GALLANTT METAL LIMITED

Registered Office: "GALLANTT HOUSE", I-7, Jangpura Extension,
New Delhi – 110014. India.
Tel. No: + 91 11 45048767 **Fax No.:** + 91 11 45048767
CIN: L27109DL2005PLC350524
E-mail: csgml@gallantt.com Website: - **www.gallantt.com**

MEETING OF THE EQUITY SHAREHOLDERS OF GALLANTT METAL LIMITED
(convened pursuant to an order dated 26th February, 2021 passed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi)

MEETING:
Day: Thursday
Date: 8th day of April, 2021
Time: 2.00 P.M. (IST)
Mode & Venue : In view of the COVID-19 pandemic and related social distancing norms and as per the directions of the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi, the Meeting shall be conducted through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM") and deemed to be held at the Registered Office of the Company at **"GALLANTT HOUSE",** I-7, Jangpura Extension, New Delhi – 110014. India.
E-VOTING
Commencing on : Monday, 5th day of April, 2021 at 9.00 a.m. (0900 hours IST)
Ending on : Wednesday, 7th day of April, 2021 at 5.00 p.m. (1700 hours IST)

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

PRINCIPAL BENCH, AT NEW DELHI

COMPANY APPLICATION NO. CA(CAA) NO11/PB/2021

Form CAA2 [Pursuant to Section 230(3) and Rule 6 of the Companies (Compromises, Arrangements & Amalgamation) Rules, 2016]

IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SCHEME OF AMALGAMATION AND SLUMP SALE PROVIDING FOR SLUMP SALE OF 18 MW POWER PLANT OF GALLANTT ISPAT LIMITED TO GALLANTT METAL LIMITED AND THEREAFTER AMALGAMATION OF GALLANTT ISPAT LIMITED, AAR COMMERCIAL COMPANY LIMITED, HIPOLINE COMMERCE PRIVATE LIMITED, LEXI EXPORTS PRIVATE LIMITED AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED WITH GALLANTT METAL LIMITED (TRANSFEREE COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230-232 OF THE COMPANIES ACT, 2013.

AND

IN THE MATTER OF:

Gallantt Ispat Limited, a company incorporated under the Companies Act, 1956, having its registered office at "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi – 110014.

…**Transferor Company 1 / GIL**

AND

AAR Commercial Company Limited, a company incorporated under the Companies Act, 1956, having its registered office at "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi – 110014.

…**Transferor Company 2 / AAR**

AND

Hipoline Commerce Private Limited, a company incorporated under the Companies Act, 1956, having its registered office at 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069, W.B.

…**Transferor Company 3 / HIPOLINE**

AND

Lexi Exports Private Limited, a company incorporated under the Companies Act, 1956, having its registered office at 207, Maharshi Devendra Road, 1st Floor, Room No. 27, Kolkata-700 007, W.B.

…**Transferor Company 4 / LEXI**

AND

Richie Credit & Finance Private Limited, a company incorporated under the Companies Act, 1956, having its registered office at 207, Maharshi Devendra Road, 1st Floor, Room No. 27, Kolkata-700 007, W.B.

…**Transferor Company 5 / RICHIE**

AND

Gallantt Metal Limited, a company incorporated under the Companies Act, 1956, having its registered office at "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi – 110014.

…**Transferee Company / GML**

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF GALLANTT METAL LIMITED, TRANSFEREE COMPANY

To,

The equity shareholders of Gallantt Metal Limited

NOTICE is hereby given that by an order dated February 26, 2021, in Company Application No. CA(CAA)NO11/PB/2021 ("**Order**"), the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi ("**Hon'ble Tribunal**" or "**NCLT**") has directed that a meeting of the equity shareholders of the Company, be convened and held to consider, and if thought fit, to approve, with or without modification, the proposed Scheme of Amalgamation and Slump Sale providing for Slump Sale of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited and thereafter Amalgamation of Gallantt Ispat Limited **(GIL/Transferor Company No. 1)**, AAR Commercial Company Limited **(AAR/Transferor Company No. 2)**, Hipoline Commerce Private Limited **(Hipoline/Transferor Company No. 3)**, Lexi Exports Private Limited **(Lexi/Transferor Company No. 4)** and Richie Credit & Finance Private Limited **(Richie/Transferor Company No. 5)** with Gallantt Metal Limited **(Company/GML/ Transferee Company)** and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ("**Scheme**").

TAKE FURTHER NOTICE that in pursuance of the said Order and as directed therein, a meeting of the equity shareholders of the Company will be held on Thursday, April 08, 2021 at 2.00 p.m. (IST) ("**Tribunal Convened Meeting"**/"**Meeting**") through video conferencing ("**VC**") / other audio visual means ("**OAVM**") following the operating procedures (with requisite modifications as may be required) referred to in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "**MCA Circulars**"). At such day, date and time, the said equity shareholders are requested to join the Meeting.

At the Meeting the following resolution will be considered and if thought fit, be passed, with or without modification, with requisite majority under Sections 230 to 232 of the Companies Act, 2013 ("**the Act**") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force):

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions of the Companies Act, 2013, the provisions of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended from time to time, issued by the Securities and Exchange Board of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any other applicable laws and regulations and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Principal Bench of the Hon'ble National Company Law Tribunal, New Delhi and subject to the approvals of the Reserve Bank of India and such other approvals, permissions and sanctions of regulatory and other authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Principal Bench of the Hon'ble National Company Law Tribunal, New Delhi ("**NCLT**" or "**Hon'ble Tribunal**") or by any regulatory or other authorities while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of Amalgamation and Slump Sale providing for Slump Sale of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited and thereafter Amalgamation of Gallantt Ispat Limited **(GIL/Transferor Company No. 1)**, AAR Commercial Company Limited **(AAR/Transferor Company No. 2)**, Hipoline Commerce Private Limited **(Hipoline/Transferor Company No. 3)**, Lexi Exports Private Limited **(Lexi/Transferor Company No. 4)** and Richie Credit & Finance Private Limited **(Richie/Transferor Company No. 5)** with Gallantt Metal Limited **(Company/GML/Transferee Company)** and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ("**Scheme**"), as enclosed to the notice of the Hon'ble Tribunal convened meeting of the equity shareholders of the Company and placed before this meeting, be and is hereby approved."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and/ or making such adjustments in the books of accounts of the Company as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

TAKE FURTHER NOTICE that in accordance with the said 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 the aforesaid Resolution. Accordingly, voting by equity shareholders of the Company shall be carried out through (a) remote e-voting prior to the Meeting, and (b) e-voting during the Meeting.

TAKE FURTHER NOTICE that in addition to facility of voting through e-voting system during the Meeting through VC/ OAVM, the persons entitled to attend and vote at Meeting shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes through remote e-voting prior to the Meeting 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 voting rights of equity shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on Thursday, April 01, 2021, being the cutoff date ("**Cut-off date**"). The equity shareholders opting to cast their votes by remote e-voting or e-voting during the Meeting through VC/ OAVM are requested to read the instructions in the Notes of this Notice for further details on remote e-voting and e-voting during the Meeting. In case of remote e-voting, the votes should be cast in the manner described in the instructions by 5.00 p.m. (IST) on Wednesday, April 07, 2021. Remote e-voting module will be disabled by NSDL thereafter.

TAKE FURTHER NOTICE that each equity shareholder can opt for only one mode of voting i.e. (a) remote e-voting prior to Meeting or (b) vote through e-voting system during the Meeting through VC/ OAVM as arranged by NSDL on behalf of the Company. If you opt for remote e-voting, you will nevertheless be entitled to attend and participate in the Meeting but you will not be entitled to vote again during the Meeting through VC/ OAVM.

TAKE FURTHER NOTICE that Hon'ble NCLT has directed calling, convening and holding of Meeting of Shareholders and Creditors and directed voting on the scheme to be undertaken either in person or by proxy or through Postal Ballot or through electronic means. Since, the physical attendance of equity shareholders has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by equity shareholders under Section 105 of the Act will not be available for the said Meeting and hence, the Route Map, Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Sections 112 and 113 of the Act, authorized representatives of the members may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/ OAVM facility and e-voting during the Meeting provided an authority letter/ power of attorney by the board of directors or a certified copy of the resolution passed by its board of directors or other governing body authorizing such representative to attend and vote at the Meeting through VC/ OAVM on its behalf along with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote is emailed to the Scrutinizer at tanmayks@gmail.com with a copy marked to NSDL at evoting@nsdl.co.in and to the Company at csgml@gallantt.com not later than 48 (forty eight) hours before the time scheduled for holding the Meeting.

Such Corporate Members are requested to refer 'General Guidelines for equity shareholders' provided herein below, for more information. A copy of the Scheme, the Explanatory Statement under Sections 230(3), 232(1), 232(2) and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index, are enclosed herewith. In compliance with the Order of Hon'ble Tribunal and MCA Circulars, the Notice of this Meeting, together with the documents accompanying the same, is being sent only through electronic mode to those equity shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) (DPs). A copy of this Notice and the accompanying documents will be hosted on the website of the Company at www.gallantt.com and will also be available on the website of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively and also on the website of NSDL at www.evoting.nsdl.com. The Company is required to furnish a copy of the Scheme along with a copy of the said Explanatory Statement within one day of any requisition of the Scheme being made by any equity shareholder, to the Company by e-mail at csgml@gallantt.com.

The Scheme along with the Explanatory Statement can also be obtained on any day (except Saturday, Sunday and public holidays) from the Registered Office of the Company at "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi – 110014 between 11:00 a.m. to 4.00 p.m.

The Hon'ble Tribunal has appointed Mr. Somnath Gangopadhyay, Advocate as Chairperson of the aforesaid Meeting including for any adjournment or adjournments thereof. In the absence of the Chairperson, Miss Aisha Amin, Advocate is appointed as the Alternate Chairperson for the meeting.

The Scheme, if approved in the Meeting, will be subject to the subsequent approval of the Hon'ble Tribunal. The results of the Meeting shall be announced by the Chairperson or the person authorised by Chairperson not later than 48 (forty-eight) hours from the conclusion of the Meeting and the same shall be displayed at the Notice Board of the Registered Office of the Company and hosted on the website of the Company at www.gallantt.com and on the website of NSDL at www.evoting.nsdl.com, being the agency appointed by the Company to provide the voting facility to the equity shareholders, as aforesaid besides being communicated to the stock exchanges namely, BSE and NSE where the equity shares of the Company are listed.

In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the equity shareholders only if the Scheme is approved by majority of persons representing three-fourth in value of the equity shareholders, of the Company, voting through remote e-voting and e-voting facility made available during the Meeting through VC/ OAVM.

Sd/-
Somnath Gangopadhyay
Chairperson appointed for the Meeting
Date: March 06, 2021
Place: Kolkata

Registered Office:
"GALLANTT HOUSE",
I-7, Jangpura Extension,
New Delhi – 110014. India.
Email: csgml@gallantt.com
Website: www.gallantt.com

Notes:

1. In view of the ongoing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the order dated February 26, 2021, in Company Scheme Application No. CA (CAA) NO11/PB/2021 ("**Order**"), passed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi ("**NCLT**" or "**Hon'ble Tribunal**"), the meeting of the equity shareholders of AAR Commercial Company Limited ("**Meeting**") is being convened on Thursday, April 08, 2021, at 2.00 p.m. (IST) through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") without the physical presence of the equity shareholders at a common venue, as per applicable procedure (with requisite modifications as may be required) referred to in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "**MCA Circulars**"), for the purpose of considering, and if thought fit, with or without modification, approving the Scheme of Amalgamation and Slump Sale providing for Slump Sale of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited and thereafter Amalgamation of Gallantt Ispat Limited, AAR Commercial Company Limited, Hipoline Commerce Private Limited, Lexi Exports Private Limited and Richie Credit and Finance Private Limited with Gallantt Metal Limited (Transferee Company) and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013, ("**the Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Meeting of the equity shareholders of the Company is being held through VC/ OAVM. **The deemed venue for the Meeting shall be the Registered Office of the Company**.

2. Explanatory Statement under Sections 230(3), 232(1), 232(2) and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, in respect of the business set out in the Notice, is annexed hereto.

3. The equity shareholders can join the Meeting through VC/ OAVM mode 30 minutes before the time scheduled for the Meeting and shall be kept open throughout the proceedings of the Meeting by following the procedure mentioned in this Notice.

   The facility of participation during the Meeting through VC/ OAVM will be made available for 1,000 equity shareholders on 'first come first serve' basis, in accordance with the MCA Circulars. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, respectively and Auditors etc. who are allowed to attend the Meeting without restriction on account of 'first come first serve' basis.

4. The attendance of the equity shareholders attending the Meeting through VC/ OAVM will be counted for the purpose of reckoning the quorum. Further, in terms of the Order in case the required quorum for the Meeting is not present at the commencement of the Meeting, then the Meeting shall be adjourned by 30 minutes and thereafter, the persons present shall be deemed to constitute the quorum.

5. The Hon'ble Tribunal has appointed Mr. Tanmay Kumar Saha as the Scrutinizer to scrutinize votes cast electronically through remote e-voting and e-voting during the Meeting in a fair and transparent manner. The Scrutinizer shall submit a consolidated report on votes cast to the Chairperson of the Meeting or to the person so authorised by Chairperson within 48 (forty eight) hours from the conclusion of the Meeting. The scrutinizer's decision on the validity of the votes cast electronically shall be final.

6. In terms of the directions contained in the Order, the Notice convening the Meeting will be published by Company

through advertisement in the "financial express" in English language and in the "Jansatta" in Hindi language, having circulation in Delhi NCR.

