2,957.03	
	Provision for retirement benefit		75.75	62.32	
	Other Provision		45.45	44.35	
			<b>2,231.45</b>	<b>3,063.70</b>	
<b>08.</b>	<b>Inventories</b>				
(a)	Raw materials		7,733.3	7,049.57	
	Including in transit ₹ 3448.57 lakhs (P.Y. ₹ 4225.28 lakhs)				
(b)	Work-in-progress		38.00	-	
(c)	Finished products		3,406.94	4,208.18	
(d)	Stores and spare parts		2,537.21	1,963.98	
	<b>Total inventories</b>		<b>13,715.45</b>	<b>13,221.73</b>	

1. Inventories are pledged on pari passu first charge against short term loans from bank (refer note 19)
2. The mode of valuation of Inventories has been stated in note 02 point -05

## Notes on Standalone financial statements as at / for the year ended 31st March 2021

(₹ in lacs)

09. Trade receivables (Current) Unsecured, considered good			
	As at 31.03.2021	As at 31.03.2020	
Total trade receivables	5,085.27	2,274.34	
	<b>5,085.27</b>	<b>2,274.34</b>	
1. Trade receivables are pledged on pari passu first charge against short term loans from bank (refer note 19).			
10. Cash and bank balances			
(a) Cash and cash equivalents			
(i) Cash on hand	7.03	6.97	
(ii) Balances with banks			
(a) In current accounts	5.01	5.07	
(b) In deposits accounts*	168.00	116.16	
<b>Total cash and cash equivalents</b>	<b>180.04</b>	<b>128.20</b>	
(i) * This represent deposits with original maturity of less than or equal to three months.			
11. Other bank balances			
In deposits accounts*	545.38	350.08	
Earmarked balance with bank for unclaimed dividend	1.25	1.26	
	<b>546.63</b>	<b>351.34</b>	
<b>Total cash and bank balances</b>			
Included above			
(i) Bank deposits for margin against letters of credit and Bank Guarantee	<b>713.38</b>	<b>466.24</b>	
(ii) * This represent deposits with original maturity of more than three months but within twelve months.			
12. Current Financial Assets - Loans (Unsecured, considered good)			
(a) Loan to related parties (refer note 37)	254.90	-	
(b) Loans to other Body Corporates	-	-	
	<b>254.90</b>	<b>-</b>	
Details of loans under section 186(4) of the Companies Act, 2013			
Nihon Impex Private Limited	-	-	
GL Steel and Power Limited	254.90	-	
13. Other financial assets			
(a) Interest accrued on fixed deposits	22.70	11.49	
(b) Others	4.10	2.65	
<b>Total other financial assets</b>	<b>26.80</b>	<b>14.14</b>	
14. Other current assets			
(a) Advance with public bodies			
i) Balance with Statutory and Government authorities	484.39	201.26	
ii) Advance to suppliers	701.68	289.50	
iii) Other advances and prepayments			
a) Prepayments	51.66	41.66	
b) Others	-	0.30	
<b>Total other current assets</b>	<b>1,237.73</b>	<b>532.70</b>	
15. Share capital			
Authorised:			
83,000,000 (P.Y 83,000,000 ) Equity Shares of ₹ 10 each	8,300.00	8,300.00	
Issued, Subscribed and fully paid up:			
81,322,324 (P.Y. 81,322,324 ) Equity Shares of ₹ 10 each	8,132.23	8,132.23	
	<b>8,132.23</b>	<b>8,132.23</b>	

**Reconciliation of Number of Shares and amount outstanding at the beginning and end of the reporting period**

	For the period ended 31.03.2021		For the period ended 31.03.2020	
	No. of Shares	Amount ₹ lacs	No. of Shares	Amount ₹ lacs
<b>Equity shares</b>				
<b>Issued, subscribed and fully paid up:</b>				
At beginning and end of the year	8,13,22,324	8,132.23	8,13,22,324	8,132.23
Issued during the year	-	-	-	-
At end of the year	<b>8,13,22,324</b>	<b>8,132.23</b>	<b>8,13,22,324</b>	<b>8,132.23</b>

**Rights, preferences and restrictions attached to shares**

**Equity Shares**

- (i) The company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is entitled for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to the number of equity shares held by the shareholders.
- (ii) The Company has not reserved any shares for issue under options and contracts/commitments for the sale of shares/disinvestment.
- (iii) The Company for the period of five years immediately preceding the date of Balance Sheet has not:
  - (a) Allotted any class of shares as fully paid pursuant to contract(s) without payment being received in cash.
  - (b) Allotted fully paid up shares by way of bonus shares.
  - (c) Bought back any class of shares.

**Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

<b>Name of Shareholders</b>	For the period ended 31.03.2021		For the period ended 31.03.2020	
	No. of Shares	% of holding	No. of Shares	% of holding
Gallant Ispat Limited	3,94,62,895	48.53	3,94,62,895	48.53
Lexi Exports Pvt. Limited	1,19,30,679	14.67	1,19,30,679	14.67
Richie Credit and Finance Pvt. Ltd.	50,20,194	6.17	50,20,194	6.17
Hipoline Commercere Pvt. Ltd.	90,83,128	11.17	90,83,128	11.17

**16. Other Equity**

	<b>As at 31.03.2021</b>	<b>As at 31.03.2020</b>
a) Securities premium	1,050.00	1,050.00
b) Retained Earnings	45,096.47	39,417.86
c) Other Comprehensive Income	73.79	49.47
<b>Total other equity</b>	<b>46,220.26</b>	<b>40,517.33</b>
<b>Securities Premium</b>		
Opening and closing balance	1,050.00	1,050.00
<b>Retained Earnings</b>		
Opening balance	39,417.86	38,914.73
Profit for the period	5,678.61	748.23
Less : Dividend	-	(203.31)
Tax On Dividend	-	(41.79)
<b>Closing balance</b>	<b>45,096.47</b>	<b>39,417.86</b>

## Notes on Standalone financial statements as at / for the year ended 31st March 2021

(₹ in lacs)

### 16. Other Equity

	As at 31.03.2021	As at 31.03.2020
<b>Other Comprehensive Income</b>		
Opening Balance	49.47	50.50
Other Comprehensive Income for the year	37.39	(1.59)
Less : Tax impact on above	13.06	(0.56)
Closing Balance	<b>73.79</b>	<b>49.47</b>
	<b>46,220.26</b>	<b>40,517.33</b>

#### Nature and purpose of reserve

**Securities Premium Account :** The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium reserve.

**Retained Earnings :** Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders

### 17. Non current Financial Liabilities - Borrowings

<b>A. Unsecured - at amortised cost</b>		
(a) Other loans		- 5,666.67
		- <b>5,666.67</b>

1. These are carried at amortised cost.
2. Refer Note No. 20 for current maturities of non -current borrowings

### 18. Non-current Provisions

(a) Provision for employee benefits		
Retirement gratuity	133.44	103.64
<b>Total provisions</b>	<b>133.44</b>	<b>103.64</b>

### 19. Current Financial Liabilities - Borrowings

<b>A. Secured - at amortised cost</b>		
(a) Repayable on demand		
From banks		
a) Cash credit	3,559.86	1,364.17
b) Acceptance - Bill of Exchange	2,846.15	2,411.37
<b>Total secured borrowings</b>	<b>6,406.01</b>	<b>3,775.54</b>
<b>B. Unsecured - at amortised cost</b>		
(a) Other loans	5,000.00	-
<b>Total Unsecured borrowings</b>	<b>5,000.00</b>	<b>-</b>
<b>Total borrowings</b>	<b>11,406.01</b>	<b>3,775.54</b>

1. The above working capital loan from bank is secured by first charge by hypothecation over all the current assets including stocks of raw materials, Stock in process, Finished Goods and book debts- present and future.
2. The above working capital loan from bank is secured by collateral security by way of hypothecation on fixed assets including plant & machinery - both present and future and equitable mortage over immovable properties of the company viz. land and building situated in Kutch, Gujarat.
3. The above working capital loan from bank is secured by collateral security by pledge of 510,500 (P.Y. 510,500) equity share of the company held by promoters.
4. The above working capital loans is guaranteed by the corporate guarantee of M/s Hipoline Commerce Pvt. Ltd.
5. The above working capital loan is guaranteed by the personal guarantee of Sri C. P. Agrawal, Sri Dinesh R Agarwal and Sri Nitin Kandoi, Directors of the company.

**Notes on Standalone financial statements** as at / for the year ended 31st March 2021 (₹ in lacs)

6 The above working capital loans from bank are bearing interest @ 7.80% - 8.55% (P.Y. 8.55% - 9.05%) on cash credit account and @ 6.80% - 8.30% (P.Y. 7.40% - 8.75%) on acceptance.

7 The Company does not have any default as on the Balance Sheet date in repayment of loan or interest.

<b>20. Current Financial Liabilities - Derivative</b>		<b>As at 31.03.2021</b>	<b>As at 31.03.2020</b>
(a)	Foreign currency forward contracts	5.83	-
<b>Total derivative liabilities</b>		<b>5.83</b>	-
<b>21. Current Financial Liabilities - Trade Payables</b>			
(a)	Total outstanding dues to micro enterprises and small enterprises	-	-
(b)	Total outstanding dues of creditors other than micro enterprises and small enterprises	3,767.26	3,670.16
<b>Total Trade Payables</b>		<b>3,767.26</b>	<b>3,670.16</b>
<b>Note:</b>			
Disclosure of outstanding dues of Micro and Small Enterprise under Trade Payables is based on the information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006. There is no undisputed amount overdue as on March 31, 2021, to Micro, Small and Medium Enterprises on account of principal or interest.			
<b>22. Current Financial Liabilities - Others</b>			
(a)	Current maturities of long term debts	-	2,833.33
(b)	Creditors for accrued wages and salaries	473.45	363.06
(c)	Creditors for purchase of fixed assets	184.70	501.96
(d)	Unclaimed Dividend	1.25	1.26
<b>Total other current financial liabilities</b>		<b>659.40</b>	<b>3,699.61</b>
<b>23. Current Provisions</b>			
(a)	Provision for employee benefits		
	i) Post retirement gratuity	83.36	76.31
		<b>83.36</b>	<b>76.31</b>
<b>24. Other current liabilities</b>			
(a)	Advance received from customers	221.22	70.06
(b)	Employee recoveries and employer's contributions	14.96	14.79
(c)	Statutory dues	1,064.38	237.76
(d)	Other credit balances	4.27	4.27
<b>Total other current liabilities</b>		<b>1,304.83</b>	<b>326.88</b>
<b>25. Revenue from operations</b>		<b>For the year ended 31.03.2021</b>	<b>For the year ended 31.03.2020</b>
<b>Sale of Products</b>			
(a)	Sale of manufactured goods	97,828.69	84,747.22
(b)	Sale of traded goods	1,044.86	237.89
(c)	Other Operating Revenue	1,831.93	1,519.55
<b>Revenue from Operations (Net)</b>		<b>100,705.48</b>	<b>86,504.66</b>

## Notes on Standalone financial statements as at / for the year ended 31st March 2021

(₹ in lacs)

### 26. Other income

		For the year ended 31.03.2021	For the year ended 31.03.2020
(a)	Interest income from financial assets measured at amortised cost		
i)	From fixed deposits	18.07	27.06
iii)	From Others	29.87	43.17
(b)	Dividend income		
i)	From associate	-	-
(c)	Profit on sale of current investemnt	0.74	-
(d)	Gain on foreign currency transactions (net)	75.16	21.48
(e)	Gain on sale of fixed assets (net)	-	0.91
(f)	Other non operating income	107.25	21.59
	<b>Total other income</b>	<b>231.09</b>	<b>114.21</b>

### 27. Cost of materials consumed

	Raw materials & components consumed		
(a)	Opening stock	7,049.57	6,711.98
(b)	Add: Purchases	74,749.21	72,054.33
		<b>81,798.78</b>	<b>78,766.31</b>
(c)	Less: Closing stock	7,733.30	7,049.57
	<b>Total raw materials consumed</b>	<b>74,065.48</b>	<b>71,716.74</b>

Notes:

i) Manufactured goods consumed for own use ₹ 140.17 lakhs (P.Y. ₹ 416.41 lakhs) deducted from raw material consumed at cost price.

### 28. Changes in inventories of finished products and work in progress

	Inventories at the beginning of the year/period		
(a)	Finished products	4,208.18	2,589.58
(b)	Work-in-progress	-	32.97
		<b>4,208.18</b>	<b>2,622.55</b>
	Less: Inventories at the end of the year/period		
(a)	Finished products	3,406.94	4,208.18
(b)	Work-in-progress	38.00	-
		<b>3,444.94</b>	<b>4,208.18</b>
	<b>Net (increase)/decrease</b>	<b>763.24</b>	<b>(1,585.63)</b>

### 29. Employee Benefit Expenses

(a)	Salaries and wages, including bonus	3,042.51	2,703.26
(b)	Company's contribution to provident and other funds	165.74	144.70
(c)	Workmen and staff welfare expenses	94.83	72.60
	<b>Total employee benefits expense</b>	<b>3,303.08</b>	<b>2,920.56</b>

### 30. Finance costs

(a)	Interest expense	785.94	445.85
(b)	Other Borrowing costs	185.08	191.69
	<b>Total finance costs</b>	<b>971.02</b>	<b>637.54</b>

### 31. Depreciation and amortisation expense

(a)	Depreciation on tangible assets	1,564.51	1,415.10
	<b>Total depreciation expense</b>	<b>1,564.51</b>	<b>1,415.10</b>

**32. Other expenses**

		For the year ended 31.03.2021	For the year ended 31.03.2020
(a)	Consumption of stores, spare parts and loose tools	1,615.14	1,399.17
(b)	Repairs to buildings	47.91	28.92
(c)	Repairs to plant and machinery	373.76	241.25
(d)	Repairs to others	63.23	25.00
(e)	Power and fuel	3,112.80	3,152.11
(f)	Other manufacturing expenses	1,883.65	1,819.55
(g)	Rent	14.40	3.46
(h)	Rates, taxes and licenses	30.11	22.27
(i)	Insurance charges	80.26	79.21
(j)	Freight and handling charges	2,703.11	2,413.81
(k)	Commission and brokerage	85.04	69.78
(l)	Selling expenses	54.99	239.70
(m)	Loss /(gain) on foreign currency transaction (net)	-	-
(n)	Loss on sale/discard of assets	7.68	-
(o)	Corporate social responsibility expenses	128.86	139.92
(p)	Other general expenses	346.42	357.18
	<b>Total other expenses</b>	<b>10,547.36</b>	<b>9,991.33</b>

Note:

**1. Auditor's Remuneration (included in other general expenses)**

Audit Fee	4.50	4.50
Tax Audit Fee	0.50	0.50
Other Services (certification fee)	0.50	0.50
Out of pocket expenses	0.00	0.52
	<b>5.50</b>	<b>6.02</b>

**33. Income tax recognised in profit and loss**

<b>Current tax</b>		
Current Tax Expenses	1,537.19	225.22
Mat credit availed / (entitlement)	900.03	54.55
Income Tax Expenses	2,437.22	279.77
In respect of prior years	(53.16)	0.25
Income tax expenses including earlier year tax	<b>2,384.06</b>	<b>280.02</b>
<b>Deferred tax</b>		
Deferred tax (assets) / liabilities of the current year	735.32	260.77
Deferred tax (assets) / liabilities in other comprehensive income	13.06	(0.56)
	<b>748.38</b>	<b>260.21</b>
<b>Total tax expense</b>	<b>3,132.44</b>	<b>540.23</b>
<b>The income tax expense for the year can be reconciled to the accounting profit (loss) as follows:</b>		
Profit before tax as per statement of Profit and Loss	8,797.99	1,289.02
Accounting Profit before tax	8,797.99	1,289.02
Applicable Income Tax rate	34.944%	34.944%
Computed income tax expense	3,074.37	450.44
Effect of income that is exempt from tax	-	-
Effect of expenses that are not deductible in determining taxable profit	50.50	49.07
Effect of timing difference of Depreciation	(741.27)	(285.95)
Effect of timing difference of liabilities	53.62	66.21
	<b>2,437.22</b>	<b>279.77</b>

## Notes on Standalone financial statements as at / for the year ended 31st March 2021

(₹ in lacs)

	For the year ended 31.03.2021	For the year ended 31.03.2020
<b>Reconciliation of deferred tax (assets) / liabilities</b>		
Effect of written down value	762.91	286.28
Effect of timing difference of liability	(1.47)	(25.51)
Effect of timing difference of liability in other comprehensive income	(13.06)	(0.56)
	<b>748.38</b>	<b>260.21</b>

### 34. Segment Reporting

Information reported to the Chief operating decision maker (CODM) for the purpose of resource allocation and assessment of segment performance focuses based on products and services. Accordingly, directors of the Company have chosen to organise the segment based on its product and services as follows:

- Iron and Steel
- Power

Revenue and expenses directly attributable to segment are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of associated revenue of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as Unallocable expenses.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as Unallocable.

The company's financing and income taxes are managed on a company level and are not allocated to operating segment.

#### (i) Segment revenue and results

##### Segment revenue

	For the year ended 31.03.2021	For the year ended 31.03.2020
Steel	1,00,705.48	86,504.66
Power	14,065.18	15,648.71
Unallocated Other income (Net)	231.09	114.21
	<b>1,15,001.75</b>	<b>1,02,267.58</b>
Inter-segment revenue	14,065.18	15,648.71
<b>Total</b>	<b>1,00,936.57</b>	<b>86,618.87</b>
<b>Segment Results</b>		
Steel	6,115.73	(2,595.36)
Power	3,422.19	4,407.71
<b>Total Segment Result</b>	<b>9,537.92</b>	<b>1,812.35</b>
Interest	971.02	637.54
Other unallocated expenses /(income)	(231.09)	(114.21)
<b>Profit /(Loss) before taxes</b>	<b>8,797.99</b>	<b>1,289.02</b>

#### (ii) Segment assets and liabilities

##### Segment assets

	As at 31.03.2021	As at 31.03.2020
Steel	47,861.03	42,091.03
Power	21,035.74	19,751.39
<b>Total segment assets</b>	<b>68,896.77</b>	<b>61,842.42</b>
Unallocated	4,767.39	4,482.33
<b>Total assets</b>	<b>73,664.16</b>	<b>66,324.76</b>

	As at 31.03.2021	As at 31.03.2020
<b>Segment liabilities</b>		
Steel	19,311.67	17,675.20
Power	-	-
<b>Total segment liabilities</b>	<b>19,311.67</b>	<b>17,675.20</b>
Unallocated	-	-
Shareholders' Fund	54,352.49	48,649.56
<b>Total liabilities</b>	<b>73,664.16</b>	<b>66,324.76</b>
<b>(iii) Capital Expenditure</b>		
Steel	2,888.99	8,382.63
Power	1,649.88	3,360.10
<b>Depreciation</b>		
Steel	1,127.65	1,026.28
Power	436.85	388.83
<b>Total depreciation</b>	<b>1,564.50</b>	<b>1,415.11</b>
<b>(iv) Customer contributing more than 10% of revenue</b>		
	For the year ended 31.03.2021	For the year ended 31.03.2020
Rajasthan Steel	11,133.84	13,531.36
Gallant Steel Distributors	9,917.92	12,163.04

### 35. Earnings per share

	For the year ended 31.03.2021	For the year ended 31.03.2020
<b>Basic and diluted earnings per share</b>		
The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows:		
Profit for the year attributable to owners of the Company	5,678.61	748.23
Weighted average number of equity shares for the purposes of basic earnings per share	81,322,324	81,322,324
Basic & Diluted earnings per share	<b>6.98</b>	<b>0.92</b>

### 36. Employee Benefit plans

#### (i) Defined contribution plans

##### Provident fund

The contributions to the Provident Fund and Family Pension Fund of eligible employees are made to a Government administered Provident Fund i.e The Employees' Provident Fund and Miscellaneous Provision Act 1952 and there are no further obligations beyond making such contribution.

#### (ii) Defined benefit plans

##### Gratuity

The Company participates in the Employees' Group Gratuity-cum-Life Assurance Scheme of SBI Life Insurance Co. Ltd., a funded defined benefit plan for qualifying employees. Gratuity is payable to all eligible employees on death or on separation / termination in terms of the provisions of the Payment of Gratuity Act, 1972 (as amended from time to time), or as per the Company's scheme whichever is more beneficial to the employees.

The liability for the Defined Benefit Plan is provided on the basis of a valuation, using the Projected Unit Credit Method, as at the Balance Sheet date, carried out by an independent actuary.

Assumed discount rates are used in the measurement of the present value of the obligation.

## Notes on Standalone financial statements as at / for the year ended 31st March 2021

(₹ in lacs)

### Amount recognised as expenses

Employer's Contribution to Provident Fund amounting to ₹ 73.10 lakhs (previous year ₹ 78.34 lakhs) has been included in Note 29 Employee Benefits Expenses.

Gratuity cost amounting to ₹ 92.63 lakhs (previous year ₹ 66.36 lakhs) has been included in Note 29 Employee Benefits Expenses.

### (iii) The amount recognised in the Company's financial statements as at the year end as under:

	For the year ended 31.03.2021	For the year ended 31.03.2020
<b>1 Movement in the present value of the defined benefit obligation</b>		
a) Opening defined benefit obligation	270.63	199.26
b) Current service cost	61.88	54.65
c) Interest cost	18.51	15.24
d) Actuarial (gains)/ loss on obligation	(37.06)	1.47
e) Benefits paid	-	-
f) Closing defined benefit obligation	<b>313.96</b>	<b>270.62</b>
<b>2 Movement in the fair value of the plan assets</b>		
a) Opening fair value of plan assets	90.68	84.35
b) Interest income on plan assets	6.16	6.45
c) Employer's contribution	-	-
d) Actuarial (gains)/ loss on Plan Assets	0.32	(0.12)
e) Benefits paid	-	-
f) Closing fair value of plan assets	<b>97.16</b>	<b>90.68</b>
<b>3 Components of defined benefit costs recognised in profit and loss</b>		
a) Current service cost	61.88	54.65
b) Interest expenses on defined benefit obligation	18.51	15.24
c) Interest (income) on plan assets	(6.16)	(6.45)
d) Defined benefit cost included in Profit & Loss Account	<b>74.23</b>	<b>63.44</b>
<b>4 Components of defined benefit costs recognised in other comprehensive income</b>		
a) Actuarial (gains)/ loss on obligation for the year	(37.06)	1.47
b) Return on plan assets (excluding interest income)	(0.32)	0.12
c) Total defined benefit cost recognised in OCI	<b>(37.38)</b>	<b>1.59</b>
<b>5 Amount recognised in the statement of financial position</b>		
a) Present value of obligation at the end of the year'	313.96	270.62
b) Fair value of Plan Assets at the end of the year	(97.16)	(90.68)
c) Net defined benefit liability / (assets)	<b>216.80</b>	<b>179.94</b>
Of which Short term liability	83.36	76.31
<b>6 Estimated contribution to be made in next financial year</b>	83.36	76.31
<b>7 Actuarial Assumptions</b>		
Discount Rate	6.41%	6.80%
Expected Rate of Return on plan Assets		
Salary Escalation rate	5.00%	5.00%
Employee Turnover		
Mortality	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate

	For the year ended 31.03.2021	For the year ended 31.03.2020
<b>8 Assets Information</b>		
Gratuity Fund (SBI Life)	97.16	90.68
Target allocation	100%	100%

**(iv) Sensitivity Analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	For the year ended 31.03.2021	For the year ended 31.03.2020		
	(Increase)	(Decrease)	(Increase)	(Decrease)
Discount Rate (1% movement)	294.00	337.01	254.89	288.74
Salary escalation rate (1% movement)	335.19	294.38	289.5	253.52
Withdrawal rate (1% movement)	314.95	312.63	271.63	269.35

**37. Related Party Disclosures**

<b>(i) Related parties where control exists</b>	
<b>Subsidiary Company</b>	
GL Steel and Power Limited (Ceased as subsidiary from 18.01.2020 )	
<b>(ii) Related parties with whom transactions have taken place during the year</b>	
Gallant Ispat Limited	(Associate company)
Ganesh Laxmi Processors Private Ltd	(Company under common control)
Gallant Foundation	(Trust under common control)
<b>(iii) Key Management personnel</b>	
Mr. Chandra Prakash Agrawal	Chairman and Managing Director
Mr. Dinesh R Agarwal	Wholetime Director
Mr. Prashant Jalan	Director
Mr. Sandip Kumar Agarwal	Chief Financial Officer
Mr. Tarun Rathi	Company Secretary (resigned on 31.10.2019 )
Mr. Arnab Banerji	Company Secretary
<b>(iv) Relative of key management personnel</b>	
Mr. Akash Agarwal	(Son of Mr. Dinesh R Agarwal)

**Related party Transactions**

Name of the related party	Nature of transaction	31 March, 2021	31 March, 2020
GL Steel and Power Limited	Loan given	250.00	6.78
	Interest income	5.30	13.59
	Loan given (refund back)	-	230.29
Gallant Ispat Limited	Loan given	-	1,500.00
	Loan given (refund back)	-	1,500.00
	Loan taken	8,210.00	500.00
	Loan taken (refund)	3,210.00	500.00
	Sale of product	14.03	51.33
	Purchase of products	89.81	78.68
	Interest income	-	0.25
	Interest expenses	100.70	-
Ganesh Laxmi Processors Private Ltd.	Sale of product	32.16	24.54
	Purchase of products	2.13	-
Mr. Chandra Prakash Agrawal	Remuneration	24.00	22.80
Mr. Dinesh R Agarwal	Remuneration	280.36	61.44
Mr. Dinesh R Agarwal	Share Sold	-	2.35

## Notes on Standalone financial statements as at / for the year ended 31st March 2021

(₹ in lacs)

Name of the related party	Nature of transaction	31 March, 2021	31 March, 2020
Mr. Prashant Jalan	Remuneration	5.38	6.92
Mr. Sandip Kumar Agarwal	Remuneration	16.28	16.43
Mr. Tarun Rathi	Remuneration	-	4.56
Mr. Arnab Banerji	Remuneration	5.11	2.17
Mr. Akash Agarwal	Remuneration	-	26.65
<b>Outstanding Balance</b>			
Name of the related party	Nature of transaction	31 March, 2021	31 March, 2020
Gallantt Ispat Limited	Loan taken	5,000.00	-
GL Steel and Power Limited	Loan given	254.90	-

### 38. Capital management

The Company manages its capital to ensure that entities will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Capital structure of the Company consists of net debt and the total equity of the Company.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, long term-term borrowings, short-term borrowings, less cash and short-term deposits.

#### Gearing Ratio

The gearing ratio at end of the reporting period was as follows

	As at 31.03.2021	As at 31.03.2020
Debt		
Current borrowings	(11,406.01)	(3,775.54)
Long term borrowings	-	(5,666.67)
Current Maturity of long term borrowings	-	(2,833.33)
Cash and bank balances	726.67	479.54
Net debt	(10,679.34)	(11,796.00)
Total equity	54,352.49	48,649.56
Equity share capital	8,132.23	8,132.23
Other equity	46,220.26	40,517.33
<b>Net debt to equity ratio</b>	<b>(0.20)</b>	<b>(0.24)</b>

### 39. Financial risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings and trade and other payables. The Company's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations. The Company also holds FVTOCI investments and enter into derivative transactions. The Company is exposed to market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Company seeks to minimise the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the board of directors, which provide written principles on foreign exchange risks, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments. The Company does not enter into or trade financial instruments including derivative financial instruments, for speculative purposes.

#### (i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Company enters into derivative financial instruments to manage its exposure to foreign currency risk and interest rate risk.

**Foreign currency risk management**

The Company is exposed to currency risk on account of its borrowings, Receivables for Exports and Payables for Imports in foreign currency. The functional currency of the Company is Indian Rupee. The Company manages currency exposures within prescribed limits, through use of forward exchange contracts. Foreign exchange transactions are covered with strict limits placed on the amount of uncovered exposure, if any, at any point in time.

**Exposure to currency Risk**

The currency profile of financial liabilities as at Balance Sheet dates are as below:

	Currency	As at 31.03.2021	As at 31.03.2020
<b>Financial Liabilities</b>			
<b>Hedged</b>			
Borrowings - Suppliers' Credit	USD	-	-
	INR	-	-
<b>Unhedged</b>			
Trade Paybale	USD	1.66	9.26
	INR	122.11	698.45
<b>Financial Assets</b>			
<b>Hedged</b>			
Trade Receivable	USD	10.71	-
	INR	776.68	-
<b>Unhedged</b>			
	USD	-	-
	INR	-	-

**Interest rate risk management**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market interest rates. The company's exposure to the risk of changes in market interest rates relates primarily to the company's short-term debt obligations with floating interest rates.

**Interest rate sensitivity analysis**

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

**(ii) Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans and advances.

The carrying amount of following financial assets represents the maximum credit exposure:

**Trade receivables and loans and advances**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company monitors each loans and advances given and makes any specific provision wherever required.

Based on prior experience and an assessment of the current economic environment, Management believes there is no credit risk provision required. Also Company does not have any significant concentration of credit risk.

Notice

Board &amp; Management Report

Standalone Financial Report

Consolidated Financial Report

## Notes on Standalone financial statements as at / for the year ended 31st March 2021

(₹ in lacs)

The ageing of trade receivables that were not impaired was as follows:

Particulars	Amount 'in Crores"	
	As at 31.03.2021	As at 31.03.2020
Others	5,085.27	2,274.34
	<b>5,085.27</b>	<b>2,274.34</b>

### (iii) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents.

The Company has access to funds from debt markets through loan from banks and other debt instrument. The Company invests its surplus funds in bank fixed deposits.

### Maturity profile of financial liabilities

The following are the remaining contractual maturities of financial liabilities as at the Balance Sheet dates  
(₹ in lacs)

As at 31.03.2021	Carrying amount	Less than 1 month	1 to 5 years	> 5 years
Short term borrowings	11,406.01	11,406.01	-	-
Long term borrowings	-	-	-	-
Derivative liabilities	5.83	-	-	-
Trade payables	3,767.26	3,767.27	-	-
Other financial liabilities	659.40	659.41	-	-
<b>As at 31.03.2020</b>				
Short term borrowings	3,775.54	3,775.54	-	-
Derivative liabilities	-	-	-	-
Trade payables	3,670.16	3,670.16	-	-
Other financial liabilities	3,699.61	3,699.61	-	-

### 40. Fair value measurements

Refer Note (2.07) for accounting policy on Financial Instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, working capital loan from banks approximate their carrying amounts largely due to the short term maturities of these instruments.