7. In compliance with the provisions of (i) Section 230 read with Sections 108 of the Companies Act, 2013; (ii) Rule 6(3) (xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (v) Circular No. CFD/DIL3/ CIR/2017/21 dated 10th March, 2017 (as amended) issued by the Securities and Exchange Board of India, Gallantt Metal Limited has provided the facility of remote e-voting so as to enable the Equity Shareholders including Public Shareholders (as defined below), to consider and approve the Scheme by way of the aforesaid Resolution. Accordingly, voting by Equity Shareholders of the Gallantt Metal Limited to the Scheme shall be carried out through remote e-voting system as well as e-voting at the time of Meeting.

8. Each Equity Shareholder can opt for only one mode of e-voting i.e. either at the VC Meeting of the Equity Shareholders of the Company or by remote e-voting. If you opt for remote e-voting then you may attend the VC Meeting but cannot vote at VC Meeting and vice-versa. In case of Shareholders exercising their right to vote via both modes, i.e. at the VC Meeting of the Equity Shareholders of the Company as well as remote e-voting, then remote e-voting shall prevail over voting by the said Shareholders at the venue of the Meeting of the Equity Shareholders and votes cast at the venue of the Meeting by that Shareholders shall be treated as invalid. It is clarified that the votes cast by means of remote e-voting does not disentitle an Equity Shareholder as on the cut-off date from attending the Meeting.

9. The quorum for the Meeting of the Equity Shareholders of Gallantt Metal Limited shall be 200 (two hundred) in number as fixed by the Hon'ble NCLT. Equity Shareholders or Authorised Representative of Body Corporate attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum. In case the required quorum as noted above for the meetings is not present at the time of commencement of the meetings, then the meetings shall be adjourned by 30 minutes and thereafter the persons present shall be deemed to constitute the quorum.

10. Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 ("SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI"), inter alia, provides that approval of Public Shareholders of Gallantt Metal Limited to the Scheme shall be obtained and that Gallantt Metal Limited shall provide for voting through e-voting. Since Gallantt Metal Limited is seeking the approval of its Equity Shareholders to the Scheme by way of e-voting, no separate procedure for voting through e-voting would be required to be carried out by Gallantt Metal Limited for seeking approval to the Scheme by its Public Shareholders in terms of the SEBI Circular. The aforesaid notice sent to the Equity Shareholders of Gallantt Metal Limited would be deemed to be the notice sent to the Public Shareholders of the Gallantt Metal Limited. For this purpose, the term "Public" shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term "Public Shareholders" shall be construed accordingly. In terms of SEBI Circular, Gallantt Metal Limited has provided the facility of voting by e-voting to its Public Shareholders.

11. VOTING THROUGH ELECTRONIC MEANS

i. As per the directions of the NCLT and in terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is pleased to provide the facility of "e-voting" to its equity shareholders, to enable them to cast their votes on the resolution proposed to be passed during the Meeting, by electronic means. The Company has engaged the services of National Securities Depository Limited ("**NSDL**"), as the authorized agency to provide e-voting (i.e. remote e-voting and e-voting during the Meeting) facility as well as to enable the equity shareholders (or its authorized representatives, as the case may be) of the Company to attend and participate in the Meeting through VC/ OAVM. The facility of casting votes by the equity shareholders using remote e-voting system (e-voting from a place other than venue of the Meeting) as well as e-voting during the Meeting will be provided by NSDL. The equity shareholders opting to cast their votes by remote e-voting or e-voting during the Meeting are requested to read the instructions in the Notes below carefully.

ii. In accordance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has fixed Thursday, April 01, 2021 as the cut-off date ("**Cut-off date**") to determine the eligibility to vote by remote e-voting or e-voting during the Meeting. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date, i.e., Thursday, April 01, 2021, shall be entitled to avail the facility of remote e-voting or e-voting during the Meeting. Only those equity shareholders, who will be present at the Meeting through VC/ OAVM facility and have not cast their vote by remote e-voting prior to the Meeting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the Meeting.

iii. Any person, who acquires equity shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Cut-off date, may obtain the login ID and password by sending an email request at evoting@nsdl.co.in.

iv. The voting period for remote e-voting shall commence on and from Monday, April 05, 2021 at (9.00 a.m. IST) and ends on Wednesday, April 07, 2021 at (5.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for remote e-voting thereafter. Once the vote on a Resolution is cast by an equity shareholder, the equity shareholder shall not be allowed to change it subsequently.

v. The voting rights of the equity shareholders shall be in proportion to their share in the paid-up share capital of the Company as on the Cut-off date i.e. Thursday, April 01, 2021 Any person who is not an equity shareholder of the Company as on the said date should treat this Notice for information purposes only. In case of joint holders attending the Meeting, only such joint holder whose name appears higher in order of names in the Register of Members of the Company in respect of such joint holding will be entitled to vote.

vi. Each equity shareholder can opt for only one mode of voting i.e. (a) remote e-voting prior to Meeting or (b) vote through e-voting system during the Meeting through VC/ OAVM as arranged by NSDL on behalf of the Company. The equity shareholders who have cast their votes by remote e-voting prior to the Meeting will be eligible to participate at the Meeting but shall not be eligible to cast their vote during the Meeting.

vii. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till the resolution proposed in the Notice is considered and voted upon at the Meeting and can be used for voting only by the equity shareholders holding shares as on the Cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

12. INSTRUCTIONS FOR EQUITY SHAREHOLDERS FOR REMOTE E-VOTING:

The remote e-voting period begins on Monday, April 05, 2021 at 9.00 a.m. (IST) and ends on Wednesday, April 07, 2021 at 5.00 p.m. (IST) and the remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

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

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

Details on Step 1 is mentioned below:

How to Log-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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

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

5. Your password details are given below:

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

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need 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 www.evoting.nsdl.com.

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

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

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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" which is 115798 in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" which is 115798 of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tanmayks@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) 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 :

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.

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.

Alternatively, member may send an e-mail request to 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.

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

1. The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the Meeting 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 Meeting.
3. Members who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.
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 Meeting shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at csgml@gallantt.com.
6. 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@gallantt.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Equity shareholders who need assistance before or during the Meeting, can: - send a request at evoting@nsdl.co.in or call on Toll free no.: 1800-1020-990/1800-22-44-30; or - contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone number +91-22-2499 4360; or - contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number +91-22-2499-4545.

13. DECLARATION OF RESULTS ON THE RESOLUTION

(i) The Scrutinizer shall, immediately after and not later than 48 (forty-eight) hours from conclusion of the Meeting, make a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution and invalid votes, if any and submit the same to the Chairperson of the Meeting or a person authorized by Chairperson in writing who shall countersign the same.

(ii) The result of the voting shall be announced by the Chairperson of the Meeting or a person authorized by the Chairperson in writing not later than 48 (forty-eight) hours from the conclusion of the Meeting upon receipt

of the Scrutinizer's Report. The results declared, along with the Scrutinizer's Report, shall be displayed at the notice board of registered office of the Company and hosted on the Company's website at www.gallantt.com and on the website of NSDL at www.evoting.nsdl.com immediately after the result is declared. The Company shall also immediately forward the results along with the Scrutinizer's Report to BSE Limited and National Stock Exchange of India Limited, the stock exchanges where the Company's equity shares are listed.

(iii) Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Meeting i.e. on Thursday, April 08, 2021.

14. Pursuant to the MCA Circulars and SEBI Circulars, in view of the prevailing situation, the Notice of the Tribunal Convened Meeting, *inter alia*, indicating the process and manner of voting through electronic means along with the relevant documents, are being sent by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the Tribunal Convened Meeting and the relevant documents and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, Aadhar card) supporting the registered address of the Member, by email to the Company's email address: csgml@gallantt.com.

b) For the Members holding shares in demat form, please update your email address through your respective Depository Participants. However, members is not available, will be sent notice through other permitted mode.

15. Since the Tribunal Convened Meeting will be held through Video Conferencing or Other Audio-Visual Means, route map of venue of the Tribunal Convened Meeting and admission slip is not attached to this Notice.

16. Honorable National Company Law Tribunal, Kolkata Bench vide its order dated 19.01.2021 has dispensed with the convening and holding of Meeting of Shareholders and Creditors of Hipoline, Lexi and Richie. Copy of the order is enclosed in teh notice under **ANNEXURE 12**.

Sd/-
Somnath Gangopadhyay
Chairperson appointed for the Meeting
Date: March 06, 2021
Place: Kolkata

Registered Office:
"GALLANTT HOUSE",
I-7, Jangpura Extension,
New Delhi – 110014. India.
Email: csgml@gallantt.com
Website: www.gallantt.com

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

PRINCIPAL BENCH, AT NEW DELHI

COMPANY APPLICATION NO. CA(CAA) NO11/PB/2021

Form CAA2 [Pursuant to Section 230(3) and Rule 6 of the Companies (Compromises, Arrangements & Amalgamation) Rules, 2016]

IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SCHEME OF AMALGAMATION AND SLUMP SALE PROVIDING FOR SLUMP SALE OF 18 MW POWER PLANT OF GALLANTT ISPAT LIMITED TO GALLANTT METAL LIMITED AND THEREAFTER AMALGAMATION OF GALLANTT ISPAT LIMITED, AAR COMMERCIAL COMPANY LIMITED, HIPOLINE COMMERCE PRIVATE LIMITED, LEXI EXPORTS PRIVATE LIMITED AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED WITH GALLANTT METAL LIMITED (TRANSFEREE COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230-232 OF THE COMPANIES ACT, 2013.

AND

IN THE MATTER OF:

Gallantt Ispat Limited, a company incorporated under the Companies Act, 1956, having its registered office at "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi – 110014.

…**Transferor Company 1 / GIL**

AND

AAR Commercial Company Limited, a company incorporated under the Companies Act, 1956, having its registered office at "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi – 110014.

…**Transferor Company 2 / AAR**

AND

Hipoline Commerce Private Limited, a company incorporated under the Companies Act, 1956, having its registered office at 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069, W.B.

…**Transferor Company 3 / HIPOLINE**

AND

Lexi Exports Private Limited, a company incorporated under the Companies Act, 1956, having its registered office at 207, Maharshi Devendra Road, 1st Floor, Room No. 27, Kolkata-700 007, W.B.

…**Transferor Company 4 / LEXI**

AND

Richie Credit & Finance Private Limited, a company incorporated under the Companies Act, 1956, having its registered office at 207, Maharshi Devendra Road, 1st Floor, Room No. 27, Kolkata-700 007, W.B.

…**Transferor Company 5 / RICHIE**

AND

Gallantt Metal Limited, a company incorporated under the Companies Act, 1956, having its registered office at "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi – 110014.

…**Transferee Company / GML**

EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1), 232(2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS/CREDITORS OF GALLANTT METAL LIMITED CONVENED AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, PRINCIPAL BENCH, NEW DELHI.

In this statement, Transferor Companies and Transferee Company are referred to in the short form as: Gallantt Ispat Limited (Transferor Company No. 1 or GIL), AAR Commercial Company Limited (Company or 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), Richie Credit & Finance Private Limited (Transferor Company No. 5 or RICHIE) and Gallantt Metal Limited (Transferee Company or GML). The other definitions contained in the Scheme will apply to this Explanatory Statement also. The following statement as required under Section 230(3) of the Companies Act, 2013 read with Section 102 of the Companies Act, 2013 sets forth the details of the proposed Scheme, its effects and, in particular any material interests of the Directors in their capacity as members.

1. **ORDER OF HONORABLE NCLT**

This is a statement accompanying the Notice convening the meeting of the equity shareholders of the Company ("**Tribunal Convened Meeting"/Meeting**"), pursuant to the order dated February 26, 2021 ("**Order**") passed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi ("**Hon'ble Tribunal**" or "**NCLT**") in Company Scheme Application No. CA (CAA) NO11/PB/2021 referred to hereinabove, to be held on Thursday, April 08, 2021 at 2.00 p.m. (IST) for the purpose of considering and, if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation and slump sale providing for Slump Sale of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited and thereafter Amalgamation of Gallantt Ispat Limited, AAR Commercial Company Limited, Hipoline Commerce Private Limited, Lexi Exports Private Limited and Richie Credit and Finance Private Limited with Gallantt Metal Limited (Transferee Company) and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013, (hereinafter referred to as the "**Scheme")**. As directed by the Hon'ble NCLT, the Company is convening a Meeting of its Equity Shareholders, who are required to pass the resolution approving the Scheme by e-voting. Since, Equity Shareholders include Public Shareholders, this will be in sufficient compliance of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 including amendments thereof **('SEBI Circular')**. The scrutinizer will however submit his separate report to the Chairman of the Transferee Company after completion of the scrutiny of the votes cast by the Public Shareholders so as to announce the results of the votes exercised by the Public Shareholders of the Company.

2. **COPY OF THE SCHEME**

The proposed Scheme is envisaged to be effective from the Appointed Date (i.e., April 1, 2019) but shall be made operative from the Effective Date (as defined in the Scheme). A copy of the Scheme as approved by the Board of Directors of the respective companies is enclosed herewith as **ANNEXURE 1**.

3. **VOTING**

The equity shareholders would be entitled to vote by remote e-voting prior to the Meeting or by e-voting during the Meeting. The quorum of the Meeting shall be 200 (Two hundred) equity shareholders present in person through VC/ OAVM. In case the required quorum as noted above for the meeting is not present at the time of commencement of the meeting, then the meeting shall be adjourned by 30 minutes and thereafter the persons present shall be deemed to constitute the quorum.