Financial instruments other than above are carried at amortised cost except certain assets which are carried at fair value.

The company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique

Level -1 : Quoted prices in active markets for identical assets or liabilities

Level -2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable

Level -3 : Techniques using inputs having significant effect on the recorded fair value that are not based on observable market data.

**Notes on Standalone financial statements** as at / for the year ended 31st March 2021 (₹ in lacs)

Particulars	As at 31.03.2021	As at 31.03.2020
<b>Financial Assets:</b>		
Investment - Non -current	4,260.20	4,260.20
Security deposits - Non - current	266.80	155.62
Trade receivables	5,085.27	2,274.34
Cash and cash equivalents	180.04	128.20
Other bank balances	546.63	351.34
Loan - Current	254.90	-
Other Financial assets - Current	26.80	14.14
<b>Total</b>	<b>10,620.64</b>	<b>7,183.84</b>
<b>Financial Liabilities</b>		
Borrowings - Current	11,406.01	3,775.54
Trade payable	3,767.26	3,670.16
Derivative financial liabilities	5.83	-
Other financial liabilities	659.40	3,699.61
<b>Total</b>	<b>15,838.50</b>	<b>11,145.31</b>

**41. Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for	157.81	1,216.63
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**42. Contingent liabilities**

		As at 31.03.2021	As at 31.03.2020
(i)	Curtailing the assured benefit of exemption granted to New Industrial unit in Kutch, Gujarat. The Company is entitled to exemption for 100% of the duty paid in Cash after utilization of CENVAT Credit for 5 years from the date of Commercial Production. Hon'ble Supreme Court has granted the verdict against the Company in April, 2020, Company is planning to file review petition for the same.	1,040.44	583.79
(ii)	Commissioner of Central Excise, Kutch Commissione rate issued Show Cause Notice on excise duty liability on sales tax incentive availed by the company.	170.12	170.12
(iii)	Demand raised by the Addl. Commissioner of Central Excise, Rajkot against utilisation of CENVAT credit of Basic Excise duty for payment of Education and Higher education Cess and filed appeal for the same before CESTAT, Ahmedabad.	-	-
(iv)	Commissioner, Central GST (Audit) issued show cause notice on wrong availement of CENVAT credit on imported coal. Company preferred appeal before the Commissioner Appeal against the same	603.35	603.35
(v)	Benefit on import of coal from AIFTA Preferential Tariff denied by the Kandla custom. We have preferred appeal to Commissioner of Custom. (₹ 39.03 lacs has been paid against the same )	39.03	39.03
(vi)	Disputed liability in respect of sales tax (₹ 42.00 lacs has been paid against the same).	80.04	80.04
(vii)	Income Tax demand raised by the department from A.Y 2006-07 to 2019-2020 that has been disputed by the company in various forum of Income Tax department.	411.62	115.22
(viii)	Claim against the company not acknowledged debt in respect of disputed liability of freight with railway. Case is pending in Hon'ble High Court, Gujarat.	161.45	161.45

## Notes on Standalone financial statements as at / for the year ended 31st March 2021

(₹ in lacs)

		As at 31.03.2021	As at 31.03.2020
(ix)	Hon'ble High Court of Gujarat has declared collection of green cess by the State Act ultra vires the constitution and the same is therefor void and ordered to refund the green cess collected. We had applied for refund.	25.56	25.56
	CGST, Gandhinagar has imposed a penalty in a case of Jai Tripathi Steel Pvt Limited. We have prefererd appeal before Commissioner (Appeal) CGST and Central excise, Ahmedabad	10.00	10.00
(x)	Outstanding guarantees to bank in respect of the guarantees given by bank in favour of various government authorities.	423.43	423.43

### Notes:

- 1 The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.
2. It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements/ decisions pending with various forums/authorities.

### Note- 43 Amalgamation of Companies

At their meeting held on January 18, 2020, Board of Directors of the Company has approved the Scheme of Amalgamation and Slump Sale providing for the Amalgamation of Gallant Ispat Limited (Transferor Company No. 1 or GIL), AAR Commercial Company Limited (Transferor Company No. 2 or AAR), Hipoline Commerce Private Limited (Transferor Company No. 3 or HIPOLINE), Lexi Exports Private Limited (Transferor Company No. 4 or LEXI) and Richie Credit and Finance Private Limited (Transferor Company No. 5 or RICHIE)(together referred to as the "Transferor Companies") with Gallant Metal Limited ("Transferee Company" or "GML") and for the Slump Sale of 18 MW Power Plant Undertakings of Gallant Ispat Limited to the Transferee Company and their respective shareholders and Creditors ("Scheme") under Section 230 to 232 and other applicable provisions of the Companies Act, 2013.

In accordance with the Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "LODR") Company had filed the draft Scheme of Amalgamation and Slump Sale with the BSE Limited (formerly Bombay Stock Exchange Limited) and the National Stock Exchange of India Limited (hereinafter together referred to as the "Stock Exchanges") for obtaining an 'observation letter' or a 'no-objection letter', before filing such scheme. Further, Transferor Company No. 1, Transferor Company No. 2 and the Transferee Company had also filed this application with the Stock Exchanges under Regulation 37 of LODR.

#### Brief details of the Scheme are as under:

1. GIL, AAR, HIPOLINE, LEXI and RICHIE all are TRANSFEROR COMPANIES and GML is TRANSFEREE COMPANY.
2. The Transferee Company is a listed Company. GIL and AAR are also Listed Companies.
3. Upon the Scheme becoming effective in lieu of the amalgamation no consideration will be due to the Transferor Companies and in consideration of the amalgamation of the Transferor Companies with the Transferee Company pursuant to the Scheme including the consequential extinguishment of the shareholding in Transferor Companies, the Transferee Company shall without further application, issue and allot as given below equity shares in the Transferee Company to the equity shareholders of the Transferor Companies whose names appear in the Register of Members of the Transferor Companies on the Record Date:
  - 13 (Thirteen) equity shares of the nominal value of ₹ 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of ₹ 1/- each fully paid up held by such member in GIL.
  - 5 (Five) equity shares of the nominal value of ₹ 10/- fully paid up in the Transferee Company for every 1 (One) equity share of ₹ 10/- each fully paid up held by such member in AAR.

## Notes on Standalone financial statements as at / for the year ended 31st March 2021 (₹ in lacs)

- 9 (Nine) equity shares of the nominal value of ₹ 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of ₹ 10/- each fully paid up held by such member in HIPOLINE.
- 84 (Eighty-Four) equity shares of the nominal value of ₹ 10/- fully paid up in the Transferee Company for every 1 (One) equity share of ₹ 10/- each fully paid up held by such member in LEXI.
- 101 (One Hundred One) equity shares of the nominal value of ₹ 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of ₹ 10/- each fully paid up held by such member in RICHIE.

4. Transferor Companies GIL and AAR and Transferee Company GML are under the Jurisdiction of the Registrar of Companies, Delhi and Haryana and Transferor Companies, HIPOLINE, LEXI and RICHIE are under the jurisdiction of the Registrar of Companies, West Bengal.

5. Pursuant to the Scheme 18 MW Power Plant Undertakings of GIL will be sold and transferred to the Transferee Company through Slump Sale at a consideration of Rs. 35 Crores payable in cash.

6. "Appointed Date of Slump Sale" means the open of business hours on 1st April 2019

7. "Appointed Date" means the open of business hours on 1st April 2019 after the completion of the slump sale.

Company has appointed BSE Limited as designated Stock Exchange for coordinating with the SEBI in respect of the said Scheme and matters connected therewith.

Vide its letters dated November 12, 2020 and November 23, 2020, BSE Limited and National Stock Exchange of India Limited respectively have issued Observation letters (hereinafter referred to as the "Observation Letters").

Post getting the observation Letters as above, Companies filed application with the Honorable National Company Law Tribunal, Principal Bench, New Delhi (hereinafter referred to as the "NCLT Delhi") together with other petitioner Companies viz., AAR and GIL for directions to hold meetings of the Shareholders and Creditors of the Companies. Further, the Petitioner Companies Hipoline, LEXI and Richie, falling under the jurisdiction of Honorable Company Law Tribunal, Kolkata Bench (hereinafter referred to as the "NCLT Kolkata"), have filed application along with necessary enclosures for dispensation of the meeting of Shareholders and Creditors.

Pursuant to the application filed as above, NCLT Kolkata, vide its order dated January 19, 2021 has dispensed the meetings of shareholders and creditors. Further, NCLT Delhi, vide its order dated February 26, 2021, has directed to convene and hold meetings of shareholders and creditors of GML, GIL and AAR ON April 08, 2021. The Chairman has appointed Mr. Somnath Gangopadhyay and the Chairperson and Ms. Aisha Amin as Alternate Chairperson. Further, Mr. Tanmay Kumar Saha was appointed as the Scrutinizer of the meetings.

In accordance with the NCLT Delhi Order and provisions of (i) Section 230(4) read with Section 108 of the Act and read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended; (ii) Rule 6(3) (xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"); and (iv) Secretarial Standards-2 on General Meetings issued by Institute of Company Secretaries of India, as applicable, the Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing facility of remote e-voting prior to the Meeting and e-voting during the Meeting, so as to enable the equity shareholders, to consider and if thought fit, approve the Scheme by way of requisite majority. Accordingly, voting by equity shareholders, secured creditors and unsecured creditors of the Company were carried out through (a) remote e-voting prior to the Meeting, and (b) e-voting during the Meeting. Remote e-voting prior to the Meeting was opened during the period commencing from 9.00 a.m. (IST) on Monday, April 05, 2021 and ending at 5.00 p.m. (IST) on Wednesday, April 07, 2021, arranged by NSDL.

The members (including public shareholders), secured creditors and unsecured creditors passed the resolution for approval of the Scheme with the requisite majority. After approval of the resolution by the shareholders, secured and unsecured creditors, the Companies complied with the requisite formalities and filed petition with the NCLT Delhi for their approval and order of the Scheme. Similarly, Other Petitioner

**Notes on Standalone financial statements** as at / for the year ended 31st March 2021 (₹ in lacs)

Companies viz., Hipoline, Lexi and Richie have also filed petition with the NCLT Kolkata Bench for approval of the Scheme by the NCLT Kolkata Bench.

**44. Corporate Social Responsibility Contribution (CSR Expenses)**

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
(a) Gross amount required to be spent by the company during the year	127.86	139.14
(b) Amount spent during the year on		
(i) Construction / acquisition of any fixed assets	-	-
(ii) On purpose other than (i) above	128.86	139.92

**45. Subsequent Events**

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

**46.** Balances under Trade receivables, Trade Payables, Loans and Advances payable or receivable are subject to confirmation to be received from some of the parties.

**47.** Figures for the previous years have been regrouped / restated wherever necessary to conform to current year's presentation.

As per terms of our report attached  
For **ALPS & Co.**

*Chartered Accountants*  
**Firm Registration No : 313132E**

**(A. K. Khetawat)**

*Partner*

Membership No.: 52751

Place : Kolkata

Dated : June 29, 2021

For and on behalf of the Board of Directors

*Chairman & Managing Director*

**Chandra Prakash Agrawal** *Whole-time Director*

**Dinesh Raghbir Prasad Agarwal** *Chief Financial Officer*

**Sandip Kumar Agarwal** *Company Secretary*

**INDEPENDENT AUDITOR'S REPORT**  
 To the Members of **Gallant Metal Limited**  
**Report on the Consolidated Financial Statements**  
**Opinion**

We have audited the accompanying consolidated Ind AS financial statements of Gallant Metal Limited ("the Company") and its associate, which comprise the consolidated Balance Sheet as at March 31, 2021, and the consolidated statement of Profit and Loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2021, the consolidated profit, consolidated total comprehensive income, consolidated statement of changes in equity and its consolidated cash flows for the year then ended.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Company and its associates in accordance with the Code of Ethics issued by Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we

have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

**Emphasis of Matter**

We draw attention to Note no. 2A.2 to the Consolidated Financial Statements, which describes the uncertainties and the impact of COVID-19 pandemic on the Company's operations and results as assessed by the management. Our opinion is not modified in respect of this matter.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

<b>Key Audit Matters</b>	<b>How our audit assessed the key audit matter</b>
<p><b>Revenue from sale of products</b> (Refer Note 2.12 of the Consolidated Ind AS financial statements)</p> <p>The Company recognises revenues when controls of the goods are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods.</p> <p>The terms of sales arrangements, including the timing of transfer of control, delivery specifications and judgement in determining timing of sales revenues. The risk is, therefore, that revenue may not be recognised in the correct period in accordance with Ind AS 115.</p> <p>Accordingly, due to the risk associated with revenue recognition, it was determined to be a key audit matter in our audit of the Consolidated Ind AS financial statements</p>	<p>Following procedures have been performed to address this key audit matter:</p> <ul style="list-style-type: none"> <li>Considered the Company's revenue recognition policy and its compliance in terms of Ind AS 115 'Revenue from contracts with customers'.</li> <li>Assessed the design and tested the operating effectiveness of internal controls related to revenue recognition.</li> <li>Performed sample test of individual sales transaction and traced to sales invoices, sales orders and other related documents. Further, in respect of the samples tested, checked that the revenue has been recognised as per the incoterms / when the conditions for revenue recognitions are satisfied.</li> <li>Selected sample of sales transactions made pre and post year end, agreed the period of revenue recognition to underlying documents.</li> <li>Assessed the relevant disclosures made within the Consolidated Ind AS financial statements.</li> </ul>

Key Audit Matters	How our audit assessed the key audit matter
<p><b>Assessment of litigations and related disclosure of contingent liabilities</b> (Refer Note no. 2.11 and Note no. 40 of the Consolidated Financial Statement)</p> <p>As of March 31, 2021, the Company has disclosed contingent liabilities of ₹ 2,541.61 Lakhs relating to tax and legal claims.</p> <p>Taxation, arbitration and litigation exposures have been identified as a key audit matter due to the uncertainties and timescales involved for the resolution of these claims.</p> <p>Accordingly, there is judgement required by management in assessing the exposure of each case and thus a risk that such cases may not be adequately provided for or disclosed in the Consolidated Ind AS financial statements.</p>	<p>Following procedures have been performed to address this key audit matter:</p> <ul style="list-style-type: none"> <li>• Gained an understanding of the process of identification of claims, litigations, arbitrations and contingent liabilities, and evaluated the design and tested the operating effectiveness of key controls.</li> <li>• Discussed and analysed material legal cases with the Company's legal department.</li> <li>• Analysed the responses obtained from the Company's legal advisors who conduct the court cases, tax and administrative proceedings, in which their status and possible expected manner of proceeding were described.</li> <li>• Received confirmation obtained by the Company from their legal counsel / consultants on a samples basis.</li> <li>• Evaluated management's assumptions and estimates relating to the recognition of the provisions for disputes and disclosures of contingent liabilities in the Consolidated Ind AS financial statements.</li> <li>• Assessed the adequacy of the disclosures with regard to facts and circumstances of the legal and litigation matters.</li> </ul>

Impact of Covid 19 on Audit	
<p>Due to outbreak of pandemic Covid 19 and consequent country wide lockdown enforced in different parts of India. Due to this we could not carry out normal audit procedures and audit was carried out using "Work from Home" approach.</p> <p>This is considered as Key Audit Matter, since alternate audit procedures were performed for carrying out audit.</p>	<p>Due to "Work from Home" approach adopted, we performed following alternative audit procedures:</p> <ul style="list-style-type: none"> <li>• Various data and confirmation were received either electronically through email or through data sharing on drive.</li> <li>• For various audit procedures, reliance was placed on scanned copies of original document shared with us electronically.</li> <li>• Interview/discussion with client via video conferencing/call conferencing and other verbal communications.</li> </ul>

#### Other Matter

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and those charged with governance for the consolidated financial statements

The Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS

financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated change of equity of the Company including its Associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015, as amended. The respective Board of Directors of the Company and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and of its associate and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Company as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the Company and of its associate are responsible for assessing the ability of the Company and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the Company and of its associates are responsible for overseeing the financial reporting process of the Company and of its associate.