4. **APPOINTMENT OF CHAIRPERSON**

The Hon'ble Tribunal has appointed Mr. Somnath Gangopadhyay, Advocate as Chairperson of the aforesaid Meeting including for any adjournment or adjournments thereof. In the absence of the Chairperson, Miss Aisha Amin, Advocate is appointed as the Alternate Chairperson for the meeting.

5. **EXPLANATORY STATEMENT PROVISIONS**

This explanatory statement is being furnished as required under Sections 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

6. REQUISITE MAJORITY FOR PASSING OF SCHEME

In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority in number representing three-fourths in value of the equity shareholders of the Company, voting through remote e-voting prior to the Meeting or through e-voting during the Meeting (all taken together in aggregate), agree to the Scheme. Further, the Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.

7. ENTRIES IN REGISTER

The Hon'ble Tribunal, by its Order, has held that if the entries in the records/registers of the Company in relation to the number or value, as the case may be, of the equity shares are disputed, the Chairperson of the Meeting shall determine the number or value, as the case maybe, for the purposes of the Meeting.

8. SCRUTINIZER'S REPORT

The Honorable Tribunal has appointed Mr. Tanmay Kumar Saha as the Scrutinizer to scrutinize the voting process, both through remote E-Voting and E-Voting at the Tribunal Convened Meeting. As directed by the Hon'ble NCLT, the Company is convening a Meeting of its Equity Shareholders, who are required to pass the resolution approving the Scheme by e-voting. Since, Equity Shareholders include Public Shareholders, this will be in sufficient compliance of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 **('SEBI Circular')**. The scrutinizer will however submit his separate report to the Chairman of the Company after completion of the scrutiny of the votes cast by the Public Shareholders so as to announce the results of the votes exercised by the Public Shareholders of the Company.

9. APPROVAL OF THE SCHEME BY AUDIT COMMITTEE & BOARD

The draft Scheme was approved by the Audit Committee and Board of Directors of the Transferee Company, Transferor Company 1 and the Transferor Company 2 at their respective Meetings held on 18th January 2020 and 25th May, 2020. Also, the draft Scheme was approved by the Board of Directors of the Transferor Company No. 3, Transferor Company No. 4 and Transferor Company No. 5 at their respective Meetings held on 18th January 2020 and 25th May, 2020. In accordance with the provisions of SEBI Circular, the Audit Committee of the Company vide resolutions passed on 18th January 2020 and 25th May, 2020 recommended the Scheme to the Board of Directors of the Company *inter-alia* taking into account:

a) The Valuation report issued by Vikash Goel, Chartered Accountants (IBBI Registered Valuer) dated 17th January 2020 for issue of shares pursuant to the Scheme;

b) Valuation/computation report dated January 14, 2020 issued by Debasish Ghosh ("**Valuer 2**"), IBBI Registered Valuer, setting out the estimated slump sale of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited.

c) Fairness Opinion dated 18th January, 2020 obtained from Intelligent Money Managers Private Limited, Merchant Banker on the fairness of the Valuation Report;

d) Statutory Auditors certificate dated 11th February, 2020 issued by ALPS & Co., Chartered Accountants, Statutory Auditors of the Transferee Company, in relation to the accounting treatment prescribed in the Scheme.

Copy of the Valuation Report and Fairness Opinion is enclosed to this Notice as **ANNEXURE 2**. Copy of Audit Committees Reports as stated above are enclosed as **ANNEXURE 3**.

10. SCHEME IN THE BEST INTEREST OF THE COMPANIES INVOLVED

Based upon the recommendations of the Audit Committees of the Transferee Company, Transferor Company No. 1 and Transferor Company No. 2 and on the basis of the evaluations, the Board of Directors of the Transferee Company, Transferor Company No. 1 and Transferor Company No. 2 have come to the conclusion that the Scheme is in the best interest of the Transferee Company and Transferor Companies and its Shareholders, Creditors and others. Similarly, Board of Directors of Transferor Company No. 3, Transferor Company No. 4 and Transferor Company No. 5 have come to the conclusion that the Scheme is in the best interest of the Transferee Company and Transferor Companies and its Shareholders, Creditors and others.

11. NECESSARY APPROVAL REQUIRED AS EMBODIED IN THE SCHEME

The Scheme is conditional and subject to necessary sanctions and approvals as set out in the Scheme. In accordance with the provisions of Sections 230-232 of the Act, the Scheme shall be acted upon only if a majority in persons representing three fourths in value of the equity shareholders, of the Transferee Company, voting in person through VC/ OAVM or e-voting, agree to the Scheme.

12. PUBLIC SHAREHOLDERS APPROVAL

In terms of the SEBI Circular, the Scheme shall be acted upon only if the votes casted by the Public Shareholders of the Applicant Company are in favour of the resolution for the approval of the Scheme are more than the number of votes casted by the Public Shareholders against it.

13. MEANING OF TERMS USED

Capitalized terms which are used in this Explanatory Statement but which are not defined herein shall have the meaning assigned and ascribed to them in the Scheme.

14. **BACKGROUND OF THE COMPANIES INVOLVED IN THE SCHEME IS AS UNDER**

- **Gallantt Metal Limited ('the Transferee Company' or 'GML')**

Sl. No.	Details	
(i)	Details of the Company	The Transferee Company was incorporated on 7th day of February, 2005 as a Public Company Limited by shares under the provisions of the Companies Act, 1956 and is within the meaning of the Companies Act, 2013 in the State of West Bengal. Subsequently, the Registered Office of the Transferee Company was shifted to National Capital Territory of Delhi pursuant to the section 13(5) of the Companies Act, 2013 and such alteration have been confirmed by an order of the Regional Director bearing date April 11, 2019 and accordingly a fresh certificate of incorporation upon change of registered office was issued by the Registrar of Companies, Delhi and Haryana, on May 25, 2019. The Shares of the Transferee Company are listed in National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange (BSE).
(ii)	The Corporate Identification Number of the Transferee Company	L27109DL2005PLC350524.
(iii)	Permanent Account Number	AACCG2934J
(iv)	Name of the Company	Gallantt Metal Limited
(v)	Date of incorporation	7th day of February, 2005
(vi)	Type of the Company	Public Company limited by Shares
(vii)	Registered Office Address	"Gallantt House", I-7, Jangpura Extension, New Delhi – 110014.
(viii)	E-mail address	csgml@gallantt.com
(ix)	Summary of the main object as per the Memorandum of Association; and the main business carried on by the Company	The Transferee Company is in the business of manufacturing and supplying Iron & Steel and Power. The objects for which the Transferee Company has been established are set out in its Memorandum of Association. They are briefly as under: *III. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -* *1. To carry on the business as manufacturers, processors, converters, producers, exporters, traders, dealers, distributors, stockists, buyers, sellers, agents or merchants in all kinds and forms of iron and steel including sponge iron, pig iron, hot rolling & cold rolling steel strips, ingots, billets, mild, high carbon, spring, high speed, tool, alloy, stainless steels, iron-metals and blooms, slabs, bars, joists, rods, squares, structurals, tubes, poles, flanges, beams, joints, pipes, sheets casting, wires, rails, rolling materials, rollers etc. semi-manufactured and other materials made usually or partly of iron, steel alloys and metals products required in or used for industrial, defence, agricultural, transport, commercial, domestic, building power transmission and/or construction purposes including the rerolling activity and the activity of generation of power for captive consumption and/or for sale/transmission.* *2. To carry on business as manufacturers, processors, importers, exporters, and dealers in all kinds of minerals like ferrous, copper, zinc, aluminium, coal etc, including the mining activity.* *3. To manufacture, deal, import and export in ferrous and non-ferrous metals, ferro alloys, ferro silicon, ferro chrome, ferro manganese etc., sheets and other ferrous substances and metals of every description and grades and to manufacture, deal, import and export in all kinds and varieties of non ferrous raw metals such as aluminium copper, tin, lead etc, and the by products obtained in processing and manufacturing these raw materials and to carry on the business of engineers, metal workers, mill-wrights, smiths, metallurgists and to act as engineering consultants and designers, importers, and exporters of technology.*

		4. To carry on the business as manufacturers, processors, importers, exporters and dealers in all kinds of castings products, iron & steel goods and as iron-masters, iron founders, Iron workers, steel makers, electric etc. and blast furnaces proprietors, brass founders and metals makers, refiners and workers generally iron and steel converters, smiths, tin plate makers, manufacturers of industrial, agricultural and other fittings, parts and all kinds of machineries, accessories, tools and implements, boiler and steam generating plant makers metallurgists."
(x)	Details of change of name, registered office and objects of the Company during the last five years	• There has been no change in the object clause of the Transferee Company during the last five (5) years. • There has been no change in the name of the Company during the last five years. • The Registered Office of the Company has been shifted on 25th May, 2019 from 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata, W.B. to "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi – 110014 (from the jurisdiction of Registrar of Companies West Bengal to the jurisdiction of Registrar of Companies, Delhi & Haryana).
(xi)	Name of the stock exchange (s) where securities of the company are listed, if applicable;	BSE Limited and National Stock Exchange of India Limited.
(xii)	Relationship subsisting between the Transferee and Transferor Companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies;	Transferee Company is associate and the Promoter of the Transferor Company No. 1 and similarly, Transferor Company No. 1 is associate and Promoter of Transferee Company. Transferor Company No. 3 is promoter group Company of the Transferee Company. Transferor Company No. 2 holds shares in Transferor Company No. 1. Transferor Company No. 4 and 5 are shareholders of the Transfree Company. Inter Companies shareholding of Transferee and Transferor Companies has been disclosed in the Scheme.
(xiii)	Parties involved in such compromise or arrangement;	Scheme of Amalgamation of Gallantt Ispat Limited **(Transferor Company No. 1)**, AAR Commercial Company Limited **(Transferor Company No. 2)**, Hipoline Commerce Private Limited **(Transferor Company No. 3)**, Lexi Exports Private Limited **(Transferor Company No. 4)**,and Richie Credit & Finance Private Limited **(Transferor Company No. 5)** with Gallantt Metal Limited **(Transferee Company)** and Slump Sale of 18 MW Power Plant of Gallantt Ispat Limited to the Transferee Company and their respective Shareholders and Creditors.
(xiv)	Appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;	**"Appointed Date"** means the open of business hours on 1st April 2019 after the completion of the slump sale referred to in Part II of the Scheme; **"Appointed Date of Slump Sale"** means the open of business hours on 1st April 2019; **"Effective Date"** means the last of the dates on which the certified or authenticated copies of the orders of the National Company Law Tribunal sanctioning the Scheme are filed with the Registrar of Companies by the Transferor Companies and by the Transferee Company. Any references in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or "Scheme taking effect" shall mean the Effective Date; Exchange Ratio has been described below in the explanatory statement.
(xv)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	The exchange ratio of shares of the Transferor Companies and the Transferee Company has been fixed on a fair and reasonable basis and on the basis of the Valuation Report prepared by Mr. Vikash Goel, Registered Valuer. Summary and full Valuation Reports are enclosed in the Notice as **ANNEXURE - 4**. The Transferor Companies and Transferee Company have also obtained fairness report on share valuation by Intelligent Money Managers Private Limited, Merchant Banker. The same is enclosed and marked as **ANNEXURE - 6.** Further, the valuation report is available for inspection at the respective registered offices of the Transferee company and Transferor Companies. Valuation/Computation report dated January 14, 2020 issued by Mr. Debasish Ghosh, IBBI Registered Valuer, setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited is also enclosed as **ANNEXURE - 5.**

(xvi)	Details of capital or debt restructuring, if any;	There is no capital or debt restructuring.
(xvii)	Rationale for the Scheme of Amalgamation and Slump Sale	Rationale for the Scheme has been elaborated in this explanatory statement below.
(xviii)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable);	A report adopted by the Directors of the Transferee Company, explaining effect of the Scheme on each class of Shareholders, Key Managerial Personnel, Promoters and non-promoter Shareholders, laying out in particular the share allotment, is attached herewith. The Transferee Company does not have any debenture holders, deposit trustee and debenture trustee. There will be no adverse effect on account of the Scheme as far as the employees, and creditors of the Transferee Company are concerned.
(xix)	Amount due to unsecured creditors.	• The Transferee Company has one Secured Creditor as on 30th November, 2020 and the total amount due and payable by the Transferee Company to the aforementioned Secured Creditor is Rs. 58,28,37,787.75/- (Rupees Fifty-Eight Crores Twenty-Eight Lacs Thirty-Seven Thousand Seven Hundred Eighty-Seven and Seventy-Five Paise only) as on 30th November, 2020. • The Transferee Company has 47 Unsecured Creditors as on 30th November, 2020 and the total amount due and payable by the Transferee Company to the aforementioned Unsecured Creditors is Rs. 64,26,33,821.02/- (Rupees Sixty-Four Crores Twenty Six Lacs Thirty Three Thousand Eight Hundred Twenty One and Two paise only) as on 30th November, 2020.
(xx)	Investigation or proceedings, if any, pending against the company under the Act.	There are no investigation proceedings under the provisions of Chapter XIV of the Companies Act, 2013 and no winding up proceedings instituted and/ or pending against the Transferor Companies and/or the Transferee Company.
(xxi)	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.	Necessary approvals, sanctions and No-objections have been obtained from stock exchanges, Board of Directors, Audit Committee etc. Other required approvals shall be obtained. Subsequent to the sanction of the Scheme, Transferee Company will make an application for listing of its New equity shares on the stock exchanges in which the shares of Transferee Company are listed, in pursuance to the relevant regulations including, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circulars. Detailed discussion on the Approvals have been given in this explanatory statement.
(xxii)	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Pursuant to the provisions of the Companies Act, a Member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this meeting is being held pursuant to the Hon'ble NCLT order through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

(xxiii) The details of the Authorised, Issued, Subscribed and Paid-up share capital of the Transferee Company as on 31st March, 2019 are as under:

Particulars	**Amount (in Rs.)**
Authorised Capital	
8,30,00,000 Equity Shares of Rs. 10/- each	83,00,00,000
TOTAL	**83,00,00,000**
Issued, Subscribed and Paid-up Capital	
8,13,22,324 Equity Shares of Rs. 10/- each	81,32,23,240

(xxiv) The Board of Directors of Transferee Company along with their addresses are as follows:

S.N.	Name of Directors	DIN	Address	Shareholding
1.	Chandra Prakash Agrawal *Chairman & Managing Director*	01814318	"GALLANTT HOUSE", Bargadwa, Vikas Nagar, Gorakhpur 273007 – U.P	3,00,000
2.	Dinesh R. Agarwal *Whole-time Director*	01017125	C-602 FOUR SEASONS Opp Ginger Hotel Piplod Surat 394370	2,10,000
3.	Prashant Jalan *(Director-Plant Operation)*	06619739	Gallantt Metal Limited, Near Tall Naka, Samakhiali, Ta- Bhachau. Kutch 370150. Gujarat.	0
4.	Nitin Mahavir Prasad Kandoi *Director*	01979952	Govind Mills Limited Bargdawa Vikas Nagar 273015, U.P	10,500
5.	Dindayal Jalan *Independent Director*	00006882	807/808 Ashok tower , D, 63-74, Doctor SS Rao road, Parel Mumbai 400012, Maharshtra.	0
6.	Jyotirindra Nath Dey *Independent Director*	00180925	40F, Dr. Suresh Sarkar Road Kolkata 700014. W.B.	0
7.	Ashtbhuja Prasad Srivastava *Independent Director*	08434115	B-3/177, ICICI Bank Building, Vaibhav Khand, Gomti Nagar, Lucknow-226010. U.P.	0
8.	Nishi Agrawal *Independent Director*	08441260	House No. 14, Isamailpur, Ward No. 67, Gorakhpur – 273005, U.P.	0

Key Managerial Personnel (KMP) of the Transferee Company (other than Directors)

S.N.	Name of KMP	Address	Shareholding
1.	Sandip Kumar Agarwal *Chief Financial Officer*	Survey No. 127, Plot No. 180, Golden Park, Meghpar Borichi, Anjar, Gandhidham, Kutch-370110	9,396
2.	Arnab Banerji *Company Secretary & CO*	2, Regent Estate, Jadavpur, Kolkata – 700 092 (W.B.)	0

(xxv) The details of Promoter and Promoter Group of Transferee Company are as follows:

S.N.	Name of Promoter/Promoter Group	Address
1.	Chandra Prakash Agrawal	Gallantt House, Vikas Nagar, Bargadwa, Gorakhpur – 273007, Uttar Pradesh.
2.	Dinesh Raghubir Prasad Agarwal	C-602, Four Seasons Apartment, Opp. Ginger Hotel, Piplod, Surat - 395007, Gujarat.
3.	Santosh Kumar Agrawal	Gallantt House, Vikas Nagar, Bargadwa, Gorakhpur – 273007, Uttar Pradesh.
4.	Nitin Mahavir Prasad Kandoi	Govind Mills Ltd., Bargadwa, Vikas Nagar, Gorakhpur – 273007, Uttar Pradesh.
5.	Hipoline Commerce Private Limited	C-602 Four Seasons Apartment, Opp. Ginger Hotel, Piplad, Surat- 395 007, Gujarat.
6.	Gallantt Ispat Limited	"Gallantt House", I - 7, Jangpura Extension, New Delhi, Delhi – 110014.
7.	Uma Agrawal	Gallantt House, Vikas Nagar, Bargadwa, Gorakhpur Fertilizer Factory, Gorakhpur – 273007, Uttar Pradesh.
8.	Shyama Agrawal	Gallantt House, Vikas Nagar, Bargadwa, Gorakhpur Fertilizer Factory, Gorakhpur – 273007, Uttar Pradesh.
9.	Priya Agrawal	Govind Mills Limited, Vikas Nagar, Bargadwa, Gorakhpur – 273007, Uttar Pradesh.
10.	Ashutosh Agrawal	Gallantt House, Vikas Nagar, Bargadwa, Gorakhpur – 273007, Uttar Pradesh
11.	Smriti Agrawal	Gallantt House, Vikas Nagar, Bargadwa, Gorakhpur – 273007, Uttar Pradesh.
12.	Sumesh Kumar Agarwal	A 204 India Textile Market, Ring Road, Near Kohinoor Market, Surat - 395007, Gujarat.
13.	Prem Prakash Agrawal HUF	Saket Nagar, Lachhipur, Gorakhpur - 273 015, Uttar Pradesh.
14.	Santosh Kumar Agrawal HUF	House No. 4, Saket Nagar, Lachhipur, Gorakhpur - 273 015, Uttar Pradesh.
15.	Ashu Goel	3/242, Vishnupuri, Kanpur - 208002, Uttar Pradesh.
16.	Om Prakash Jalan	Jalan Niketan, Betia Hata, Gorakhpur – 273001, Uttar Pradesh.
17.	Nidhi Jalan	102-E, Behind Vikas Nagar Colony, Bargadwa, Ward-53, Gorakhpur – 273007, Uttar Pradesh.
18.	Kusum Devi Jalan	102-E, Behind Vikas Nagar Colony, Bargadwa, Ward-53, Gorakhpur – 273007, Uttar Pradesh.
19.	Shruti Kandoi	Govind Mills Ltd., Bargadwa, Vikas Nagar, Gorakhpur – 273007, Uttar Pradesh.
20.	Subodh Kumar Jalan	CE/16/301, Betiyahata, Gorakhpur – 273001, Uttar Pradesh.

S.N.	Name of Promoter/Promoter Group	Address
21.	Naresh Chandra Agarwal	27 M Daudpur, Cantt. Chauraha, Gorakhpur – 273001, Uttar Pradesh.
22.	Anupam Agarwal	A 15 Rapti Nagar, Phase – II, Near Sethi Flour Mill, Chargawan, Gorakhpur - 273013, Uttar Pradesh.
23.	Karuna Jindal	107 B, Gemini Residency, Medical College Road, Gita Vatika, Gorakhpur – 273006, Uttar Pradesh.
24.	Priyanka Das	58, Ayodhya Das Road, Purdilpur, Anand Bhawan, Gorakhpur – 273001, Uttar Pradesh.
25.	Brij Mohan Joshi	B-505 Gemini Residency, Asuran Chawk, Gorakhpur – 273004, Uttar Pradesh.
26.	Narain Prasad Ajitsaria	C/o. Vineet Industries, Sahebganj, Gitapress Market, Gorakhpur – 273005, Uttar Pradesh.
27.	Sharda Devi Jalan	Maulana Azad School, Nathmapur, Gorakhnath, Gorakhpur – 273015, Uttar Pradesh.

(xxvi) The date of the board meeting at which the scheme was approved by the Board of Directors including the Details of Directors of Transferee Company who were present at the meeting and voted in favour/ against/ did not vote or participate in the resolution of the meeting of the Board of the Directors of Transferee Company are as below:

S.N.	Name of the Directors	**Voted in favour/ against / did not vote or participate (absent) on such resolution dated 18.01.2020**	**Voted in favour/ against / did not vote or participate (absent) on such resolution dated 25.05.2020**
1.	Chandra Prakash Agrawal	Voted in Favour	Voted in Favour
2.	Dinesh R. Agrawal	Voted in Favour	Voted in Favour
3.	Nitin Mahavir Prasad Kandoi	Voted in Favour	Voted in Favour
4.	Prashant Jalan	Voted in Favour	Voted in Favour
5.	Ashtbhuja Prasad Srivastava	Voted in Favour	Absent
6.	Dindayal Jalan	Absent	Voted in Favour
7.	Jyotirindra Nath Dey	Voted in Favour	Voted in Favour
8.	Richa Bhartiya	Voted in Favour	Voted in Favour

(xxvii) Disclosure about effect of compromise or arrangement on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee.

Category	**GML/Transferee Co.**
Directors	There is no adverse effect of the Scheme on the Directors of Transferee Company.
Key Managerial Personnel (KMP) (other than Directors)	No change in the KMP of the Transferee Company is expected pursuant to the Scheme.
Debenture trustee	There are no debenture holders or debenture trustee in Transferee Company as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.

(xxviii) Disclosure about the effect of the Scheme on the following persons of Transferee Company:

S.N.	**Category**	**Effect of the Scheme**
1.	Shareholders	Pursuant to this Scheme, as part of the consideration for Amalgamation, GML will issue and allot 22,54,55,517 New Equity Shares of Rs. 10/- each (the "New Shares") to registered fully paid-up equity shareholders of the Transferor Companies on the Record Date, as decided by the Board in the ratio of as mentioned hereinbelow in the notice. The New Shares issued and allotted by GML in terms of this Scheme shall rank *pari-passu* in all respects with the existing shares of GML, including in respect of dividends, if any, that may be declared by GML, on or after the Effective Date.
2.	Promoters	The Scheme does not contemplate payment of any additional considerations to the Promoters except to the extent of their shareholding in the Transferor Companies.
3.	Non-Promoter Shareholders	There is no adverse effect of the Scheme on the Non-Promoter Shareholders of GML.
4.	Key Managerial Personnel (KMP) (other than Directors)	No change in the KMP of the GML is expected pursuant to the Scheme.
5.	Directors	There is no adverse effect of the Scheme on the Directors of GML.

6.	Depositors	GML does not have any public deposits and accordingly, it does not have any depositors so the question of scheme having effect on depositor does not arise.
7.	Creditors	The Scheme is expected to be in the best interest of the Company's creditors.
8.	Debentureholders	GML has no outstanding debentures and therefore, the effect of the Scheme on debenture holders does not arise.
9.	Deposit trustee & Debenture trustee	GML does not have any public deposits and accordingly, it does not have any depositors or deposit trustee and so the question of scheme having effect on depositor or deposit trustee does not arise. Further, there are no debenture holders or debenture trustee in GML as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.
10.	Employees of the Company	Employees in relation to the Transferor Companies shall become the employees of the Transferee Company. No rights of employees shall get affected.

In compliance with the provisions of Section 232(2) of the Companies Act, 2013, the Board of Directors of the Company, at its meeting held on 18th January, 2020, has adopted a report, inter alia, explaining the effect of the Scheme on Shareholders, Key Managerial Personnel, Promoter and Non- Promoter Shareholders. A copy of the report adopted by the Board of Directors of the Transferee Company is enclosed.

(xxix) As on the date of approval of the Scheme by the Board of Directors of the Transferee Company, there is no change in the authorized, issued, subscribed and paid-up share capital of the Transferee Company.

(xxx) A copy of the Memorandum of Association is available for inspection at the registered office as mentioned.

- **Gallantt Ispat Limited ('the Transferor Company No. 1' or 'GIL')**

Sl. No.	**Details**	
(i)	Details of the Company	GIL was incorporated on 11th day of February, 2005 as a Public Company Limited by shares under the provisions of the Companies Act, 1956 and is within the meaning of the Companies Act, 2013 in the State of West Bengal. Subsequently, the Registered Office of the GIL was shifted to National Capital Territory of Delhi pursuant to the section 13(5) of the Companies Act, 2013 and such alteration have been confirmed by an order of the Regional Director bearing date April 11, 2019 and accordingly a fresh certificate of incorporation upon change of registered office was issued by the Registrar of Companies, Delhi and Haryana, on May 25, 2019. The Shares of the Transferee Company are listed in National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange (BSE). The Transferee Company is in the business of manufacturing and supplying Iron & Steel and Power, Agro and Real Estate.
(ii)	The Corporate Identification Number of the Transferee Company	L27109DL2005PLC350523.
(iii)	Permanent Account Number	AACCG2969B
(iv)	Name of the Company	Gallantt Ispat Limited
(v)	Date of incorporation	11th day of February, 2005
(vi)	Type of the Company	Public Company limited by Shares
(vii)	Registered Office Address	"Gallantt House", I-7, Jangpura Extension, New Delhi – 110014.
(viii)	E-mail address	nitesh@gallantt.com