#### **Auditor's Responsibilities for the Audit of the consolidated Ind AS financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

A further description of the auditor's responsibilities for the audit of the consolidated Ind AS financial statements is included in Annexure A. This description forms part of our auditor's report.

#### **Other Matters**

The consolidated Ind AS financial statements also include the Company's share of net profit of ₹ 2,461.61 Lakhs for the year ended 31st March, 2021 and total other comprehensive income of ₹ 23.89 lakhs for the year ended 31st March, 2021, as considered in the consolidated financial statements, in respect of one associate, whose financial statements and financial information have not been audited by us. These financial statements and other financial information have been audited by other auditors which Ind AS financial statements, other financial information and auditor's report have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

#### **Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and associate, as noted in the 'Other Matter' paragraph we report, to the extent applicable, that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
- In our opinion, proper books of account as required by law

relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

- The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Cash Flow Statement and consolidated Statement of Changes in equities dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015, as amended;
- On the basis of the written representations received from the directors of the Company as on 31st March, 2021 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its associate company incorporated in India, none of the directors of the Company and its associate company incorporated in India is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
- With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B.
- With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V of the Act.
- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Company and its associates – Refer Note 40 to the consolidated Ind AS financial statements.
  - The Company and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and its associate companies incorporated in India.

For ALPS & Company

Chartered Accountants

Firm's Registration No.313132E

(A.K. Khetawat)

Partner

Membership Number: 052751

UDIN:21052751AAAABV9098

Place: Kolkata

Dated: 29th day of June, 2021

**Annexure A****Responsibilities for Audit of Consolidated Ind AS Financial Statement**

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its associates to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended 31st March, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For ALPS & Company  
Chartered Accountants  
Firm's Registration No.313132E

(A.K. Khetawat)  
Partner

Membership Number: 052751  
UDIN:21052751AAAABV9098

Place: Kolkata

Dated: 29th day of June, 2021

## ANNEXURE 'B' TO THE AUDITOR'S REPORT

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/S GALLANT METAL LIMITED ("the Group Company") and its associate as of 31 March 2021 in conjunction with our audit of the Consolidated Ind AS financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Company and its associate company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting with reference to these consolidated financial statement based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Company and its associate companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to one associate company, which is a company incorporated in India, is based on the corresponding report of the auditor of such company.

For ALPS & Company  
Chartered Accountants  
Firm's Registration No.313132E

(A.K. Khetawat)  
Partner

Membership Number: 052751  
UDIN:21052751AAAABV9098

Place: Kolkata

Dated: 29th day of June, 2021

# Consolidated Balance Sheet as at 31st March 2021

(₹ in lacs)

Particulars	Notes	As at 31.03.2021	As at 31.03.2020
<b>(I) ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	03	46,254.03	19,785.80
(c) Capital work in progress		548.67	24,077.91
		<b>46,802.70</b>	<b>43,863.71</b>
(d) Financial assets			
(i) Investments	04	23,600.99	21,115.49
(ii) Other financial assets	05	266.80	155.62
(e) Other non-current assets	06	1,065.34	1,328.64
(f) Deferred tax assets (Net)	07	-	-
(g) Advance Income tax assets (Net)		222.30	194.14
		<b>71,958.13</b>	<b>66,657.60</b>
<b>(2) Current Assets</b>			
(a) Inventories	08	13,715.45	13,221.73
(b) Financial assets			
(i) Trade receivables	09	5,085.27	2,274.34
(ii) Cash and cash equivalent	10	180.04	128.20
(iii) Other balances with bank	11	546.62	351.34
(iv) Loans	12	254.90	-
(v) Other financial assets	13	26.80	14.14
(c) Other current assets	14	1,237.73	532.70
		<b>21,046.81</b>	<b>16,522.45</b>
<b>TOTAL ASSETS</b>		<b>93,004.94</b>	<b>83,180.05</b>
<b>(II) EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity share capital	15	8,132.23	8,132.23
(b) Other equity	16	65,561.04	57,372.61
		<b>73,693.27</b>	<b>65,504.84</b>
<b>(2) Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	17	-	5,666.67
(b) Provisions	18	133.44	103.64
(c) Deferred tax liabilities / (Assets) (Net)	7	1,951.54	356.39
		<b>2,084.98</b>	<b>6,126.70</b>
<b>(3) Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	19	11,406.01	3,775.54
(ii) Derivative liabilities	20	5.83	-
(iii) Trade payables	21	3,767.26	3,670.17
(iv) Other financial liabilities	22	659.40	3,699.62
(b) Provisions	23	83.36	76.31
(c) Other current liabilities	24	1,304.83	326.88
(d) Current Income tax liabilities (Net)		-	-
		<b>17,226.69</b>	<b>11,548.51</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>93,004.94</b>	<b>83,180.05</b>

See accompanying notes forming part of the financial statements

As per terms of our report attached

For **ALPS & Co.**

Chartered Accountants

Firm Registration No : 313132E

**(A. K. Khetawat)**

Partner

Membership No.: 52751

Place : Kolkata

Dated : June 29, 2021

For and on behalf of the Board of Directors

*Chairman & Managing Director*

*Whole-time Director*

*Chief Financial Officer*

*Company Secretary*

**Chandra Prakash Agrawal**

**Dinesh Raghbir Prasad Agarwal**

**Sandip Kumar Agarwal**

**Arnab Banerji**

# Consolidated Statement of Profit and Loss

for the year ended 31st March 2021

(₹ in lacs)

Particulars	Notes	For Year ended 31.03.2021	For Year ended 31.03.2020
(1) Revenue from operations	24	1,00,705.48	86,504.66
(2) Other income	25	231.09	114.21
<b>(3) Total Revenue (1) + (2)</b>		<b>1,00,936.57</b>	<b>86,618.87</b>
<b>(4) EXPENSES</b>			
(a) Cost of materials consumed	27	74,065.48	71,716.74
(b) Purchase of stock in trade		923.89	234.21
(c) Changes in inventories of finished products and work in progress	28	763.24	(1,585.63)
(d) Employee benefits expense	29	3,303.08	2,920.56
(e) Finance costs	30	971.02	637.54
(f) Depreciation expense	31	1,564.51	1,415.10
(g) Other expenses	32	10,547.36	9,991.33
<b>Total Expenses (4)</b>		<b>92,138.58</b>	<b>85,329.85</b>
<b>(5) Profit before tax (3) - (4)</b>		<b>8,797.99</b>	<b>1,289.02</b>
<b>(6) Tax Expense</b>			
(a) Current tax			
(i) Current tax for current period		2,437.22	279.77
(ii) Current tax for the previous years		(53.16)	0.25
(b) Deferred tax			
(i) Deferred tax for current period		735.32	260.77
<b>Total tax expense (6)</b>		<b>3,119.38</b>	<b>540.79</b>
<b>(7) Profit for the period (5) - (6)</b>		<b>5,678.61</b>	<b>748.23</b>
<b>(8) Share of Profit from Associate</b>		<b>2,461.61</b>	<b>1,492.63</b>
<b>(9) Profit for the period</b>		<b>8,140.22</b>	<b>2,240.86</b>
<b>(10) Other comprehensive income</b>			
(a) Items that will not be reclassified to statement of profit and loss			
(i) Remeasurement of the employees defined benefit plans		37.39	(1.59)
(ii) Share of OCI from Associate (Net)		23.89	3.09
(iii) Less :Income tax relating to items that will not be reclassified to profit or loss		13.06	(0.56)
<b>Total other comprehensive income (10)</b>		<b>48.21</b>	<b>2.06</b>
<b>(11) Total comprehensive income for the period (9) + (10)</b>		<b>8,188.43</b>	<b>2,242.92</b>
<b>(12) Earnings per equity share: (Face value of share of ₹ 10 each)</b>	35		
(a) Basic		10.01	2.76
(b) Diluted		10.01	2.76

See accompanying notes forming part of the financial statements

As per terms of our report attached

For ALPS & Co.

Chartered Accountants

Firm Registration No : 313132E

(A. K. Khetawat)

Partner

Membership No.: 52751

Place : Kolkata

Dated : June 29, 2021

For and on behalf of the Board of Directors

Chairman & Managing Director

Whole-time Director

Chandra Prakash Agrawal

Dinesh Raghubir Prasad Agarwal

Sandip Kumar Agarwal

Arnab Banerji

Chief Financial Officer

Company Secretary

# Consolidated Statement of Changes in Equity

for the year ended 31st March 2021

(₹ in lacs)

## A. Equity Share Capital

Particulars	Amount
Balance as at 1 April 2019	8,132.23
Changes in equity share capital during the year ended March 31, 2020	-
Balance as at 31 March 2020	8,132.23
Changes in equity share capital during the year ended March 31, 2021	-
<b>Balance as at 31 March 2021</b>	<b>8,132.23</b>

## B. Other Equity

Statement of changes in Equity	Reserves and surplus			Items of OCI	Total Equity
	Capital Reserve	Security Premium	Retained Earnings	Remeasurement of defined benefit liability	
Balance at April 1, 2019	9,204.43	1,050.00	45,057.05	63.31	55,374.79
<b>Total comprehensive income for the year ended 31.03.2020</b>					
Profit for the year	-	-	1,995.76	-	1,995.76
Other Comprehensive Income	-	-	-	2.06	2.06
Change in share of associates	-	-	-	-	-
<b>Balance at March 31, 2020</b>	<b>9,204.43</b>	<b>1,050.00</b>	<b>47,052.81</b>	<b>65.37</b>	<b>57,372.61</b>
<b>Total comprehensive income for the year ended 31.03.2021</b>					
Profit for the period	-	-	8,140.22	-	8,140.22
Other Comprehensive Income	-	-	-	48.21	48.21
Change in share of associates	-	-	-	-	-
<b>Total Comprehensive income</b>	<b>9,204.43</b>	<b>1,050.00</b>	<b>55,193.03</b>	<b>113.58</b>	<b>65,561.04</b>
<b>Transaction with owners, recorded directly in equity contributions by and distribution to owners</b>					
Dividend (including dividend distribution tax)	-	-	-	-	-
<b>Total contribution by and distribution to owner</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Balance at March 31, 2021</b>	<b>9,204.43</b>	<b>1,050.00</b>	<b>55,193.03</b>	<b>113.58</b>	<b>65,561.04</b>

See accompanying notes forming part of the financial statements

As per terms of our report attached

For and on behalf of the Board of Directors

For **ALPS & Co.**

Chartered Accountants

Firm Registration No : 313132E

(A. K. Khetawat)

Partner

Membership No.: 52751

Place : Kolkata

Dated : June 29, 2021

**Chandra Prakash Agrawal**

*Chairman & Managing Director*

**Dinesh Raghbir Prasad Agarwal**

*Whole-time Director*

**Sandip Kumar Agarwal**

*Chief Financial Officer*

**Arnab Banerji**

*Company Secretary*

# Consolidated Cash Flow Statement for the year ended 31st March 2021

(₹ in lacs)

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
<b>A. Cash Flow from Operating activities:</b>		
<b>Profit for the period</b>	8,797.99	1,289.02
<i>Adjustments for:</i>		
Income tax expenses recognised in the statement of profit and loss		
Depreciation expense	1,564.51	1,415.10
Interest income	(47.94)	(70.23)
Interest expenses	785.94	445.85
Remeasurement Gain / (Loss) on defined benefit plan	37.39	(1.59)
Net (Gain)/Loss on derivative instruments	5.83	-
(Profit)/loss on sale of property, plant & equipments	7.68	0.91
Liabilities/provision no longer required written back	(2.84)	(1.24)
Share of Profit/ (Loss) from Associates	2,485.50	1,495.72
<b>Operating profit before working capital changes</b>	<b>13,634.05</b>	<b>4,573.54</b>
<i>Adjustments for (increase)/decrease in operating assets</i>		
Inventories	(493.72)	(2,149.23)
Trade receivables	(2,810.93)	1,482.54
Non-current financial Assets	(111.18)	(62.94)
Other non-current assets	1.16	52.09
Current financial assets	(1.45)	(23.31)
Other current assets	(705.03)	532.60
<i>Adjustments for increase/(decrease) in operating liabilities</i>		
Trade Payables	97.09	1,824.11
Current financial liabilities	110.37	(58.36)
Other current liabilities	977.95	(188.01)
Provisions	39.69	66.28
<b>Cash generated from operations</b>	<b>10,738.01</b>	<b>6,049.30</b>
Direct taxes paid	(1,565.45)	(370.01)
<b>Net cash generated from operating activities</b>	<b>9,172.56</b>	<b>5,679.29</b>
<b>B. Cash Flow from Investing activities:</b>		
Purchase of property, plant and equipment	(4,593.99)	(10,636.71)
Sale of property, plant & equipment	27.69	1.24
Investment in Shares	(2,485.50)	(1,495.72)
Movement in loans and advances	(254.90)	-
Movement in fixed deposit held as margin	(195.28)	(97.08)
Interest received	36.73	61.68
<b>Net cash (used in) investing activities</b>	<b>(7,465.25)</b>	<b>(12,166.59)</b>

Notice

Board & Management Report

Standalone Financial Report

Consolidated Financial Report

page  
149

## Notes on financial statements for the year ended 31st March 2021

(₹ in lacs)

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
<b>C. Cash Flow from Financing activities:</b>		
Proceeds from long term borrowings	(8,500.00)	8,500.00
Proceeds from short term borrowings	7,630.47	-
Repayment of short term borrowings	-	(1,350.95)
Interest paid	(785.94)	(445.85)
Dividend Paid	-	(203.31)
Dividend distribution tax paid	-	(41.79)
<b>Net cash (used in) financing activities</b>	<b>(1,655.47)</b>	<b>6,458.10</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>51.84</b>	<b>(29.21)</b>
<b>Cash and cash equivalents as at 1st April</b>	<b>128.20</b>	<b>157.41</b>
<b>Cash and cash equivalents as at 31st March</b>	<b>180.04</b>	<b>128.20</b>

See accompanying notes forming part of the financial statements

1. Cash and cash equivalents represents cash, cheques on hand and balances with banks. [Refer Note. 10(a)]
2. Figures in brackets represent outflows.

As per terms of our report attached

For **ALPS & Co.**

*Chartered Accountants*

**Firm Registration No : 313132E**

For and on behalf of the Board of Directors

**(A. K. Khetawat)**

*Partner*

Membership No.: 52751

Place : Kolkata

Dated : June 29, 2021

**Chandra Prakash Agrawal**

**Dinesh Raghbir Prasad Agarwal**

*Chairman & Managing Director*

*Whole-time Director*

**Sandip Kumar Agarwal**

**Arnab Banerji**

*Chief Financial Officer*

*Company Secretary*

# Notes on Consolidated financial statements as at / for the year ended 31st March 2021

## Note -01 General Information

### 1.01 Corporate Information

Gallant Metal Limited (“the Company”) is a public limited company domiciled in India incorporated under the provisions of the Companies Act. The registered office of the company is located in Delhi, India. The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The Company including its subsidiary and associate collectively referred as (Group) is engaged in manufacturing of Steel and Steel products with power plant and having its manufacturing unit at Village Samakhiali, Dist Kutch in the State of Gujarat.

### 1.02 Basis of preparation of financial statement

These financial statement have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention(except for certain financial instruments that are measured at fair values at the end of each reporting period) on accrual basis to comply in all material aspects with the Indian Accounting Standards (herein after referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment rules, 2016.

The consolidated financial statements have been prepared on accrual and going concern basis. All assets and liabilities of each entity in the Group have been classified as current or non-current as per the Company’s normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements of the group for the year ended March 31, 2021 were approved by the Board of Directors and authorised for issue on June 29, 2021

### 1.03 Basis of measurement

These financial statements are prepared under the historical cost convention otherwise indicated.

### 1.04 Functional and presentation currency

The functional currency and presentation

currency of the Group is Indian Rupee (“₹”) which is the currency of the primary economic environment in which the Group operate. All amounts have been rounded to the nearest lakhs, unless otherwise indicated.

### 1.05 Key estimates and assumptions

The preparation of separate financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Group to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the separate financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

- Useful lives of Property, plant and equipment (Refer Note 2.01)
- Assets and obligations relating to employee benefits (Refer Note 2.15)
- Valuation and measurement of income taxes and deferred taxes (Refer Note 2.16)
- Provisions and Contingencies (Refer Note 2.11)

### 1.06 Measurement of fair values

The group’s accounting policies and disclosures require the measurement of fair values for financial instruments.

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

# Notes on Consolidated financial statements as at / for the year ended 31st March 2021

When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows :

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

## Note -02 Significant Accounting Policies

### 2.01 Property, Plant and Equipment (PPE)

Land, Buildings, Plant and Equipment, Furniture and Fixtures and Vehicles held for use in the production or supply of goods or services, or for administrative purposes are stated at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated. Cost includes purchase cost of materials, including import duties and non-refundable taxes, any directly attributable costs of bringing an asset to the location and condition of its intended use and borrowing costs capitalised in accordance with the Company's accounting policy.

Properties in the course of construction for production or supply of goods or services or for administrative purposes are carried at cost, less any recognised impairment losses

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over the useful lives, using the straight-line method. Depreciation of assets commences when the assets are ready for their intended use.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes accounted as change in estimate on a prospective basis.

Estimated useful lives of the assets are as follows:

Buildings	: 3 to 60 years
Plant and equipment:	: 10 to 25 years
Furniture and Fixtures	: 10 years
Office Equipments	: 5 to 10 years
Computers	: 3 years
Motor Vehicles	: 8 to 10 years
Rolls	: 1 year

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is recognised in profit and loss.

The Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 1, 2016 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

### 2.02 Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment (if any) losses. Amortisation is recognised at straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of intangible assets is recognised in profit and loss.

The Group has elected to continue with the carrying value of all of its intangible assets recognised as of April 1, 2016 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

# Notes on Consolidated financial statements as at / for the year ended 31st March 2021

## 2.03 Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets (Other than goodwill) to determine whether there is any indication that those assets have suffered any impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset or cash generating unit is estimated to be less than the carrying amount, the carrying amount of the asset or cash generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit and loss.

When an impairment loss subsequently reverses, the carrying value of the asset or cash generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or cash generating unit in prior years. Any reversal of an impairment loss is recognised immediately in profit and loss.

## 2.04 Investments in Subsidiaries and Associates

Investments in subsidiaries and associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and associates the difference

between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

Upon first-time adoption of Ind AS, the Company has elected to measure its investments in subsidiaries and associates at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., April 01, 2016.

## 2.05 Inventories

Raw materials, work-in-progress and finished products are valued at lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes purchase price, non refundable taxes and duties and other directly attributable costs incurred in bringing the goods to the point of sale. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.

Stores and spares are valued at cost comprising of purchase price, non refundable taxes and duties and other directly attributable costs after providing for obsolescence and other losses, where considered necessary.

Value of inventories are generally ascertained on the "FIFO (First in First out)" basis.

## 2.06 Cash and Cash equivalents

Cash and cash equivalents in the balance sheet comprise cash on hand, bank balances and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## 2.07 Financial Assets

### i) Initial recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost is recognised in the statement of profit and loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

# Notes on Consolidated financial statements as at / for the year ended 31st March 2021

## ii) Subsequent Measurement

Financial assets are subsequently / classified and measured at:

amortised cost

fair value through profit and loss (FVTPL)

fair value through other comprehensive income (FVOCI)

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Group changes its business model for managing financial assets.

## iii) Trade Receivables and Loans

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

## iv) Debt Instruments

(a) Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the Company's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

(b) Measured at amortised cost: Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

(c) Financial assets at fair value through other comprehensive income (FVTOCI): A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(d) Measured at fair value through profit or loss: A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'Other Income' in the Statement of Profit and Loss.

## v) Equity Instruments

All investments in equity instruments classified under financial assets are initially measured at fair value, the Group may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Group makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Group has elected to measure such instrument at FVOCI.

Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

## vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

## vii) Impairment of Financial Asset

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financial assets in FVTPL category.

For financial assets other than trade receivables, as per Ind AS 109, the Group recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Group's trade receivables do not contain significant

# Notes on Consolidated financial statements as at / for the year ended 31st March 2021

		Notice	Board & Management Report	Standalone Financial Report	Consolidated Financial Report
	financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.	Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.			
2.08	<b>Financial Liabilities</b>	<b>2.11</b> <b>Provisions and Contingent Liabilities</b>			
i)	Initial recognition and measurement	Provisions are recognized when the Group has a present obligation as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.			
	Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.	If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.			
ii)	Subsequent Measurement	Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.			
	Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.	A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.			
iii)	Derecognition	Commitments includes the amount of purchase orders (net of advance) issued to parties for acquisition of assets.			
	A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.	Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.			
2.09	<b>Off setting of Financial instruments</b>	<b>2.12</b> <b>Revenue recognition</b>			
	Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.				
2.10	<b>Derivative financial instruments</b>	i) <b>Sale of goods</b>			
	The group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of item being hedged and the type of hedge relationship designated.	Sales are recognised when goods are supplied and significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of contract and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods.			
ii)	<b>Dividend and Interest income</b>	ii) <b>Dividend and Interest income</b>			
		Dividend income is recognised when the shareholder's right to receive payment has			

# Notes on Consolidated financial statements as at / for the year ended 31st March 2021

been established (provided that it is probable that the economic benefits will flow to the group and amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

## iii) Insurance Claims

Insurance claims are accounted for on acceptance and when there is a reasonable certainty of receiving the same, on ground of prudence.

## 2.13 Foreign Currencies Transactions

The financial statements of the Group are presented in Indian Rupee (INR), which is Group's functional and presentation currency.

Transactions in currencies other than entity's functional currency (foreign currency) are recorded at the rates of exchange prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies (other than derivative contracts) remaining unsettled at the end of the each reporting period are remeasured at the rates of exchange prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currency are retranslated at the rate prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange difference on monetary items are recognised in profit and loss in the period.

## 2.14 Borrowing costs

Borrowing costs are interest and other costs that the Group incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs that are directly attributable to the acquisition of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is put to use. Other borrowing costs

are recognised as an expense in the period in which they are incurred.

## 2.15 Employee Benefits

### i) Short-term benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

### ii) Post Employment Benefit

#### (a) Defined Contribution Plans

Payments made to a defined contribution plan such as Provident Fund and Family Pension maintained with Regional Provident Fund Office are charged as an expense in the Statement of Profit and Loss as they fall due.

#### (b) Defined Benefit Plans

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, after discounting the same. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses are recognized immediately in Other Comprehensive Income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognized in Statement of Profit and Loss.

## 2.16 Taxes on Income

### i) Current tax

Current tax is payable based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Standalone statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The current tax is calculated using tax rates that have been

# Notes on Consolidated financial statements as at / for the year ended 31st March 2021

enacted or substantively enacted by the end of the reporting period.

## ii) Deferred tax

Deferred tax is the tax expected to be payable or recoverable on temporary differences between the carrying value of assets and liabilities in the Standalone financial statements and the corresponding tax bases used in the computation of taxable profits and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are only recognised on deductible temporary differences to the extent that is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset to the extent that they relate to taxes levied by the same tax authority and there are legally enforceable rights to set off current tax assets and current tax liabilities within that jurisdiction.

## iii) Minimum alternate tax

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is recognised as a deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the group will pay normal income tax during the specified period and it is probable that future

economic benefit associated with it will flow to the group.

iv) Current and deferred tax are recognised in profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

## 2.17 Earning Per Share

Basic Earnings per share is calculated by dividing the net profit / (loss) for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit / (loss) for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

## 2A Recent Indian Accounting Standard (Ind AS) and Note on COVID-19

### 2A.1 Recent accounting pronouncements which are not yet effective

Ministry of Corporate Affairs (MCA) notifies new standard or amendments to the existing standards. There is no such notifications which would have been applicable from April 1, 2021.

### 2A.2 Notes on COVID-19

In view of the lockdown across the country due to the outbreak of COVID pandemic, manufacturing operations are scaled down or shut down in compliance with the directives / orders issued by the local Panchayat / Municipal Corporation / State / Central Government authorities.

As per management's current assessment, no significant impact on carrying amounts of inventories, trade receivables, investments and other financial assets is expected, and management will continue to monitor changes in future economic conditions. The eventual outcome of the impact of the global health pandemic may be different from those estimated as on the date of approval of these Consolidated Financial Statements.

Notice

Board & Management Report

Standalone Financial Report

Consolidated Financial Report

## Notes on Consolidated financial statements as at / for the year ended 31st March 2021

(₹ in lacs)

03. Property, plant and equipment	Freehold Land	Freehold Building	Roads	Plant and Machinery	Electrical installation and Equipments	Lab Equipments	Furniture and fixtures	Office Equipments	Motor Vehicles	Computers	Rolls	Total
<b>Cost or deemed cost</b>												
Balance at April 1, 2019	923.45	4,579.92	557.57	17,674.54	436.67	43.51	31.59	45.41	290.81	7.13	380.32	24,970.92
Additions	75.55	-	-	0.83	6.41	3.17	2.94	0.38	81.87	0.99	240.70	412.84
Disposals	-	-	-	-	-	-	-	-	(5.51)	-	(380.32)	(385.83)
Balance at March 31, 2020	999.00	4,579.92	557.57	17,675.37	443.08	46.68	34.53	45.79	367.17	8.12	240.70	24,997.93
Additions	191.43	3,150.45	120.47	24,325.87	4.73	-	3.00	1.99	104.11	5.93	160.13	28,068.11
Disposals	-	-	-	(114.15)	-	-	-	-	(4.43)	-	(240.70)	(359.28)
<b>Balance at March 31, 2021</b>	<b>1,190.43</b>	<b>7,730.37</b>	<b>678.04</b>	<b>41,887.09</b>	<b>447.81</b>	<b>46.68</b>	<b>37.53</b>	<b>47.78</b>	<b>466.85</b>	<b>14.05</b>	<b>160.13</b>	<b>52,706.76</b>
<b>Accumulated depreciation</b>												
Balance at April 1, 2019	-	480.43	187.54	2,844.19	249.33	20.23	16.34	28.98	71.64	4.78	277.25	4,180.71
Depreciation expense	-	162.97	62.67	914.32	15.84	4.27	2.76	6.50	42.82	1.09	201.86	1,415.10
Disposals	-	-	-	-	-	-	-	-	(3.36)	-	(380.32)	(383.68)
Balance at March 31, 2020	-	643.40	250.21	3,758.51	265.17	24.50	19.10	35.48	111.10	5.87	98.79	5,212.13
Depreciation expense	-	178.38	64.49	1,061.67	13.81	3.56	2.63	4.29	46.89	2.00	186.79	1,564.51
Disposals	-	-	-	(79.41)	-	-	-	-	(3.80)	-	(240.70)	(323.91)
<b>Balance at March 31, 2021</b>	<b>-</b>	<b>821.78</b>	<b>314.70</b>	<b>4,740.77</b>	<b>278.98</b>	<b>28.06</b>	<b>21.73</b>	<b>39.77</b>	<b>154.19</b>	<b>7.87</b>	<b>44.88</b>	<b>6,452.73</b>
<b>Carrying amount</b>												
Balance at March 31, 2020	999.00	3,936.52	307.36	13,916.86	177.91	22.18	15.43	10.31	256.07	2.25	141.91	19,785.80
<b>Balance at March 31, 2021</b>	<b>1,190.43</b>	<b>6,908.59</b>	<b>363.34</b>	<b>37,146.32</b>	<b>168.83</b>	<b>18.62</b>	<b>15.80</b>	<b>8.01</b>	<b>312.66</b>	<b>6.18</b>	<b>115.25</b>	<b>46,254.03</b>

Note:

- All property plant and equipment are given as collateral security to the bank for working capital loans by way of hypothecation on movable fixed assets including plant and machinery both present and future and equitable mortgage over immovable properties of the company viz. land and building situated in Kutch, Gujarat.
- Depreciation is provided, under the Straight Line Method, pro rata to the period of use, based on useful lives specified in Schedule II to the Companies Act, 2013.