Sl. No.	Details	
(ix)	Summary of the main object as per the Memorandum of Association; and the main business carried on by the Company	The Transferor Company No. 1 is in the business of manufacturing and supplying Iron & Steel and Power, Agro and Real Estate. The objects for which the Transferor Company No. 1 has been established are set out in its Memorandum of Association. They are briefly as under: *"III. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-* *1. To carry on the business as manufacturers, processors, converters, producers, exporters, traders, dealers, distributors, stockists, buyers, sellers, agents or merchants in all kinds and forms of iron and steel including sponge iron, pig iron, hot rolling & cold rolling steel strips, ingots, billets, mild, high carbon, spring, high speed, tool, alloy, stainless steels, iron-metals and blooms, slabs, bars, joists, rods, squares, structurals, tubes, poles, flanges, beams, joints, pipes sheets casting, wires, rails, rolling materials, rollers etc semi-manufactured and other materials made usually or partly of iron, steel alloys and metal products required in or used for industrial defence, agricultural, transport, commercial, domestic, building power transmission and/or construction purposes including the recoiling activity and the activity of generation of power for captive consumption and/or for sale/transmission.* *2. To carry on business on manufacturers, processors, importers, exporters, and dealers in all kinds of minerals like ferrous, copper, zinc, aluminium, coal, etc. including the mining activity.* *3. To manufacture, deal, import and export in ferrous and non-ferrous metals, ferro alloys, ferro silicon, ferro chrome-ferro manganese etc., sheets and other ferrous substances and metals of every description and grades and to manufacture, deal, import and export in all kinds and verities of non ferrous raw metals such as aluminium, copper, tin, lead etc. and the by-products obtained in processing and manufacturing these raw metals and to carry on the business of engineers, metal workers, mill-wrights, smiths, metallurgists and to act as engineering consultants and designers, importers, and exporters of technology.* *4. To carry on business as manufacturers, processors, importers, exporters, and dealers in all kinds of casting products, iron and steel goods and as iron-masters, iron founders, iron-workers, steel makers, electric etc and blast furnaces proprietors, brass founders and metal makers refiners and workers generally iron and steel converters, smiths, tin plate makers, manufacturers of industrial, agricultural and other fittings, parts and all kinds of machineries, accessories, tools and implements, boiler and steam generating plant makers, metallurgists.*

Sl. No.	Details	
		5. To carry on business of millers in all its branches and to set up mills for milling wheat, gram and other grains and cereals, dal, besan, maida, atta, suji and other allied products and to manufacture any bye-products, food products, such as biscuits, flakes, dalia and confectionery from flours of all kinds and set up factories or mills for the manufacture thereof and to carry on the business of producing, extracting, refining, storing, exporting, importing, transporting and dealing in flours of all kinds whatsoever and to run flour mills of any kind including rice mills for separation of musk, bran for preparation of flours or other products therefrom to carry on the business of manufacturing, buying, selling, importing. exporting and dealing in textiles, cotton silk, art silk, rayon, nylon, viscos, synthetic fibers, staple fibers, polyester, worsted wool, hemp and other fiber materials, yarn, cloth, linen, rayon and other goods or merchandise whether textile felted, netted or looped. *6. To carry on the business activities as developers of land, colonies, sheds, buildings, structures, residential plots, commercial plots, industrial plots and sheds, roads, bridges, channels, culverts and to act as architect, designers, contractors, sub-contractors, for all types of constructions and developments work for private sector, government departments, semi government departments, development authorities and to develop the sites and plots and to carry on the business activities of acquirer, purchaser, repurchase, let out, lease, sell, exchange, hire or otherwise all types of land, and properties of any tenure or any interest in the same or to erect and construct houses, building, multi-stories, or work for every descriptions on any land of the company or upon other land or property and to pull down re-build, enlarge, alter, and improve. existing houses, buildings, or work thereon and to purchasing and selling of houses and plots free hold or other house property, building, or lands or interest, household articles and other products of other companies in the installments, network scheme or otherwise.* *7. To develop, produce, manufacture, treat, process, refine, export, import, purchase, sale and generally to deal in and to act as brokers, agents, stockist, distributors, suppliers, commission agents of all kinds of cements (whether ordinary, white, coloured, Portland, pozzoolana, alumina, blast, furnaces. silica, sagol or otherwise) cement products of any description, such as asbestos cement, building pipes, irrigation pipes, reinforced cement, cement concrete spun pipes, asbestos cement pressure pipes, fittings, asbestos, cement sheets, poles, slabs, blocks, garden wears, cement boards, mosaic and terrazzo, tiles, ceramic products, allied products, goods, substances, material, articles, things chemicals, compounds, accessories and appliances connected with the aforesaid product."*
(x)	Details of change of name, registered office and objects of the Company during the last five years	**Object Change:** During the last five (5) years, GIL has inserted two new Sub-Clauses (sub-clause 6 and sub-clause 7) in the Main Object Clause – III of the Memorandum of Association, details of such alterations are as under: • *In accordance with Sections 4, 13 and other applicable provisions of the Companies Act, 2013, Shareholders of the Company, through Special Resolution by Postal Ballot and E-voting dated March 29, 2016, has approved alteration of Memorandum of Association of the Company by insertion of a new Clause 6 after Clause 5 of the Main Object Clause III-A. Such alteration has been approved and registered by the Registrar of Companies, West Bengal on 24th May, 2016.*

Sl. No.	Details	
		• *In accordance with Sections 4, 13 and other applicable provisions of the Companies Act, 2013, Shareholders of the Company by passing Special Resolution at the 16th Annual General Meeting held on 10th September, 2020, has approved alteration of Memorandum of Association of the Company by insertion of a new Clause 7 after Clause 6 of the Main Object Clause III-A. Such alteration has been approved and registered by the Registrar of Companies, Delhi on 21st September, 2020.* **Name Change:** There has been no change in the name of the Company during the last five years. • **Registered Office Change:** The Registered Office of the Company has been shifted on 25th May, 2019 from 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata, W.B. to "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi – 110014 (from the jurisdiction of Registrar of Companies West Bengal to the jurisdiction of Registrar of Companies, Delhi & Haryana).
(xi)	Name of the stock exchange (s) where securities of the company are listed, if applicable;	BSE Limited and National Stock Exchange of India Limited.
(xii)	Relationship subsisting between the Transferee and Transferor Companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies;	Transferee Company is associate and the Promoter of the Transferor Company No. 1 and similarly, Transferor Company No. 1 is associate and Promoter of Transferee Company. Transferor Company No. 3 is promoter group Company of the Transferee Company. Transferor Company No. 2 holds shares in Transferor Company No. 1. Transferor Company No. 4 and 5 are shareholders of the Transfree Company. Inter Companies shareholding of Transferee and Transferor Companies has been disclosed in the Scheme.
(xiii)	Parties involved in such compromise or arrangement;	Scheme of Amalgamation of Gallantt Ispat Limited **(Transferor Company No. 1)**, AAR Commercial Company Limited **(Transferor Company No. 2)**, Hipoline Commerce Private Limited **(Transferor Company No. 3)**, Lexi Exports Private Limited **(Transferor Company No. 4)**,and Richie Credit & Finance Private Limited **(Transferor Company No. 5)** with Gallantt Metal Limited **(Transferee Company)** and Slump Sale of 18 MW Power Plant of Gallantt Ispat Limited to the Transferee Company and their respective Shareholders and Creditors.
(xiv)	Appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;	**"Appointed Date"** means the open of business hours on 1st April 2019 after the completion of the slump sale referred to in Part II of the Scheme; **"Appointed Date of Slump Sale"** means the open of business hours on 1st April 2019; **"Effective Date"** means the last of the dates on which the certified or authenticated copies of the orders of the National Company Law Tribunal sanctioning the Scheme are filed with the Registrar of Companies by the Transferor Companies and by the Transferee Company. Any references in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or "Scheme taking effect" shall mean the Effective Date; Exchange Ratio has been described below in the explanatory statement.
(xv)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	The exchange ratio of shares of the Transferor Companies and the Transferee Company has been fixed on a fair and reasonable basis and on the basis of the Valuation Report prepared by Mr. Vikash Goel, Registered Valuer. Summary and full Valuation Reports are enclosed in the Notice as **ANNEXURE - 4**. The Transferor Companies and Transferee Company have also obtained fairness report on share valuation by Intelligent Money Managers Private Limited, Merchant Banker. The same is enclosed and marked as **ANNEXURE - 6.** Further, the valuation report is available for inspection at the respective registered offices of the Transferee company and Transferor Companies. Valuation/Computation report dated January 14, 2020 issued by Mr. Debasish Ghosh, IBBI Registered Valuer, setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited is also enclosed as **ANNEXURE - 5.**

Sl. No.	Details	
		Further, the valuation report is available for inspection at the respective registered offices of the Transferee company and Transferor Companies.
(xvi)	Details of capital or debt restructuring, if any;	There is no capital or debt restructuring.
(xvii)	Rationale for the Scheme of Amalgamation and Slump Sale	Rationale for the Scheme has been elaborated in this explanatory statement below.
(xviii)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable);	A report adopted by the Directors of the Transferor Company No. 1, explaining effect of the Scheme on each class of Shareholders, Key Managerial Personnel, Promoters and non-promoter Shareholders, laying out in particular the share allotment, is attached herewith. The Transferor Company No. 1 does not have any debenture holders, deposit trustee and debenture trustee. There will be no adverse effect on account of the Scheme as far as the employees, and creditors of the Transferor Company No. 1 are concerned.
(xix)	Amount due to unsecured creditors.	• The Transferor Company No. 1 has 2 (two) Secured Creditors as on 30th November, 2020 and the total amount due and payable by the Transferee Company to the aforementioned Secured Creditor is Rs. 71,64,26,772.92/ (Rupees Seventy-One Crores Sixty-Four Lacs Twenty-Six Thousand Seven Hundred Seventy-Two and Ninety-Two Paise only) as on 30th November, 2020. • The Transferor Company No. 1 has 70 Unsecured Creditors as on 30th November, 2020 and the total amount due and payable by the Transferee Company to the aforementioned Unsecured Creditors is Rs. 125,28,93,095/- (Rupees One Hundred Twenty-Five Crores Twenty-Eight Lacs Ninety-Three Thousand and Ninety-Five only) as on 30th November, 2020.
(xx)	Investigation or proceedings, if any, pending against the company under the Act.	There are no investigation proceedings under the provisions of Chapter XIV of the Companies Act, 2013 and no winding up proceedings instituted and/ or pending against the Transferor Companies and/or the Transferee Company.
(xxi)	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.	Necessary approvals, sanctions and No-objections have been obtained from stock exchanges, Board of Directors, Audit Committee etc. Other required approvals shall be obtained. Subsequent to the sanction of the Scheme, Transferee Company will make an application for listing of its New equity shares on the stock exchanges in which the shares of Transferee Company are listed, in pursuance to the relevant regulations including, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circulars. Detailed discussion on the Approvals have been given in this explanatory statement.
(xxii)	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Pursuant to the provisions of the Companies Act, a Member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this meeting is being held pursuant to the Hon'ble NCLT order through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

(xxiii) The details of the Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No. 1 as on 31st March, 2019 are as under:

Particulars	Amount (in Rs.)
Authorised Capital	
49,88,50,000 Equity Shares of Re. 1/- each	49,88,50,000
TOTAL	**49,88,50,000**
Issued, Subscribed and Paid-up Capital	
28,23,60,720 Equity Shares of Re. 1/- each	28,23,60,720

(xxiv) The Board of Directors of Transferor Company No. 1 along with their addresses are as follows:

S.N.	Name of Directors	DIN	Address	Shareholding
1.	Chandra Prakash Agrawal *Chairman & Managing Director*	01814318	"GALLANTT HOUSE", Bargadwa, Vikas Nagar, Gorakhpur 273007 – U.P	5,23,40,040
2.	Santosh Kumar Agrawal *Director (Sales & Marketing)*	01045228	"GALLANTT HOUSE", Bargadwa, Vikas Nagar, Gorakhpur 273007 – U.P	22,07,080
3.	Prem Prakash Agrawal *Whole-time Director*	01397585	"GALLANTT HOUSE", Bargadwa, Vikas Nagar, Gorakhpur 273007 – U.P	25,92,130
4.	Nitin Mahavir Prasad Kandoi *Director (Plant Operation)*	01979952	Govind Mills Limited Bargdawa Vikas Nagar 273015, U.P	4,75,000
5.	Dindayal Jalan *Independent Director*	00006882	807/808 Ashok tower , D, 63-74, Doctor SS Rao road, Parel Mumbai 400012, Maharshtra.	0
6.	Smita Modi *Independent Director*	01141396	Arogya Mandir, Medical College Road, Gorakhpur – 273 003, Uttar Pradesh	0
7.	Ashtbhuja Prasad Srivastava *Independent Director*	08434115	B-3/177, ICICI Bank Building, Vaibhav Khand, Gomti Nagar, Lucknow-226010. U.P.	0
8.	Sangeeta Upadhyay *Independent Director*	06920195	P-7, Block-B, Floor-4, Lake Town, South Dumdum (M), North 24 Parganas – 700089, West Bengal	0

Key Managerial Personnel (KMP) of the Transferor Company No. 1 (other than Directors)

S.N.	Name of KMP	Address	Shareholding
1.	Mayank Agrawal *Chief Executive Officer*	"GALLANTT HOUSE", Bargadwa, Vikas Nagar, Gorakhpur 273007 – U.P.	69,29,370
2.	Amit Jalan *Chief Financial Officer*	48 Z, Azad Nagar, Sector-4, Lachhipur, Gorakhnath, Gorakhpur – 273015.	120
3.	Nitesh Kumar *Company Secretary & CO*	18, Ho Chi Minh Saarani, Diamond City West, T-2, F-4G, Kolkata – 700061, W.B.	0

(xxv) The details of Promoter and Promoter Group of Transferor Company No. 1 are as follows:

S.N.	Name of Promoter/Promoter Group	Address
1.	Chandra Prakash Agrawal	Gallantt House, Vikas Nagar, Bargadwa, Gorakhpur – 273007, Uttar Pradesh.
2.	Prem Prakash Agrawal	Gallantt House, Vikas Nagar, Bargadwa, Gorakhpur – 273007, Uttar Pradesh.
3.	Santosh Kumar Agrawal	Gallantt House, Vikas Nagar, Bargadwa, Gorakhpur – 273007, Uttar Pradesh.
4.	Nitin Mahavir Prasad Kandoi	Govind Mills Ltd., Bargadwa, Vikas Nagar, Gorakhpur – 273007, Uttar Pradesh
5.	Mayank Agrawal	Gallantt House, Vikas Nagar, Bargadwa, Gorakhpur – 273007, Uttar Pradesh.
6.	Chandni Agrawal	Saket Nagar, Lachhipur, Gorakhnath, Gorakhpur – 273001, Uttar Pradesh.
7.	Uma Agrawal	Gallantt House, Vikas Nagar, Bargadwa, Gorakhpur Fertilizer Factory, Gorakhpur – 273007, Uttar Pradesh.
8.	Shyama Agrawal	Gallantt House, Vikas Nagar, Bargadwa, Gorakhpur Fertilizer Factory, Gorakhpur – 273007, Uttar Pradesh
9.	Madhu Agrawal	Gallantt House, Vikas Nagar, Bargadwa, Gorakhpur Fertilizer Factory, Gorakhpur – 273007, Uttar Pradesh.
10.	Ashutosh Agrawal	Gallantt House, Vikas Nagar, Bargadwa, Gorakhpur – 273007, Uttar Pradesh.
11.	Smriti Agrawal	Gallantt House, Vikas Nagar, Bargadwa, Gorakhpur – 273007, Uttar Pradesh.
12.	Chandra Prakash Agrawal HUF	Prahlad Rai Trade Centre, Ayodhya Crossing Bank Rd, Gorakhpur - 273 001, Uttar Pradesh.
13.	Prem Prakash Agrawal HUF	Saket Nagar, Lachhipur, Gorakhpur - 273 015, Uttar Pradesh.
14.	Santosh Kumar Agrawal HUF	House No. 4, Saket Nagar, Lachhipur, Gorakhpur - 273 015, Uttar Pradesh.
15.	Ashu Goel	3/242, Vishnupuri, Kanpur - 208002, Uttar Pradesh.
16.	Gallantt Metal Limited	"Gallantt House" I - 7, Jangpura Extension, New Delhi, Delhi – 110014.