**Notes on Consolidated financial statements** as at / for the year ended 31st March 2021  
(₹ in lacs)

<b>04. Investments in Subsidiaries and Associates</b>					
		<b>As at 31.03.2021</b>		<b>As at 31.03.2020</b>	
		<b>Qty Nos.</b>	<b>Amount</b>	<b>Qty Nos.</b>	<b>Amount ₹ lakhs</b>
	<b>Investments in Equity Instruments (Fully paid up unless stated otherwise)</b>				
<b>(a)</b>	<b>Quoted Investments</b>				
	<b>Associates</b>				
	Gallant Ispat Limited at face value of ₹ 1 each (P.Y. ₹ 1 each)	72,519,920	4,260.20	7,25,19,920	4,260.20
	Capital reserve on Consolidation		9,204.43		9,204.43
	Post Acquisition profit		10,096.56		7,634.95
	Post Acquisition OCI		39.80		15.91
	<b>Total aggregate quoted investments</b>	<b>7,25,19,920</b>	<b>23,600.99</b>	<b>7,25,19,920</b>	<b>21,115.49</b>
<b>(b)</b>	<b>Unquoted Investments</b>				
	<b>Subsidiary</b>				
	GL Steel & Power Ltd. at face value of ₹ 10 each.	-	-	58,800	-
	<b>Total aggregate unquoted investments</b>	<b>-</b>	<b>-</b>	<b>58,800</b>	<b>-</b>
	<b>Total Investments carrying value</b>		<b>23,600.99</b>		<b>21,115.49</b>
	<b>Aggregate book value of quoted investments</b>		<b>23,600.99</b>		<b>21,115.49</b>
	<b>Aggregate market value of quoted investments</b>		<b>26,506.03</b>		<b>13,670.00</b>
<b>05. Other non-current financial assets (Unsecured, Considered good)</b>					
			<b>As at 31.03.2021</b>	<b>As at 31.03.2020</b>	
<b>(a)</b>	<b>Security deposits</b>		266.80	155.62	
	<b>Total non-current financial assets</b>		<b>266.80</b>	<b>155.62</b>	
<b>06. Other non-current assets</b>					
<b>(a)</b>	Capital advances		315.62	577.76	
<b>(b)</b>	Balance with Statutory / Government Authorities		749.72	750.88	
<b>(c)</b>	Others		-	-	
	<b>Total other non-current assets</b>		<b>1,065.34</b>	<b>1,328.64</b>	
<b>07. Deferred tax balances</b>					
	The following is the analysis of deferred tax assets/(liabilities) presented in the balance sheet:				
	Deferred tax assets		2,231.45	3,063.70	
	Deferred tax liabilities		(4,182.99)	(3,420.09)	
	<b>Net deferred tax asset/(liability)</b>		<b>(1,951.54)</b>	<b>(356.39)</b>	
	<b>For Year ended 31.03.2021</b>				
	<b>Deferred tax (liabilities)/assets in relation to:</b>				
	<b>Defferred Tax Liability</b>				
	Written down value of Assets		4,183.00	3,420.08	
	Other Provision		-	-	
			<b>4,183.00</b>	<b>3,420.08</b>	
	<b>Defferred Tax Assets</b>				
	Mat Credit entitlement		2,110.25	2,957.03	
	Provision for retirement benefit		75.75	62.32	
	Other Provision		45.45	44.35	
			<b>2,231.45</b>	<b>3,063.70</b>	

**Notes on Consolidated financial statements** as at / for the year ended 31st March 2021  
 (₹ in lacs)

**08. Inventories**

		<b>As at 31.03.2021</b>	<b>As at 31.03.2020</b>
(a)	Raw materials	7,733.30	7,049.57
	Including in transit ₹ 3448.57 lakhs (P.Y. ₹ 4225.28 lakhs)		
(b)	Work-in-progress	38.00	-
(c)	Finished products	3,406.94	4,208.18
(d)	Stores and spare parts	2,537.21	1,963.98
	<b>Total inventories</b>	<b>13,715.45</b>	<b>13,221.73</b>

1. Inventories are pledged on pari passu first charge against short term loans from bank (refer note 19)
2. The mode of valuation of Inventories has been stated in note 02 point -05

**09. Trade receivables (Current) Unsecured, considered good**

Total trade receivables	-	-
	-	-

Trade receivables are pledged on pari passu first charge against short term loans from bank (refer note 19).  
 Trade receivables includes ₹ Nil from realted party (P.Y. ₹ Nil lakhs) (refer note 35).

**10. Cash and bank balances**

(a)	<b>Cash and cash equivalents</b>		
	(i) Cash on hand	7.03	6.97
	(ii) Balances with banks		
	(a) In current accounts	5.01	5.07
	(b) In deposits accounts*	168.00	116.16
	<b>Total cash and cash equivalents</b>	<b>180.04</b>	<b>128.20</b>

(i) \* This represent deposits with original maturity of less than or equal to three months.

**11. Bank balance other than Cash and cash equivalents**

In deposits accounts**	545.38	350.08
Earmarked balance with bank for unclaimed dividend	1.24	1.26
	<b>546.62</b>	<b>351.34</b>
<b>Total cash and bank balances</b>	-	-
<b>Included above</b>		
(i) Bank deposits for margin against letters of credit and Bank Guarantee	713.38	466.24
(ii) ** This represent deposits with original maturity of more than three months but within twelve months.		

**12. Current Financial Assets - Loans**

<b>(Unsecured, considered good)</b>		
(a) Loan to related parties (refer note 35 )	254.90	-
(a) Loans to other Body Corporates	-	-
	<b>254.90</b>	<b>-</b>
<b>Details of loans under section 186(4) of the Companies Act, 2013</b>		
Nihon Impex Private Limited	-	-
GL Steel and Power Limited	254.90	92.74

**Notes on Consolidated financial statements** as at / for the year ended 31st March 2021  
(₹ in lacs)

<b>13. Other financial assets</b>		<b>As at 31.03.2021</b>	<b>As at 31.03.2020</b>
(a) Interest accrued on fixed deposits		22.70	11.49
(b) Others		4.10	2.65
<b>Total other financial assets</b>		<b>26.80</b>	<b>14.14</b>
<b>14. Other current assets</b>			
<b>(a) Advance with public bodies</b>			
i) Balance with Statutory and Government authorities		484.39	201.26
ii) Advance to suppliers		701.68	289.50
iii) Other advances and prepayments			
(a) Prepayments		51.66	41.64
(b) Others		-	0.30
<b>Total other current assets</b>		<b>1,237.73</b>	<b>532.70</b>
<b>15. Share capital</b>			
		<b>As at 31.03.2021</b>	<b>As at 31.03.2020</b>
<b>Authorised:</b>			
8,30,00,000 (P.Y 8,30,00,000 ) Equity Shares of ₹ 10 each		8,300.00	8,300.00
<b>Issued, Subscribed and fully paid up:</b>			
8,13,22,324 (P.Y. 8,13,22,324 ) Equity Shares of ₹ 10 each		8,132.23	8,132.23
		<b>8,132.23</b>	<b>8,132.23</b>

**Reconciliation of Number of shares and amount outstanding at the beginning and end of the reporting period**

	<b>For the period ended 31.03.2021</b>		<b>For the period ended 31.03.2020</b>	
	<b>No. of Shares</b>	<b>Amount ₹ Lakhs</b>	<b>No. of Shares</b>	<b>Amount ₹ Lakhs</b>
<b>Equity shares</b>				
<b>Issued, subscribed and fully paid up:</b>				
At beginning and end of the year	8,13,22,324	8,132.23	8,13,22,324	8,132.23
Issued during the year	-	-	-	-
At end of the year	<b>8,13,22,324</b>	<b>8,132.23</b>	<b>8,13,22,324</b>	<b>8,132.23</b>

**Rights, preferences and restrictions attached to shares**

**Equity Shares**

- (i) The company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is entitled for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to the number of equity shares held by the shareholders.
- (ii) The Company has not reserved any shares for issue under options and contracts/commitments for the sale of shares/ disinvestment.
- (iii) The Company for the period of five years immediately preceding the date of Balance Sheet has not:
  - (a) Allotted any class of shares as fully paid pursuant to contract(s) without payment being received in cash.
  - (b) Allotted fully paid up shares by way of bonus shares.
  - (c) Bought back any class of shares.

**Notes on Consolidated financial statements** as at / for the year ended 31st March 2021  
 (₹ in lacs)

**Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

Name of Shareholders	For the period ended 31.03.2021		For the period ended 31.03.2020	
	No. of Shares	% of holding	No. of Shares	% of holding
Gallant Ispat Limited	3,94,62,895	48.53	3,94,62,895	48.53
Lexi Exports Pvt. Limited	1,19,30,679	14.67	1,19,30,679	14.67
Richie Credit and Finance Pvt. Ltd.	50,20,194	6.17	50,20,194	6.17
Hipoline Commece Pvt. Ltd.	90,83,128	11.17	90,83,128	11.17

**16. Other Equity**

		As at 31.03.2021	As at 31.03.2020
a)	Securities premium	1,050.00	1,050.00
b)	Retained Earnings	55,193.03	47,052.81
c)	Capital Reserve	9,204.43	9,204.43
d)	Other Comprehensive Income	113.58	65.37
	<b>Total other equity</b>	<b>65,561.04</b>	<b>57,372.61</b>
	<b>Securities Premium</b>		
	Opening and closing balance	1,050.00	1,050.00
	<b>Retained Earnings</b>		
	Opening balance	47,052.81	45,057.05
	Profit for the period	8,140.22	2,240.86
	Less : Dividend	-	(203.31)
	Tax On Dividend	-	(41.79)
	Closing balance	<b>55,193.03</b>	<b>47,052.81</b>
	<b>Other Comprehensive Income</b>		
	Opening Balance	65.37	63.31
	Other Comprehensive Income for the year	61.27	1.50
	Less : Tax impact on above	13.06	(0.56)
	Closing Balance	<b>113.58</b>	<b>65.37</b>
	<b>Capital Reserve</b>		
	Opening balance	9,204.43	9,204.43
	Addition / (deduction) during the year	-	-
	Closing balance	9,204.43	9,204.43
		<b>65,561.04</b>	<b>57,372.61</b>

**Nature and purpose of reserve**

**Securities Premium Account** : The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium reserve.

**Retained Earnings** : Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders

17. Non current Financial Liabilities - Borrowings			
A.	Unsecured - at amortised cost		
(a)	Other loans	-	5,666.67
		-	<b>5,666.67</b>

- These are carried at amortised cost.
- Refer Note No. 20 for current maturities of non -current borrowings

**Notes on Consolidated financial statements** as at / for the year ended 31st March 2021  
(₹ in lacs)

<b>18. Non-current Provisions</b>		<b>As at 31.03.2021</b>	<b>As at 31.03.2020</b>
(a)	Provision for employee benefits		
	Retirement gratuity	133.44	103.64
	<b>Total provisions</b>	<b>133.44</b>	<b>103.64</b>

<b>19. Current Financial Liabilities - Borrowings</b>			
<b>A. Secured - at amortised cost</b>			
(a) Repayable on demand			
From banks			
a) Cash credit	3,559.86	1,364.17	
b) Acceptance - Bill of Exchange	2,846.15	2,411.37	
<b>Total secured borrowings</b>	<b>6,406.01</b>	<b>3,775.54</b>	
<b>B. Unsecured - at amortised cost</b>			
(a) Other loans	<b>5,000.00</b>	-	
<b>Total Unsecured borrowings</b>	<b>5,000.00</b>	-	
<b>Total borrowings</b>	<b>11,406.01</b>	<b>3,775.54</b>	

1. The above working capital loan from bank is secured by first charge by hypothecation over all the current assets including stocks of raw materials, Stock in process, Finished Goods and book debts- present and future.
2. The above working capital loan from bank is secured by collateral security by way of hypothecation on fixed assets including plant & machinery - both present and future and equitable mortage over immovable properties of the company viz. land and building situated in Kutch, Gujarat.
3. The above working capital loan from bank is secured by collateral security by pledge of 5,10,500 (31.03.2017: 5,10,500, 31.03.2016: 5,10,500) equity shares of the company held by promoters.
4. The above working capital loans is guaranteed by the corporate guarantee of M/s Hipoline Commerce Pvt. Ltd.
5. The above working capital loan is guaranteed by the personal guarantee of Sri C. P. Agrawal, Sri Dinesh R Agarwal and Sri Nitin Kandoi, Directors of the company.
6. The above working capital loans from bank are bearing interest @ 7.80% - 8.55% (P.Y. 8.55% - 9.05%) on cash credit account and @ 6.80% - 8.30% (P.Y. 7.40% - 8.75% ) on acceptance.
7. The Company does not have any default as on the Balance Sheet date in repayment of loan or Interest.

<b>20. Current Financial Liabilities - Derivative</b>			
(a) Foreign currency forward contracts		5.83	-
<b>Total derivative liabilities</b>		<b>5.83</b>	-

<b>21. Current Financial Liabilities - Trade Payables</b>			
(a) Total outstanding dues to micro enterprises and small enterprises		-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	3,767.26	3,670.16	
<b>Total Trade Payables</b>	<b>3,767.26</b>	<b>3,670.16</b>	

**Note:**

Disclosure of outstanding dues of Micro and Small Enterprise under Trade Payables is based on the information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006. There is no undisputed amount overdue as on March 31, 2020, to Micro, Small and Medium Enterprises on account of principal or interest

**Notes on Consolidated financial statements** as at / for the year ended 31st March 2021  
 (₹ in lacs)

<b>22. Current Financial Liabilities - Others</b>			
		<b>As at 31.03.2021</b>	<b>As at 31.03.2020</b>
(a)	Current maturities of long term debts	-	2,833.33
(b)	Creditors for accrued wages and salaries	473.45	363.06
(c)	Creditors for purchase of fixed assets	184.70	501.96
(d)	Unclaimed Dividend	1.25	1.26
<b>Total other current financial liabilities</b>		<b>659.40</b>	<b>3,699.61</b>
<b>22. Current Provisions</b>			
(a)	Provision for employee benefits		
	i) Post retirement gratuity	83.36	76.31
		<b>83.36</b>	<b>76.31</b>
<b>24. Other current liabilities</b>			
(a)	Advance received from customers	221.22	70.06
(b)	Employee recoveries and employer's contributions	14.96	14.79
(c)	Statutory dues	1,064.38	237.76
(d)	Other credit balances	4.27	4.27
<b>Total other current liabilities</b>		<b>1,304.83</b>	<b>326.88</b>
<b>25. Revenue from operations</b>			
		<b>For the year ended 31.03.2021</b>	<b>For the year ended 31.03.2020</b>
	<b>Sale of Products</b>		
(a)	Sale of manufactured goods	97,828.69	84,747.22
(b)	Sale of traded goods	1,044.86	237.89
(c)	Other Operating Revenue	1,831.93	1,519.55
<b>Revenue from Operations (Net)</b>		<b>100,705.48</b>	<b>86,504.66</b>
<b>26. Other income</b>			
(a)	Interest income from financial assets measured at amortised cost		
	i) From fixed deposits	18.07	27.06
	ii) From Others	29.87	43.17
(b)	Dividend income	-	-
	i) From associate	-	-
(c)	Gain on foreign currency transactions (net)	75.16	21.48
(d)	Gain on sale of fixed assets (net)	-	0.91
(e)	Profit on sale of current investemnt	0.74	-
(f)	Other non operating income	107.25	21.59
<b>Total other income</b>		<b>231.09</b>	<b>114.21</b>
<b>27. Cost of materials consumed</b>			
	<b>Raw materials &amp; components consumed</b>		
(a)	Opening stock	7,049.57	6,711.98
(b)	Add: Purchases	74,749.21	72,054.33
		<b>81,798.78</b>	<b>78,766.31</b>
(c)	Less: Closing stock	7,733.30	7,049.57
<b>Total raw materials consumed</b>		<b>74,065.48</b>	<b>71,716.74</b>

Notes:

i) Manufactured goods consumed for own use ₹ 140.17 lakhs (P.Y. ₹ 416.41 lakhs) deducted from raw material consumed at cost price.