(xxvi) The date of the board meeting at which the scheme was approved by the Board of Directors including the Details of Directors of Transferor Company No. 1 who were present at the meeting and voted in favour/ against/ did not vote or participate in the resolution of the meeting of the Board of the Directors of Transferor Company No. 1 are as below:

S.N.	Name of the Directors	**Voted in favour/ against / did not vote or participate (absent) on such resolution dated 18.01.2020**	**Voted in favour/ against / did not vote or participate (absent) on such resolution dated 25.05.2020**
1.	Chandra Prakash Agrawal	Voted in Favour	Voted in Favour
2.	Santosh Kumar Agrawal	Voted in Favour	Voted in Favour
3.	Prem Prakash Agrawal	Voted in Favour	Voted in Favour
4.	Nitin Mahavir Prasad Kandoi	Voted in Favour	Voted in Favour
5.	Ashtbhuja Prasad Srivastava	Voted in Favour	Absent
6.	Dindayal Jalan	Absent	Voted in Favour
7.	Smita Modi	Voted in Favour	Voted in Favour
8.	Sangeeta Upadhyay	Voted in Favour	Voted in Favour

(xxvii) Disclosure about effect of compromise or arrangement on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee.

Category	**GIL/Transferor Company No. 1**
Directors	The Directors of the Transferor Companies will cease to be the Directors of the Transferor Companies or may be appointed as Directors in the Transferee Company.
Key Managerial Personnel (KMP) (other than Directors)	The Key Managerial Personnel of the Transferor Companies will cease to be the Key Managerial Personnel of the Transferor Companies or may be appointed as KMP of the Transferee Company.
Debenture trustee	There are no debenture holders or debenture trustee in Transferor Company No. 1 as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.

(xxviii) Disclosure about the effect of the Scheme on the following persons of Transferor Company No. 1:

S.N.	**Category**	**Effect of the Scheme**
1.	Shareholders	Pursuant to this Scheme, as part of the consideration for Amalgamation, GML will issue and allot 22,54,55,517 New Equity Shares of Rs. 10/- each (the "New Shares") to registered fully paid-up equity shareholders of the Transferor Companies on the Record Date, as decided by the Board in the ratio of as mentioned hereinbelow in the notice. The New Shares issued and allotted by GML in terms of this Scheme shall rank *pari-passu* in all respects with the existing shares of GML, including in respect of dividends, if any, that may be declared by GML, on or after the Effective Date.
2.	Promoters	The Scheme does not contemplate payment of any additional considerations to the Promoters except to the extent of their shareholding in the Transferor Companies.
3.	Non-Promoter Shareholders	There is no adverse effect of the Scheme on the Non-Promoter Shareholders of GIL. Effect of the scheme on Non-Promoter Shareholders is the same as in case of shareholders, as stated in 1 above.
4.	Key Managerial Personnel (KMP) (other than Directors)	The Key Managerial Personnel of the Transferor Companies will cease to be the Key Managerial Personnel of the Transferor Companies.
5.	Directors	The Directors of the Transferor Companies will cease to be the Directors of the Transferor Companies or may be appointed as Directors in the Transferee Company.
6.	Depositors	GIL does not have any public deposits and accordingly, it does not have any depositors so the question of scheme having effect on depositor does not arise.
7.	Creditors	Upon the Scheme coming effect, the creditor obligations with respect to the Transferor Companies shall become the obligations of GML. The Scheme is expected to be in the best interest of the Transferor Companies creditors.
8.	Debentureholders	GIL has no outstanding debentures and therefore, the effect of the Scheme on debenture holders does not arise.
9.	Deposit trustee & Debenture trustee	GIL does not have any public deposits and accordingly, it does not have any depositors or deposit trustee and so the question of scheme having effect on depositor or deposit trustee does not arise. Further, there are no debenture holders or debenture trustee in GIL as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.
10.	Employees of the Company	Employees in relation to the Transferor Companies shall become the employees of the Transferee Company. No rights of employees shall get affected.

In compliance with the provisions of Section 232(2) of the Companies Act, 2013, the Board of Directors of the Transferor Company No. 1, at its meeting held on 18th January, 2020, has adopted a report, inter alia, explaining the effect of the Scheme on Shareholders, Key Managerial Personnel, Promoter and Non- Promoter Shareholders. A copy of the report adopted by the Board of Directors of the Transferor Company No. 1 is enclosed.

(xxix) As on the date of approval of the Scheme by the Board of Directors of the Transferor Company No. 1, there is no change in the authorized, issued, subscribed and paid-up share capital of the Transferor Company No. 1.

(xxx) A copy of the Memorandum of Association is available for inspection at the registered office as mentioned.

- **AAR Commercial Company Limited ('the Transferor Company No. 2' or 'AAR'')**

Sl. No.	Details	
(i)	Details of the Company	AAR was incorporated on 28th day of June, 1982, as a Public Company Limited by shares under the provisions of the Companies Act, 1956 and is within the meaning of the Companies Act, 2013 in the State of West Bengal. Subsequently, the Registered Office of AAR was shifted to National Capital Territory of Delhi pursuant to the section 13(5) of the Companies Act, 2013 and such alteration have been confirmed by an order of the Regional Director bearing date June 19, 2019 and accordingly a fresh certificate of incorporation upon change of registered office was issued by the Registrar of Companies, Delhi and Haryana, on 7th September, 2019. The Shares of AAR are listed in The Calcutta Stock Exchange Limited (CSE) and Bombay Stock Exchange (BSE). AAR is in the business of Trading and Investment.
(ii)	The Corporate Identification Number of the Transferee Company	L63090DL1982PLC354818.
(iii)	Permanent Account Number	AACCA2642K
(iv)	Name of the Company	AAR Commercial Company Limited
(v)	Date of incorporation	28th day of June, 1982
(vi)	Type of the Company	Public Company limited by Shares
(vii)	Registered Office Address	"Gallantt House", I-7, Jangpura Extension, New Delhi – 110014.
(viii)	E-mail address	investors.commercial@rediffmail.com
(ix)	Summary of the main object as per the Memorandum of Association; and the main business carried on by the Company	The Transferor Company No. 2 is in the business of investment in shares and trading. The objects for which the Transferor Company No. 2 has been established are set out in its Memorandum of Association. They are briefly as under: *"III. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-* 1. To carry on the business as carriers of passengers and goods by land, air and water and for that purpose to hire, take on lease, acquire by purchase any taxi cabs, omnibuses, motor-lorries, motor trucks, aeroplanes, motor cars, steamer launches, steam-boats and to maintain and work the same.

Sl. No.	Details	
		2. To purchase for investment or re-sale, to reclaim or take on lease or exchange, hire for any term of use or otherwise acquire any lands, buildings at a price of rent, to erect buildings and to sell and traffic in land, house and other immovable property. 3. Subject to Sec. 58A and directions issued by R.B.I. to carry on the business of and to act as financiers and to lend, advance, or deposit money to such person or persons, firm or firms, Company or Companies with or without security, upon such terms as may be thought proper, and/or to accept deposit and to guarantee the performance of contracts by any such person or persons, firm or firms, company or companies, provided however that the Company shall not carry on any banking business as defined in the Banking Regulations Act, 1949. 4. To carry on the business of hotel and lodging house keepers, restaurant, café, refreshment room, licensed victuallers, wine, beer and spirit merchants and to provide cars, taxis, Bar, Eating house and other facilities to the public including tourists, visitors and other delegates coming to India from foreign countries.
(x)	Details of change of name, registered office and objects of the Company during the last five years	**Object Change:** There has been no change in the object clause of AAR during the last five (5) years. **Name Change:** There has been no change in the name of the Company during the last five years. **Registered Office Change:** • With effect from 1st December, 2016: From 1, Gibson Lane, 2nd Floor, Room No. 208, Kolkata – 700069, W.B. To 1, British India Street (Old Complex), Mezzanine Floor, Room No. 20, Kolkata – 700069, W.B. w.e.f. 01-12-2016. • With effect from 7th September, 2019: From 1, British India Street (Old Complex), Mezzanine Floor, Room No. 20, Kolkata – 700069, W.B. To Flat No. 22, Second Floor, Right Side, Bazar Lane, Bhogal, New Delhi – 110014. • With effect from 18th January, 2020: From Flat No. 22, Second Floor, Right Side, Bazar Lane, Bhogal, New Delhi – 110014 To I-7, Jangpura Extension, New Delhi – 110014.
(xi)	Name of the stock exchange (s) where securities of the company are listed, if applicable;	BSE Limited and The Calcutta Stock Exchange Limited.
(xii)	Relationship subsisting between the Transferee and Transferor Companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies;	Transferee Company is associate and the Promoter of the Transferor Company No. 1 and similarly, Transferor Company No. 1 is associate and Promoter of Transferee Company. Transferor Company No. 3 is promoter group Company of the Transferee Company. Transferor Company No. 2 holds shares in Transferor Company No. 1. Transferor Company No. 4 and 5 are shareholders of the Transfree Company. Inter Companies shareholding of Transferee and Transferor Companies has been disclosed in the Scheme.
(xiii)	Parties involved in such compromise or arrangement;	Scheme of Amalgamation of Gallantt Ispat Limited **(Transferor Company No. 1)**, AAR Commercial Company Limited **(Transferor Company No. 2)**, Hipoline Commerce Private Limited **(Transferor Company No. 3)**, Lexi Exports Private Limited **(Transferor Company No. 4)**, and Richie Credit & Finance Private Limited **(Transferor Company No. 5)** with Gallantt Metal Limited **(Transferee Company)** and Slump Sale of 18 MW Power Plant of Gallantt Ispat Limited to the Transferee Company and their respective Shareholders and Creditors.

Sl. No.	Details	
(xiv)	Appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;	**"Appointed Date"** means the open of business hours on 1st April 2019 after the completion of the slump sale referred to in Part II of the Scheme; **"Appointed Date of Slump Sale"** means the open of business hours on 1st April 2019; **"Effective Date"** means the last of the dates on which the certified or authenticated copies of the orders of the National Company Law Tribunal sanctioning the Scheme are filed with the Registrar of Companies by the Transferor Companies and by the Transferee Company. Any references in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or "Scheme taking effect" shall mean the Effective Date; Exchange Ratio has been described below in the explanatory statement.
(xv)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	The exchange ratio of shares of the Transferor Companies and the Transferee Company has been fixed on a fair and reasonable basis and on the basis of the Valuation Report prepared by Mr. Vikash Goel, Registered Valuer. Summary and full Valuation Reports are enclosed in the Notice as **ANNEXURE - 4**. The Transferor Companies and Transferee Company have also obtained fairness report on share valuation by Intelligent Money Managers Private Limited, Merchant Banker. The same is enclosed and marked as **ANNEXURE - 6.** Further, the valuation report is available for inspection at the respective registered offices of the Transferee company and Transferor Companies. Valuation/ Computation report dated January 14, 2020 issued by Mr. Debasish Ghosh, IBBI Registered Valuer, setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited is also enclosed as **ANNEXURE - 5.**
(xvi)	Details of capital or debt restructuring, if any;	There is no capital or debt restructuring.
(xvii)	Rationale for the Scheme of Amalgamation and Slump Sale	Rationale for the Scheme has been elaborated in this explanatory statement below.
(xviii)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable);	A report adopted by the Directors of the Transferor Company No. 2, explaining effect of the Scheme on each class of Shareholders, Key Managerial Personnel, Promoters and non-promoter Shareholders, laying out in particular the share allotment, is attached herewith. The Transferor Company No. 2 does not have any debenture holders, deposit trustee, debenture trustee and creditors. There will be no adverse effect on account of the Scheme as far as the employees of the Transferor Company No. 2 are concerned.
(xix)	Amount due to unsecured creditors.	The Transferor Company No. 2 has no secured and unsecured Creditors as on 30th November, 2020.
(xx)	Investigation or proceedings, if any, pending against the company under the Act.	There are no investigation proceedings under the provisions of Chapter XIV of the Companies Act, 2013 and no winding up proceedings instituted and/or pending against the Transferor Companies and/or the Transferee Company.
(xxi)	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.	Necessary approvals, sanctions and No-objections have been obtained from stock exchanges, Board of Directors, Audit Committee etc. Other required approvals shall be obtained. Subsequent to the sanction of the Scheme, Transferee Company will make an application for listing of its New equity shares on the stock exchanges in which the shares of Transferee Company are listed, in pursuance to the relevant regulations including, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circulars. Detailed discussion on the Approvals have been given in this explanatory statement.