**Notes on Consolidated financial statements** as at / for the year ended 31st March 2021  
(₹ in lacs)

<b>28. Changes in inventories of finished products and work in progress</b>		<b>For the year ended 31.03.2021</b>	<b>For the year ended 31.03.2020</b>
<b>Inventories at the beginning of the year/period</b>			
(a) Finished products		4,208.18	2,589.58
(b) Work-in-progress		-	32.97
		<b>4,208.18</b>	<b>2,622.55</b>
<b>Inventories at the end of the year/period</b>			
(a) Finished products		3,406.94	4,208.19
(b) Work-in-progress		38.00	-
		<b>3,444.94</b>	<b>4,208.19</b>
<b>Net (increase)/decrease</b>		<b>763.24</b>	<b>(1,585.64)</b>
<b>29. Employee Benefit Expenses</b>			
(a) Salaries and wages, including bonus		3,042.51	2,703.26
(b) Company's contribution to provident and other funds		165.74	144.70
(c) Workmen and staff welfare expenses		94.83	72.60
<b>Total employee benefits expense</b>		<b>3,303.08</b>	<b>2,920.56</b>
<b>30. Finance costs</b>			
(a) Interest expense		785.94	445.85
(b) Other Borrowing costs		185.08	191.69
<b>Total finance costs</b>		<b>971.02</b>	<b>637.54</b>
<b>31. Depreciation and amortisation expense</b>			
(a) Depreciation on tangible assets		1,564.51	1,415.10
<b>Total depreciation expense</b>		<b>1,564.51</b>	<b>1,415.10</b>
<b>32. Other expenses</b>			
(a) Consumption of stores, spare parts and loose tools		1,615.14	1,399.17
(b) Repairs to buildings		47.91	28.92
(c) Repairs to plant and machinery		373.76	241.25
(d) Repairs to others		63.23	25.00
(e) Power and fuel		3,112.80	3,152.11
(f) Other manufacturing expenses		1,883.65	1,819.55
(g) Rent		14.40	3.46
(h) Rates, taxes and licenses		30.11	22.27
(i) Insurance charges		80.26	79.21
(j) Freight and handling charges		2,703.11	2,413.81
(k) Commission and brokerage		85.04	69.78
(l) Selling expenses		54.99	239.70
(m) Loss /(gain) on foreign currency transaction (net)		-	-
(n) Loss on sale/discard of assets		7.68	-
(o) Corporate social responsibility expenses		128.86	139.92
(p) Other general expenses		346.42	357.18
<b>Total other expenses</b>		<b>10,547.36</b>	<b>9,991.33</b>
Note:			
<b>Auditor's Remuneration (included in other general expenses)</b>			
Audit Fee		4.50	4.50
Tax Audit Fee		0.50	0.50
Other Services (certification fee)		0.50	0.50
Reimbursement of expenses		0.00	0.52
		<b>5.50</b>	<b>6.02</b>

**Notes on Consolidated financial statements** as at / for the year ended 31st March 2021  
 (₹ in lacs)

**33. Income tax recognised in profit and loss**

	<b>For the year ended 31.03.2021</b>	<b>For the year ended 31.03.2020</b>
<b>Current tax</b>		
Current Tax Expenses	1,537.19	225.22
Mat credit availed / (entitlement)	900.03	54.55
Income Tax Expenses	2,437.22	279.77
In respect of prior years	(53.16)	0.25
Income tax expenses including earlier year tax	<b>2,384.06</b>	<b>280.02</b>
<b>Deferred tax</b>		
Deferred tax (assets) / liabilities of the current year	735.32	260.77
Deferred tax (assets) / liabilities in other comprehensive income	13.06	(0.56)
	<b>748.38</b>	<b>260.21</b>
<b>Total tax expense</b>	<b>3,132.44</b>	<b>540.23</b>
<b>The income tax expense for the year can be reconciled to the accounting profit (loss) as follows:</b>		
Profit before tax as per statement of Profit and Loss	8,797.99	1,289.02
Accounting Profit before tax	8,797.99	1,289.02
Applicable Income Tax rate	34.944%	34.944%
Computed income tax expense	3,074.37	450.44
Effect of income that is exempt from tax	-	-
Effect of expenses that are not deductible in determining taxable profit	50.50	49.07
Effect of timing difference of Depreciation	(741.27)	(285.95)
Effect of timing difference of liabilities	53.62	66.21
	<b>2,437.22</b>	<b>279.77</b>
<b>Reconciliation of deferred tax (assets) / liabilities</b>		
Effect of written down value	762.91	286.28
Effect of timing difference of liability	(1.47)	(25.51)
Effect of timing difference of liability in other comprehensive income	(13.06)	(0.56)
	<b>748.38</b>	<b>260.21</b>

**34. Segment Reporting**

Information reported to the Chief operating decision maker (CODM) for the purpose of resource allocation and assessment of segment performance focuses based on products and services. Accordingly, directors of the Company have chosen to organise the segment based on its product and services as follows:

- Iron and Steel
- Power

Revenue and expenses directly attributable to segment are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of associated revenue of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as Unallocable expenses.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as Unallocable.

The company's financing and income taxes are managed on a company level and are not allocated to operating segment.

**Notes on Consolidated financial statements** as at / for the year ended 31st March 2021  
(₹ in lacs)

**(i) Segment revenue and results**

**Segment revenue**

	For the year ended 31.03.2021	For the year ended 31.03.2020
Steel	1,00,705.48	86,504.66
Power	14,065.18	15,648.71
Unallocated Other income (Net)	231.09	114.21
	<b>1,15,001.75</b>	<b>1,02,267.58</b>
Inter-segment revenue	14,065.18	15,648.71
<b>Total</b>	<b>1,00,936.57</b>	<b>86,618.87</b>
<b>Segment Results</b>		
Steel	6,115.73	(2,595.36)
Power	3,422.19	4,407.71
<b>Total Segment Result</b>	<b>9,537.92</b>	<b>1,812.35</b>
Interest	971.02	637.54
Other unallocated expenses /(income)	(231.09)	(114.21)
<b>Profit /(Loss) before taxes</b>	<b>8,797.99</b>	<b>1,289.02</b>

**(ii) Segment assets and liabilities**

**Segment assets**

	As at 31.03.2021	As at 31.03.2020
Steel	47,861.02	42,091.03
Power	21,035.74	19,751.39
<b>Total segment assets</b>	<b>68,896.76</b>	<b>61,842.42</b>
Unallocated	24,108.18	21,337.62
<b>Total assets</b>	<b>93,004.94</b>	<b>83,180.05</b>
<b>Segment liabilities</b>		
Steel	19,311.67	17,675.21
Power	0.00	0.00
<b>Total segment liabilities</b>	<b>19,311.67</b>	<b>17,675.21</b>
Unallocated	0.00	-
Shareholders' Fund	73,693.27	65,504.84
<b>Total liabilities</b>	<b>93,004.94</b>	<b>83,180.05</b>

**(iii) Capital Expenditure**

Steel	2,888.99	8,382.63
Power	1,649.88	3,360.10
<b>Depreciation</b>		
Steel	1,127.65	1,026.28
Power	436.85	388.83
<b>Total depreciation</b>	<b>1,564.50</b>	<b>1,415.10</b>

**(iv) Customer contributing more than 10% of revenue**

	For the year ended 31.03.2021	For the year ended 31.03.2020
Rajasthan Steel	11,133.84	13,531.36
Gallant Steel Distributors	9,917.92	12,163.04

Notice

Board & Management Report

Standalone Financial Report

Consolidated Financial Report

**Notes on Consolidated financial statements** as at / for the year ended 31st March 2021  
 (₹ in lacs)

35. Earnings per share	For the year ended 31.03.2021	For the year ended 31.03.2020
<b>Basic and diluted earnings per share</b>		
The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows:		
Profit for the year attributable to owners of the Company	8,140.22	2,240.86
Weighted average number of equity shares for the purposes of basic earnings per share	8,13,22,324	8,13,22,324
Basic & Diluted earnings per share	<b>10.01</b>	<b>2.76</b>

**36. Employee Benefit plans**

**(i) Defined contribution plans**

**Provident fund**

The contributions to the Provident Fund and Family Pension Fund of eligible employees are made to a Government administered Provident Fund i.e The Employees' Provident Fund and Miscellaneous Provision Act 1952 and there are no further obligations beyond making such contribution.

**(ii) Defined benefit plans**

**Gratuity**

The Company participates in the Employees' Group Gratuity-cum-Life Assurance Scheme of SBI Life Insurance Co. Ltd., a funded defined benefit plan for qualifying employees. Gratuity is payable to all eligible employees on death or on separation / termination in terms of the provisions of the Payment of Gratuity Act, 1972 (as amended from time to time), or as per the Company's scheme whichever is more beneficial to the employees.

The liability for the Defined Benefit Plan is provided on the basis of a valuation, using the Projected Unit Credit Method, as at the Balance Sheet date, carried out by an independent actuary.

Assumed discount rates are used in the measurement of the present value of the obligation.

**Amount recognised as expenses**

Employer's Contribution to Provident Fund amounting to ₹ 73.10 lakhs (previous year ₹ 78.34 lakhs) has been included in Note 29 Employee Benefits Expenses.

Gratuity cost amounting to ₹ 92.63 lakhs (previous year ₹ 66.36 lakhs) has been included in Note 29 Employee Benefits Expenses.

**(iii) The amount recognised in the Company's financial statements as at the year end as under:**

	For the year ended 31.03.2021	For the year ended 31.03.2020
<b>1 Movement in the present value of the defined benefit obligation</b>		
a) Opening defined benefit obligation	270.63	199.26
b) Current service cost	61.88	54.65
c) Interest cost	18.51	15.24
d) Actuarial (gains)/ loss on obligation	(37.06)	1.47
e) Benefits paid	-	-
f) Closing defined benefit obligation	<b>313.96</b>	<b>270.62</b>

**Notes on Consolidated financial statements** as at / for the year ended 31st March 2021  
(₹ in lacs)

	For the year ended 31.03.2021	For the year ended 31.03.2020
<b>2 Movement in the fair value of the plan assets</b>		
a) Opening fair value of plan assets	90.68	84.35
b) Interest income on plan assets	6.16	6.45
c) Employer's contribution	-	-
d) Actuarial (gains)/ loss on Plan Assets	0.32	(0.12)
e) Benefits paid	-	-
f) Closing fair value of plan assets	<b>97.16</b>	<b>90.68</b>
<b>3 Components of defined benefit costs recognised in profit and loss</b>		
a) Current service cost	61.88	54.65
b) Interest expenses on defined benefit obligation	18.51	15.24
c) Interest (income) on plan assets	(6.16)	(6.45)
d) Defined benefit cost included in Profit & Loss Account	<b>74.23</b>	<b>63.44</b>
<b>4 Components of defined benefit costs recognised in other comprehensive income</b>		
a) Actuarial (gains)/ loss on obligation for the year	(37.06)	1.47
b) Return on plan assets (excluding interest income)	(0.32)	0.12
c) Total defined benefit cost recognised in OCI	<b>(37.38)</b>	<b>1.59</b>
<b>5 Amount recognised in the statement of financial position</b>		
a) Present value of obligation at the end of the year	313.96	270.62
b) Fair value of Plan Assets at the end of the year	(97.16)	(90.68)
c) Net defined benefit liability / (assets)	<b>216.80</b>	<b>179.94</b>
Of which Short term liability	83.36	76.31
<b>6 Estimated contribution to be made in next financial year</b>	83.36	76.31
<b>7 Actuarial Assumptions</b>		
Discount Rate	6.41%	6.80%
Expected Rate of Return on plan Assets		
Salary Escalation rate	5.00%	5.00%
Employee Turnover		
Mortality	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
<b>8 Assets Information</b>		
Gratuity Fund (SBI Life)	97.16	90.68
Target allocation	100%	100%

**(iv) Sensitivity Analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	For the year ended 31.03.2021	For the year ended 31.03.2020		
	(Increase)	(Decrease)	(Increase)	(Decrease)
Discount Rate (1% movement)	294.00	337.01	254.89	288.74
Salary escalation rate (1% movement)	335.19	294.38	289.5	253.52
Withdrawal rate (1% movement)	314.95	312.63	271.63	269.35

Notice

Board & Management Report

Standalone Financial Report

Consolidated Financial Report

page  
169

**Notes on Consolidated financial statements** as at / for the year ended 31st March 2021  
 (₹ in lacs)

**37. Related Party Disclosures**

<b>(i)</b>	<b>Related parties where control exists</b>	
	<b>Subsidiary Company</b>	
	GL Steel and Power Limited (Ceased as subsidiary from 18.01.2020 )	
<b>(ii)</b>	<b>Related parties with whom transactions have taken place during the year</b>	
	Gallantt Ispat Limited	(Associate company)
	Ganesh Laxmi Processors Private Ltd	(Company under common control)
	Gallantt Foundation	(Trust under common control)
<b>(iii)</b>	<b>Key Management personnel</b>	
	Mr. Chandra Prakash Agrawal	Chairman and Managing Director
	Mr. Dinesh R Agarwal	Wholetime Director
	Mr. Prashant Jalan	Director
	Mr. Sandip Kumar Agarwal	Chief Financial Officer
	Mr. Tarun Rathi	Company Secretary (resigned on 31.10.2019 )
	Mr. Arnab Banerji	Company Secretary
<b>(iv)</b>	<b>Relative of key management personnel</b>	
	Mr. Akash Agarwal	(Son of Mr. Dinesh R Agarwal)

**Related party Transactions**

<b>Name of the related party</b>	<b>Nature of transaction</b>	<b>31 March, 2021</b>	<b>31 March, 2020</b>
GL Steel and Power Limited	Loan given	250.00	6.78
	Interest income	5.30	13.59
	Loan given (refund back)	-	230.29
Gallantt Ispat Limited	Loan given	-	1,500.00
	Loan given (refund back)	-	1,500.00
	Loan taken	8,210.00	500.00
	Loan taken (refund)	3,210.00	500.00
	Sale of product	14.03	51.33
	Purchase of products	89.81	78.68
	Interest income	-	0.25
	Interest expenses	100.70	-
Ganesh Laxmi Processors Private Ltd.	Sale of product	32.16	24.54
	Purchase of products	2.13	-
Mr. Chandra Prakash Agrawal	Remuneration	24.00	22.80
Mr. Dinesh R Agarwal	Remuneration	280.36	61.44
Mr. Dinesh R Agarwal	Share Sold	-	2.35
Mr. Prashant Jalan	Remuneration	5.38	6.92
Mr. Sandip Kumar Agarwal	Remuneration	16.28	16.43
Mr. Tarun Rathi	Remuneration	-	4.56
Mr. Arnab Banerji	Remuneration	5.11	2.17
Mr. Akash Agarwal	Remuneration	-	26.65

**Outstanding Balance**

<b>Name of the related party</b>	<b>Nature of transaction</b>	<b>31 March, 2021</b>	<b>31 March, 2020</b>
Gallantt Ispat Limited	Loan taken	5,000.00	-
GL Steel and Power Limited	Loan given	254.90	-

**38. Capital management**

The Group manages its capital to ensure that entities will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Capital structure of the Group consists of net debt and the total equity of the Company.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors

## Notes on Consolidated financial statements as at / for the year ended 31st March 2021 (₹ in lacs)

capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, long term-term borrowings, short-term borrowings, less cash and short-term deposits.

### Gearing Ratio

The gearing ratio at end of the reporting period was as follows

	As at 31.03.2021	As at 31.03.2020
<b>Debt</b>		
Current borrowings	(11,406.01)	(3,775.54)
Long term borrowings	-	(5,666.67)
Current Maturity of long term borrowings	-	(2,833.33)
Cash and bank balances	726.66	479.54
Net debt	(10,679.35)	(11,796.00)
Total equity	73,693.27	65,504.84
Equity share capital	8,132.23	8,132.23
Other equity	65,561.04	57,372.61
<b>Net debt to equity ratio</b>	<b>(0.14)</b>	<b>(0.18)</b>

### 39. Financial risk management objectives and policies

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings and trade and other payables. The Group's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations. The Group also holds FVTOCI investments and enter into derivative transactions. The Company is exposed to market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Group seeks to minimise the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Group's policies approved by the board of directors, which provide written principles on foreign exchange risks, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments. The Group does not enter into or trade financial instruments including derivative financial instruments, for speculative purposes.

#### (i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Group enters into derivative financial instruments to manage its exposure to foreign currency risk and interest rate risk.

#### Foreign currency risk management

The Group is exposed to currency risk on account of its borrowings, Receivables for Exports and Payables for Imports in foreign currency. The functional currency of the Group is Indian Rupee. The Group manages currency exposures within prescribed limits, through use of forward exchange contracts. Foreign exchange transactions are covered with strict limits placed on the amount of uncovered exposure, if any, at any point in time.

#### Exposure to currency Risk

The currency profile of financial liabilities as at Balance Sheet dates are as below:

	Currency	As at 31.03.2021	As at 31.03.2020
<b>Financial Liabilities</b>			
<b>Hedged</b>			
Borrowings - Suppliers' Credit	USD	-	34.87
	INR	-	2,450.46
<b>Unhedged</b>			
Trade Payable	USD	9.26	0.51
	INR	698.45	34.83
<b>Financial Assets</b>			
<b>Hedged</b>			
Trade Receivable	USD	10.71	-
	INR	776.68	-
<b>Unhedged</b>			
	USD	-	-
	INR	-	-

# Notes on Consolidated financial statements as at / for the year ended 31st March 2021

(₹ in lacs)

## Interest rate risk management

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market interest rates. The group's exposure to the risk of changes in market interest rates relates primarily to the group's short-term debt obligations with floating interest rates.

## Interest rate sensitivity analysis

The Group does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

### (ii) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans and advances.

The carrying amount of following financial assets represents the maximum credit exposure:

#### Trade receivables and loans and advances

The group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

The Group monitors each loans and advances given and makes any specific provision wherever required.

Based on prior experience and an assessment of the current economic environment, Management believes there is no credit risk provision required. Also Group does not have any significant concentration of credit risk.

The ageing of trade receivables that were not impaired was as follows:

Particulars	As at 31.03.2021	As at 31.03.2020
Others	5,085.27	2,274.34
	<b>5,085.27</b>	<b>2,274.34</b>

### (iii) Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Management monitors rolling forecasts of the group's liquidity position on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents.

The Group has access to funds from debt markets through loan from banks and other Debt instrument. The Group invests its surplus funds in bank fixed deposits.

#### Maturity profile of financial liabilities

The following are the remaining contractual maturities of financial liabilities as at the Balance Sheet dates  
(₹ in lacs)

As at 31.03.2021	Carrying amount	Less than 1 year	1 to 5 years	> 5 years
Short term borrowings	11,406.01	11,406.01	-	-
Long term borrowings	-	-	-	-
Derivative liabilities	5.83	5.83	-	-
Trade payables	3,767.26	3,767.26	-	-
Other financial liabilities	659.40	659.40	-	-

# Notes on Consolidated financial statements as at / for the year ended 31st March 2021 (₹ in lacs)

As at 31.03.2021	Carrying amount	Less than 1 year	1 to 5 years	> 5 years
<b>As at 31.03.2020</b>				
Short term borrowings	3,775.54	3,775.54	-	-
Derivative liabilities	-	-	-	-
Trade payables	3,670.17	3,670.17	-	-
Other financial liabilities	3,699.62	3,699.62	-	-

## 40. Fair value measurements

Refer Note (2.07) for accounting policy on Financial Instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, working capital loan from banks approximate their carrying amounts largely due to the short term maturities of these instruments.

Financial instruments other than above are carried at amortised cost except certain assets which are carried at fair value.

The group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique

Level -1 : Quoted prices in active markets for identical assets or liabilities

Level -2 : Other techniques for which all inputs which have a significant effects on the recorded fair value are observable

Level -3 : Techniques using inputs having significant effect on the recorded fair value that are not based on observable market data.

Particulars	As at 31.03.2021	As at 31.03.2020
<b>Financial Assets:</b>		
Investment - Non -current	23,600.99	21,115.49
Security deposits - Non - current	266.80	155.62
Trade receivables	5,085.27	2,274.34
Cash and cash equivalents	180.04	128.20
Other bank balances	546.62	351.34
Loan - Current	254.90	-
Other Financial assets - Current	26.80	14.14
<b>Total</b>	<b>29,961.42</b>	<b>24,039.13</b>
<b>Financial Liabilities</b>		
Borrowings - Current	11,406.01	3,775.54
Trade payable	3,767.26	3,670.17
Derivative financial liabilities	5.83	-
Other financial liabilities	659.40	3,699.62
<b>Total</b>	<b>15,838.50</b>	<b>11,145.32</b>

## 41. Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for	157.81	1,216.63
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**Notes on Consolidated financial statements** as at / for the year ended 31st March 2021  
 (₹ in lacs)

**42. Contingent liabilities**

		<b>As at 31.03.2021</b>	<b>As at 31.03.2020</b>
(i)	Curtailing the assured benefit of exemption granted to New Industrial unit in Kutch, Gujarat. The Company is entitled to exemption for 100% of the duty paid in Cash after utilization of CENVAT Credit for 5 years from the date of Commercial Production. Hon'ble Supreme Court has granted the verdict against the Company in April, 2020, Company is planning to file review petition for the same.	1,040.44	583.79
(ii)	Commissioner of Central Excise, Kutch Commissionerate issued Show Cause Notice on excise duty liability on sales tax incentive availed by the company.	170.12	170.12
(iii)	Demand raised by the Addl. Commissioner of Central Excise, Rajkot against utilisation of CENVAT credit of Basic Excise duty for payment of Education and Higher education Cess and filed appeal for the same before CESTAT, Ahmedabad.	-	-
(iv)	Commissioner, Central GST (Audit) issued show cause notice on wrong avalement of CENVAT credit on imported coal. Case is pending before Hon'ble CESTAT .	603.35	603.35
(v)	Benefit on import of coal from AIFTA Preferential Tariff denied by the Kandla custom. We have preferred appeal to Commissioner of Custom. (₹ 39.03 lacs has been paid against the same )	39.03	39.03
(vi)	Disputed liability in respect of sales tax (₹ 42.00 lacs has been paid against the same).	80.04	80.04
(vii)	Income Tax demand raised by the department from A.Y 2006-07 to 2019-2020 that has been disputed by the company in various forum of Income Tax department.	411.62	115.22
(viii)	Claim against the company not acknowledged debt in respect of disputed liability of freight with railway. Case is pending in Hon'ble High Court, Gujarat.	161.45	161.45
(ix)	Hon'ble High Court of Gujarat has declared collection of green cess by the State Act ultra vires the constitution and the same is therefor void and ordered to refund the green cess collected. We had applied for refund.	25.56	25.56
	CGST, Gandhinagar has imposed a penalty in a case of Jai Tripathi Steel Pvt Limited. We have preferred appeal before Commissioner (Appeal) CGST and Central excise, Ahmedabad	10.00	10.00
(x)	Outstanding guarantees to bank in respect of the guarantees given by bank in favour of various government authorities.	423.43	423.43

**Notes:**

- 1 The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.
2. It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements/ decisions pending with various forums/authorities.

**Note- 43 Amalgamation of Companies**

At their meeting held on January 18, 2020, Board of Directors of the Company has approved the Scheme of Amalgamation and Slump Sale providing for the Amalgamation of Gallant Ispat Limited (Transferor Company No. 1 or GIL), AAR Commercial Company Limited (Transferor Company No. 2 or AAR), Hipoline Commerce Private Limited (Transferor Company No. 3 or HIPOLINE), Lexi Exports Private Limited

## Notes on Consolidated financial statements as at / for the year ended 31st March 2021

(₹ in lacs)

(Transferor Company No. 4 or LEXI) and Richie Credit and Finance Private Limited (Transferor Company No. 5 or RICHIE)(together referred to as the “Transferor Companies”) with Gallant Metal Limited (“Transferee Company” or “GML”) and for the Slump Sale of 18 MW Power Plant Undertakings of Gallant Ispat Limited to the Transferee Company and their respective shareholders and Creditors (“Scheme”) under Section 230 to 232 and other applicable provisions of the Companies Act, 2013.

In accordance with the Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “LODR”) Company had filed the draft Scheme of Amalgamation and Slump Sale with the BSE Limited (formerly Bombay Stock Exchange Limited) and the National Stock Exchange of India Limited (hereinafter together referred to as the “Stock Exchanges”) for obtaining an ‘observation letter’ or a ‘no-objection letter’, before filing such scheme. Further, Transferor Company No. 1, Transferor Company No. 2 and the Transferee Company had also filed this application with the Stock Exchanges under Regulation 37 of LODR.

### Brief details of the Scheme are as under:

1. GIL, AAR, HIPOLINE, LEXI and RICHIE all are TRANSFEROR COMPANIES and GML is TRANSFeree COMPANY.
2. The Transferee Company is a listed Company. GIL and AAR are also Listed Companies.
3. Upon the Scheme becoming effective in lieu of the amalgamation no consideration will be due to the Transferor Companies and in consideration of the amalgamation of the Transferor Companies with the Transferee Company pursuant to the Scheme including the consequential extinguishment of the shareholding in Transferor Companies, the Transferee Company shall without further application, issue and allot as given below equity shares in the Transferee Company to the equity shareholders of the Transferor Companies whose names appear in the Register of Members of the Transferor Companies on the Record Date:
  - 13 (Thirteen) equity shares of the nominal value of ₹ 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of ₹ 1/- each fully paid up held by such member in GIL.
  - 5 (Five) equity shares of the nominal value of ₹ 10/- fully paid up in the Transferee Company for every 1 (One) equity share of ₹ 10/- each fully paid up held by such member in AAR.
  - 9 (Nine) equity shares of the nominal value of ₹ 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of ₹ 10/- each fully paid up held by such member in HIPOLINE.
  - 84 (Eighty-Four) equity shares of the nominal value of ₹ 10/- fully paid up in the Transferee Company for every 1 (One) equity share of ₹ 10/- each fully paid up held by such member in LEXI.
  - 101 (One Hundred One) equity shares of the nominal value of ₹ 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of ₹ 10/- each fully paid up held by such member in RICHIE.
4. Transferor Companies GIL and AAR and Transferee Company GML are under the Jurisdiction of the Registrar of Companies, Delhi and Haryana and Transferor Companies, HIPOLINE, LEXI and RICHIE are under the jurisdiction of the Registrar of Companies, West Bengal.
5. Pursuant to the Scheme 18 MW Power Plant Undertakings of GIL will be sold and transferred to the Transferee Company through Slump Sale at a consideration of ₹ 35 Crores payable in cash.
6. “Appointed Date of Slump Sale” means the open of business hours on 1st April 2019
7. “Appointed Date” means the open of business hours on 1st April 2019 after the completion of the slump sale.

Company has appointed BSE Limited as designated Stock Exchange for coordinating with the SEBI in respect of the said Scheme and matters connected therewith.

Vide its letters dated November 12, 2020 and November 23, 2020, BSE Limited and National Stock Exchange of India Limited respectively have issued Observation letters (hereinafter referred to as the “Observation Letters”).

Post getting the observation Letters as above, Companies filed application with the Honorable National Company Law Tribunal, Principal Bench, New Delhi (hereinafter referred to as the “NCLT Delhi”) together with other petitioner Companies viz., AAR and GIL for directions to hold meetings of the Shareholders and Creditors of the Companies. Further, the Petitioner Companies Hipoline, LEXI and Richie, falling under the jurisdiction of Honorable Company Law Tribunal, Kolkata Bench (hereinafter referred to as the “NCLT Kolkata”), have filed application along with necessary enclosures for dispensation of the meeting of Shareholders and Creditors.

Pursuant to the application filed as above, NCLT Kolkata, vide its order dated January 19, 2021 has

Notice

Board & Management Report

Standalone Financial Report

Consolidated Financial Report

page  
175

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## Notes on Consolidated financial statements as at / for the year ended 31st March 2021

(₹ in lacs)

dispensed the meetings of shareholders and creditors. Further, NCLT Delhi, vide its order dated February 26, 2021, has directed to convene and hold meetings of shareholders and creditors of GML, GIL and AAR ON April 08, 2021. The Chairman has appointed Mr. Somnath Gangopadhyay and the Chairperson and Ms. Aisha Amin as Alternate Chairperson. Further, Mr. Tanmay Kumar Saha was appointed as the Scrutinizer of the meetings.

In accordance with the NCLT Delhi Order and provisions of (i) Section 230(4) read with Section 108 of the Act and read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended; (ii) Rule 6(3) (xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"); and (iv) Secretarial Standards-2 on General Meetings issued by Institute of Company Secretaries of India, as applicable, the Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing facility of remote e-voting prior to the Meeting and e-voting during the Meeting, so as to enable the equity shareholders, to consider and if thought fit, approve the Scheme by way of requisite majority. Accordingly, voting by equity shareholders, secured creditors and unsecured creditors of the Company were carried out through (a) remote e-voting prior to the Meeting, and (b) e-voting during the Meeting. Remote e-voting prior to the Meeting was opened during the period commencing from 9.00 a.m. (IST) on Monday, April 05, 2021 and ending at 5.00 p.m. (IST) on Wednesday, April 07, 2021, arranged by NSDL.

The members (including public shareholders), secured creditors and unsecured creditors passed the resolution for approval of the Scheme with the requisite majority. After approval of the resolution by the shareholders, secured and unsecured creditors, the Companies complied with the requisite formalities and filed petition with the NCLT Delhi for their approval and order of the Scheme. Similarly, Other Petitioner Companies viz., Hipoline, Lexi and Richie have also filed petition with the NCLT Kolkata Bench for approval of the Scheme by the NCLT Kolkata Bench.

### 44. Corporate Social Responsibility Contribution (CSR Expenses)

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
(a) Gross amount required to be spent by the company during the year	127.86	139.14
(b) Amount spent during the year on		
(i) Construction / acquisition of any fixed assets	0.00	0.00
(ii) On purpose other than (i) above	128.86	139.92

### 45. Subsequent Events

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

46. Balances under Trade receivables, Trade Payables, Loans and Advances payable or receivable are subject to confirmation to be received from some of the parties.

47. Figures for the previous years have been regrouped / restated wherever necessary to conform to current year's presentation.

As per terms of our report attached

For and on behalf of the Board of Directors

For **ALPS & Co.**

*Chartered Accountants*

**Firm Registration No : 313132E**

**(A. K. Khetawat)**

*Partner*

Membership No.: 52751

Place : Kolkata

Dated : June 29, 2021

**Chandra Prakash Agrawal**

*Chairman & Managing Director*

**Dinesh Raghbir Prasad Agarwal**

*Whole-time Director*

**Sandip Kumar Agarwal**

*Chief Financial Officer*

**Arnab Banerji**

*Company Secretary*





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(CIN : L27109DL2005PLC350524)

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New Delhi - 110014