Sl. No.	Details	
(xxii)	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Pursuant to the provisions of the Companies Act, a Member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this meeting is being held pursuant to the Hon'ble NCLT order through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

(xxiii) The details of the Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No. 2 as on 31st March, 2019 are as under:

Particulars	Amount (in Rs.)
Authorised Capital	
1,24,50,000 Equity Shares of Rs.10/- each	12,45,00,000/-
TOTAL	**12,45,00,000/-**
Issued, Subscribed and Paid-up Capital	
1,00,14,000 Equity Shares of Rs.10/- each fully Paid up	10,01,40,000/-
TOTAL	**10,01,40,000/-**

(xxiv) The Board of Directors of Transferor Company No. 2 along with their addresses are as follows:

S.N.	Name of Directors	DIN	Address	Shareholding
1.	Uma Sharma *No-Executive Director*	06862354	313, Tower – I, Mount Kailash, East of Kailash, South Delhi – Delhi – 110065	0
2.	Anupam Khetan *Whole-time Director*	07003797	House No. 502, Gokul Colony, Purdilpur, Gorakhpur – 273001, Uttar Pradesh.	0
3.	Nishi Agrawal *Independent Director*	08441260	House No. 14, Isamailpur, Ward No. 67, Gorakhpur – 273005, U.P.	0
4.	Udit Agrawal *Independent Director*	07036864	Block-C, Flat -519G, 202, Jessore Road, Shyam Lane Garden, Lake Town, Kolkata – 700089	0

Key Managerial Personnel (KMP) of the Transferor Company No. 2 (other than Directors)

S. N.	Name of KMP	Address	Shareholding
1.	Anupam Khetan	502, Gokul Colony, Near Savitry Hospital, Purdilpur, Gorakhpur – 273001. Uttar Pradesh	0
2.	Avijit Das	12A, Kedar Nath Das Lane, Ghughudanga, Kolkata – 700030., West Bengal	0
3.	Arvind Kumar Modi	21/H/75 Raja Manindra Road, Kolkata – 700037, West Bengal	0

(xxv) There are no Promoter and Promoter Group Shareholders of Transferor Company No. 2.

(xxvi) The date of the board meeting at which the scheme was approved by the Board of Directors including the Details of Directors of Transferor Company No. 2 who were present at the meeting and voted in favour/ against/ did not vote or participate in the resolution of the meeting of the Board of the Directors of Transferor Company No. 2 are as below:

S.N.	Name of the Directors	**Voted in favour/ against / did not vote or participate (absent) on such resolution dated 18.01.2020**	**Voted in favour/ against / did not vote or participate (absent) on such resolution dated 25.05.2020**
1.	Anupam Khetan	Voted in Favour	Voted in Favour
2.	Uma Sharma	Voted in Favour	Voted in Favour
3.	Udit Agarwal	Voted in Favour	Voted in Favour
4.	Nishi Agrawal	Voted in Favour	Voted in Favour

(xxvii) Disclosure about effect of compromise or arrangement on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee.

Category	**AAR/Transferor Company No. 2**
Directors	The Directors of the Transferor Companies will cease to be the Directors of the Transferor Companies or may be appointed as Directors in the Transferee Company.
Key Managerial Personnel (KMP) (other than Directors)	The Key Managerial Personnel of the Transferor Companies will cease to be the Key Managerial Personnel of the Transferor Companies or may be appointed as KMP of the Transferee Company.
Debenture trustee	There are no debenture holders or debenture trustee in Transferor Company No. 2 as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.

(xxviii) Disclosure about the effect of the Scheme on the following persons of Transferor Company No. 2:

S.N.	**Category**	**Effect of the Scheme**
1.	Shareholders	Pursuant to this Scheme, as part of the consideration for Amalgamation, GML will issue and allot 22,54,55,517 New Equity Shares of Rs. 10/- each (the "New Shares") to registered fully paid-up equity shareholders of the Transferor Companies on the Record Date, as decided by the Board in the ratio of as mentioned hereinbelow in the notice. The New Shares issued and allotted by GML in terms of this Scheme shall rank *pari-passu* in all respects with the existing shares of GML, including in respect of dividends, if any, that may be declared by GML, on or after the Effective Date.
2.	Promoters	The Scheme does not contemplate payment of any additional considerations to the Promoters except to the extent of their shareholding in the Transferor Companies.
3.	Non-Promoter Shareholders	There is no adverse effect of the Scheme on the Non-Promoter Shareholders of AAR. Effect of the scheme on Non-Promoter Shareholders is the same as in case of shareholders, as stated in 1 above.
4.	Key Managerial Personnel (KMP) (other than Directors)	The Key Managerial Personnel of the Transferor Companies will cease to be the Key Managerial Personnel of the Transferor Companies.
5.	Directors	The Directors of the Transferor Companies will cease to be the Directors of the Transferor Companies or may be appointed as Directors in the Transferee Company.
6.	Depositors	AAR does not have any public deposits and accordingly, it does not have any depositors so the question of scheme having effect on depositor does not arise.
7.	Creditors	Upon the Scheme coming effect, the creditor obligations with respect to the Transferor Companies shall become the obligations of GML. The Scheme is expected to be in the best interest of the Transferor Companies creditors.
8.	Debentureholders	AAR has no outstanding debentures and therefore, the effect of the Scheme on debenture holders does not arise.
9.	Deposit trustee & Debenture trustee	AAR does not have any public deposits and accordingly, it does not have any depositors or deposit trustee and so the question of scheme having effect on depositor or deposit trustee does not arise. Further, there are no debenture holders or debenture trustee in AAR as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.
10.	Employees of the Company	Employees in relation to the Transferor Companies shall become the employees of the Transferee Company. No rights of employees shall get affected.

In compliance with the provisions of Section 232(2) of the Companies Act, 2013, the Board of Directors of the Transferor Company No. 2, at its meeting held on 18th January, 2020, has adopted a report, inter alia, explaining the effect of the Scheme on Shareholders, Key Managerial Personnel, Promoter and Non- Promoter Shareholders. A copy of the report adopted by the Board of Directors of the Transferor Company No. 2 is enclosed.

(xxix) As on the date of approval of the Scheme by the Board of Directors of the Transferor Company No. 2, there is no change in the authorized, issued, subscribed and paid-up share capital of the Transferor Company No. 2.

(xxx) A copy of the Memorandum of Association is available for inspection at the registered office as mentioned.

(d) Hipoline Commerce Private Limited ('the Transferor Company No. 3' or 'HIPOLINE'')

Sl. No.	Details	
(i)	Details of the Company	HIPOLINE was incorporated on 18th day of December, 1995, as a Private Company Limited by shares under the provisions of the Companies Act, 1956 and is within the meaning of the Companies Act, 2013 in the State of West Bengal. Being a Private Company, it is not listed. HIPOLINE is in the business of Non-Banking Finance Company (NBFC Business). HIPOLINE is Registered with the Reserve Bank of India as a Non-Banking Finance Company vide Registration No. B. 05. 03563.
(ii)	The Corporate Identification Number of the Transferee Company	U51909WB1995PTC076045.
(iii)	Permanent Account Number	AAACH6817K
(iv)	Name of the Company	Hipoline Commerce Private Limited
(v)	Date of incorporation	18th day of December, 1995
(vi)	Type of the Company	Private Company limited by Shares
(vii)	Registered Office Address	1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069, W.B.
(viii)	E-mail address	hipolinecommerce@yahoo.com
(ix)	Summary of the main object as per the Memorandum of Association; and the main business carried on by the Company	The Transferor Company No. 3 is in the business of Non-Banking Finance Company (NBFC Business) like, investing and financing. The objects for which the Transferor Company No. 3 has been established are set out in its Memorandum of Association. They are briefly as under: *"III. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-* *1. To carry on the business as agents, dealers, distributors, processors, reprocessors, buyers, sellers, traders and suppliers brokers, and to buy, sell, barter, exchange, process, trade, supply, or otherwise deal in either as wholesalers, resalers or both & either as principals of agents, commission agents and appliances and all types of goods, wares, machine tools metals, alloys, iron pipe fittings, nuts and bolts, iron and steel, vanaspati, textiles, wood rubber tanning substances, wax, quartz crystals, chemicals & chemical preparations plastic and linoleum articles, glass and glasswares handicraft, handlooms, precious stones, jewelleries, drugs and medicines, computer hardware and software, data processing and others related jobs, glue, gums and resins, soaps and instruments, apparatus and appliances, machinery and mill work and parts thereof paper stationery, sport goods, textile including decorative hand and machinemade, readymade garments jari cloth and all other items made by jari, carpets, rugs, druggists, artificial silk fabrics, cotton, woollen, cloth and all sorts of apparels, dressing material, cosmetics wigs, belts, belting, cinematograph films exposed, gramophone records, plastic goods, starch, empress, crown, batteries surgical and musical instruments, marble and articles, computer hardware and software and computer accessories, data processing telecommunication items power and generally to carry on business of merchants, traders dealers, exports house for goods, commodities and merchandise of and other description for carrying on all such business in India and abroad.* *2. To carry on business as advisors, management consultants, collaborators on matter and problems relating to the industries, administration organisation accountancy or economic activities, labour, quality control and data processing, technical "know-how" operation, storage distribution, sale and purchase of goods and in relation to any business, trade commerce, industry mine agriculture and upon the means method and expansion of business trade, commerce, industry agriculture plant or machineries and all systems, method techniques, process, principals, in relation to the foregoing, in India and outside India and to act as a financial and management consultants, broker, dealers & agents."*

Sl. No.	Details	
(x)	Details of change of name, registered office and objects of the Company during the last five years	**Object Change:** There has been no change in the object clause of HIPOLINE during the last five (5) years. **Name Change:** There has been no change in the name of the Company during the last five years. **Registered Office Change:** With effect from January 18, 2020 Registered Office of the Company shifted from 27A, Waterloo Street, First Floor, Room No. 118, Kolkata – 700069, W.B. to 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata Kolkata – 700069, W.B.
(xi)	Name of the stock exchange (s) where securities of the company are listed, if applicable;	Being a private limited company, the shares of Transferor Company No. 3 are not listed.
(xii)	Relationship subsisting between the Transferee and Transferor Companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies;	Transferee Company is associate and the Promoter of the Transferor Company No. 1 and similarly, Transferor Company No. 1 is associate and Promoter of Transferee Company. Transferor Company No. 3 is promoter group Company of the Transferee Company. Transferor Company No. 2 holds shares in Transferor Company No. 1. Transferor Company No. 4 and 5 are shareholders of the Transfree Company. Inter Companies shareholding of Transferee and Transferor Companies has been disclosed in the Scheme.
(xiii)	Parties involved in such compromise or arrangement;	Scheme of Amalgamation of Gallantt Ispat Limited **(Transferor Company No. 1)**, AAR Commercial Company Limited **(Transferor Company No. 2)**, Hipoline Commerce Private Limited **(Transferor Company No. 3)**, Lexi Exports Private Limited **(Transferor Company No. 4)**, and Richie Credit & Finance Private Limited **(Transferor Company No. 5)** with Gallantt Metal Limited **(Transferee Company)** and Slump Sale of 18 MW Power Plant of Gallantt Ispat Limited to the Transferee Company and their respective Shareholders and Creditors.
(xiv)	Appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;	**"Appointed Date"** means the open of business hours on 1st April 2019 after the completion of the slump sale referred to in Part II of the Scheme; **"Appointed Date of Slump Sale"** means the open of business hours on 1st April 2019; **"Effective Date"** means the last of the dates on which the certified or authenticated copies of the orders of the National Company Law Tribunal sanctioning the Scheme are filed with the Registrar of Companies by the Transferor Companies and by the Transferee Company. Any references in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or “Scheme taking effect" shall mean the Effective Date; Exchange Ratio has been described below in the explanatory statement.
(xv)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	The exchange ratio of shares of the Transferor Companies and the Transferee Company has been fixed on a fair and reasonable basis and on the basis of the Valuation Report prepared by Mr. Vikash Goel, Registered Valuer. Summary and full Valuation Reports are enclosed in the Notice as **ANNEXURE - 4**. The Transferor Companies and Transferee Company have also obtained fairness report on share valuation by Intelligent Money Managers Private Limited, Merchant Banker. The same is enclosed and marked as **ANNEXURE - 6.** Further, the valuation report is available for inspection at the respective registered offices of the Transferee company and Transferor Companies. Valuation/ Computation report dated January 14, 2020 issued by Mr. Debasish Ghosh, IBBI Registered Valuer, setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited is also enclosed as **ANNEXURE - 5.**
(xvi)	Details of capital or debt restructuring, if any;	There is no capital or debt restructuring.
(xvii)	Rationale for the Scheme of Amalgamation and Slump Sale	Rationale for the Scheme has been elaborated in this explanatory statement below.

Sl. No.	Details	
(xviii)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable);	A report adopted by the Directors of the Transferor Company No. 3, explaining effect of the Scheme on each class of Shareholders, Key Managerial Personnel, Promoters and non-promoter Shareholders, laying out in particular the share allotment, is attached herewith. The Transferor Company No. 3 does not have any debenture holders, deposit trustee, debenture trustee and creditors. There will be no adverse effect on account of the Scheme as far as the employees of the Transferor Company No.3 are concerned.
(xix)	Amount due to unsecured creditors.	The Transferor Company No. 3 has no Secured Creditor. The Transferor Company No. 3 has 1 (one) Unsecured Creditor as on 30th November, 2020 and the total amount due and payable by the Transferor Company No. 3 to the aforementioned Unsecured Creditor is Rs. 1,67,87,920/- (Rupees One Crore Sixty Seven lacs Eighty Seven Thousand Nine Hundred and Twenty only) as on 30th November, 2020.
(xx)	Investigation or proceedings, if any, pending against the company under the Act.	There are no investigation proceedings under the provisions of Chapter XIV of the Companies Act, 2013 and no winding up proceedings instituted and/or pending against the Transferor Companies and/or the Transferee Company.
(xxi)	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.	Necessary approvals, sanctions and No-objections have been obtained from stock exchanges, Board of Directors, Audit Committee etc. Other required approvals shall be obtained. Subsequent to the sanction of the Scheme, Transferee Company will make an application for listing of its New equity shares on the stock exchanges in which the shares of Transferee Company are listed, in pursuance to the relevant regulations including, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circulars. Detailed discussion on the Approvals have been given in this explanatory statement.
(xxii)	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Pursuant to the provisions of the Companies Act, a Member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this meeting is being held pursuant to the Hon'ble NCLT order through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

(xxiii) The details of the Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No. 2 as on 31st March, 2019 are as under:

Particulars	Amount (in Rs.)
Authorised Capital	
47,28,300 Equity Shares of Rs.10/- each	4,72,83,000/-
TOTAL	**4,72830,000/-**
Issued, Subscribed and Paid-up Capital	
21,26,310 Equity Shares of Rs.10/- each fully Paid up	2,12,63,100/-
TOTAL	**2,12,63,100/-**

(xxiv) The Board of Directors of Transferor Company No. 3 along with their addresses are as follows:

S.N.	Name of Directors	DIN	Address
1.	Sunita Dinesh Agarwal	02014941	C-602, FOUR SEASONS, Opp. Ginger Hotel, Piplod, Surat-394370, Gujarat.
2.	Akash Dinesh kumar Agarwal	02015012	C-602, FOUR SEASONS, Opp. Ginger Hotel, Piplod, Surat-394370, Gujarat.
3.	Shree Raman	07967646	G-401, Radhika Homes, Dindoli-Kerdava Road, Near Subha Vatika, Surat – 394210, Gujarat.

Key Managerial Personnel (KMP) of the Transferor Company No. 3: N.A.

(xxv) The details of Promoter and Promoter Group of Transferor Company No. 3 are as follows:

S.N.	Name of Promoter/Promoter Group	Address
1.	Akash Dinesh kumar Agarwal	C-602, FOUR SEASONS, Opp. Ginger Hotel, Piplod, Surat-394370, Gujarat.
2.	Dinesh R. Agarwal	C-602, FOUR SEASONS, Opp. Ginger Hotel, Piplod, Surat-394370, Gujarat.

(xxvi) The date of the board meeting at which the scheme was approved by the Board of Directors including the Details of Directors of Transferor Company No. 3 who were present at the meeting and voted in favour/ against/ did not vote or participate in the resolution of the meeting of the Board of the Directors of Transferor Company No. 3 are as below:

S.N.	Name of the Directors	**Voted in favour/ against / did not vote or participate (absent) on such resolution dated 18.01.2020**	**Voted in favour/ against / did not vote or participate (absent) on such resolution dated 25.05.2020**
1.	Sunita Dinesh Agarwal	Voted in Favour	Voted in Favour
2.	Akash Dineshkumar Agarwal	Voted in Favour	Voted in Favour
3.	Shree Raman	Voted in Favour	Voted in Favour

(xxvii) Disclosure about effect of compromise or arrangement on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee.

Category	**HIPOLINE/Transferor Company No. 3**
Directors	The Directors of the Transferor Companies will cease to be the Directors of the Transferor Companies or may be appointed as Directors in the Transferee Company.
Key Managerial Personnel (KMP) (other than Directors)	The Key Managerial Personnel of the Transferor Companies will cease to be the Key Managerial Personnel of the Transferor Companies.
Debenture trustee	There are no debenture holders or debenture trustee in Transferor Company No. 3 as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.

(xxviii) Disclosure about the effect of the Scheme on the following persons of Transferor Company No. 3:

S.N.	Category	Effect of the Scheme
1.	Shareholders	Pursuant to this Scheme, as part of the consideration for Amalgamation, GML will issue and allot 22,54,55,517 New Equity Shares of Rs. 10/- each (the "New Shares") to registered fully paid-up equity shareholders of the Transferor Companies on the Record Date, as decided by the Board in the ratio of as mentioned hereinbelow in the notice. The New Shares issued and allotted by GML in terms of this Scheme shall rank *pari-passu* in all respects with the existing shares of GML, including in respect of dividends, if any, that may be declared by GML, on or after the Effective Date.
2.	Promoters	The Scheme does not contemplate payment of any additional considerations to the Promoters except to the extent of their shareholding in the Transferor Companies.
3.	Non-Promoter Shareholders	There is no adverse effect of the Scheme on the Non-Promoter Shareholders of HIPOLINE. Effect of the scheme on No-Promoter Shareholders is the same as in case of shareholders, as stated in 1 above.
4.	Key Managerial Personnel (KMP) (other than Directors)	The Key Managerial Personnel of the Transferor Companies will cease to be the Key Managerial Personnel of the Transferor Companies.
5.	Directors	The Directors of the Transferor Companies will cease to be the Directors of the Transferor Companies or may be appointed as Directors in the Transferee Company.
6.	Depositors	HIPOLINE does not have any public deposits and accordingly, it does not have any depositors so the question of scheme having effect on depositor does not arise.
7.	Creditors	Upon the Scheme coming effect, the creditor obligations with respect to the Transferor Companies shall become the obligations of GML. The Scheme is expected to be in the best interest of the Transferor Companies creditors.
8.	Debentureholders	HIPOLINE has no outstanding debentures and therefore, the effect of the Scheme on debenture holders does not arise.
9.	Deposit trustee & Debenture trustee	HIPOLINE does not have any public deposits and accordingly, it does not have any depositors or deposit trustee and so the question of scheme having effect on depositor or deposit trustee does not arise. Further, there are no debenture holders or debenture trustee in HIPOLINE as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.
10.	Employees of the Company	Employees in relation to the Transferor Companies shall become the employees of the Transferee Company. No rights of employees shall get affected.

In compliance with the provisions of Section 232(2) of the Companies Act, 2013, the Board of Directors of the Transferor Company No.3, at its meeting held on 18th January, 2020, has adopted a report, inter alia, explaining the effect of the Scheme on Shareholders, Key Managerial Personnel, Promoter and Non- Promoter Shareholders. A copy of the report adopted by the Board of Directors of the Transferor Company No. 3 is enclosed.

(xxix) As on the date of approval of the Scheme by the Board of Directors of the Transferor Company No. 3, there is no change in the authorized, issued, subscribed and paid-up share capital of the Transferor Company No. 3.

(xxx) A copy of the Memorandum of Association is available for inspection at the registered office as mentioned.

(e) Lexi Exports Private Limited ('the Transferor Company No. 4' or 'LEXI'')

Sl. No.	Details	
(i)	Details of the Company	LEXI was incorporated on 24th day of May, 1993, as a Private Company Limited by shares under the provisions of the Companies Act, 1956 and is within the meaning of the Companies Act, 2013 in the State of West Bengal. Being a Private Company, it is not listed. LEXI is in the business of Non-Banking Finance Company (NBFC Business). LEXI is Registered with the Reserve Bank of India as a Non-Banking Finance Company vide Registration No. B. 05. 04965.
(ii)	The Corporate Identification Number of the Transferee Company	U51909WB1993PTC058926.
(iii)	Permanent Account Number	AAACL4344F
(iv)	Name of the Company	Lexi Exports Private Limited
(v)	Date of incorporation	24th day of May, 1993
(vi)	Type of the Company	Private Company limited by Shares
(vii)	Registered Office Address	207, Maharshi Devendra Road, 1st Floor, Room No. 27, Kolkata-700 007, W.B.
(viii)	E-mail address	guptaashwin78@yahoo.co.in
(ix)	Summary of the main object as per the Memorandum of Association; and the main business carried on by the Company	The Transferor Company No. 4 is in the business of Non-Banking Finance Company (NBFC Business) like, investing and financing. The objects for which the Transferor Company No. 4 has been established are set out in its Memorandum of Association. They are briefly as under: *"III. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-* *1. To produce and/or otherwise engage generally in the processors or production of or dealing in all types of pipe and tube products, fittings and by-products and the sale, dealing or fabrications of steel and iron or non-ferrous metal and by-products and to do all acts and things necessary or require in the premises.*
		2. To carry on all or any of the business of buyers, sellers, suppliers, growers, processors, traders, merchants, importers, exporters, indentors, brokers, agents, assemblers, stockists and dealers in gems and jewellery and silver utencils and ornaments and of all kinds of machinery items and man made fibres, textiles of all kinds all types of yarn, cloths, oil and oilseeds, tea, coffee, spices, dry fruits, drugs, leather goods, garments, hosiery, textiles, iron and steel and all steel based product, G.I.sheets, G.P.sheets and other related items, jute and jute product, papers, exercise book, automobiles spares, coal, hard coke, soft coke, vegetable oil, machine parts, aluminium electrical parts, electronic parts and devices and all kind of metals, pipe, hardware items, and earthmoving equipments and to work as commission agents, brokers, contractors, film distributors, dealers, order suppliers and selling agents, cement, chemicals, minerals, potatoes, onions, consumer durable, dealing in share in and computers."
(x)	Details of change of name, registered office and objects of the Company during the last five years	**Object Change:** There has been no change in the object clause of LEXI during the last five (5) years. **Name Change:** There has been no change in the name of the Company during the last five years. **Registered Office Change:** With effect from 1st July, 2017 Registered Office of the Company shifted from 16, G. C. Avenue, 8th Floor, Kolkata – 700013, W.B. to 207, Maharshi Devendra Road, First Floor, Room No. 27, Kolkata – 700007, W.B.

Sl. No.	Details	
(xi)	Name of the stock exchange (s) where securities of the company are listed, if applicable;	Being a private limited company, the shares of Transferor Company No. 4 are not listed.
(xii)	Relationship subsisting between the Transferee and Transferor Companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies;	Transferee Company is associate and the Promoter of the Transferor Company No. 1 and similarly, Transferor Company No. 1 is associate and Promoter of Transferee Company. Transferor Company No. 3 is promoter group Company of the Transferee Company. Transferor Company No. 2 holds shares in Transferor Company No. 1. Transferor Company No. 4 and 5 are shareholders of the Transfree Company. Inter Companies shareholding of Transferee and Transferor Companies has been disclosed in the Scheme.
(xiii)	Parties involved in such compromise or arrangement;	Scheme of Amalgamation of Gallantt Ispat Limited **(Transferor Company No. 1)**, AAR Commercial Company Limited **(Transferor Company No. 2)**, Hipoline Commerce Private Limited **(Transferor Company No. 3)**, Lexi Exports Private Limited **(Transferor Company No. 4)**, and Richie Credit & Finance Private Limited **(Transferor Company No. 5)** with Gallantt Metal Limited **(Transferee Company)** and Slump Sale of 18 MW Power Plant of Gallantt Ispat Limited to the Transferee Company and their respective Shareholders and Creditors.
(xiv)	Appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;	**"Appointed Date"** means the open of business hours on 1st April 2019 after the completion of the slump sale referred to in Part II of the Scheme; **"Appointed Date of Slump Sale"** means the open of business hours on 1st April 2019; **"Effective Date"** means the last of the dates on which the certified or authenticated copies of the orders of the National Company Law Tribunal sanctioning the Scheme are filed with the Registrar of Companies by the Transferor Companies and by the Transferee Company. Any references in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or “Scheme taking effect" shall mean the Effective Date; Exchange Ratio has been described below in the explanatory statement.
(xv)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	The exchange ratio of shares of the Transferor Companies and the Transferee Company has been fixed on a fair and reasonable basis and on the basis of the Valuation Report prepared by Mr. Vikash Goel, Registered Valuer. Summary and full Valuation Reports are enclosed in the Notice as **ANNEXURE - 4**. The Transferor Companies and Transferee Company have also obtained fairness report on share valuation by Intelligent Money Managers Private Limited, Merchant Banker. The same is enclosed and marked as **ANNEXURE - 6.** Further, the valuation report is available for inspection at the respective registered offices of the Transferee company and Transferor Companies. Valuation/ Computation report dated January 14, 2020 issued by Mr. Debasish Ghosh, IBBI Registered Valuer, setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited is also enclosed as **ANNEXURE - 5.**
(xvi)	Details of capital or debt restructuring, if any;	There is no capital or debt restructuring.
(xvii)	Rationale for the Scheme of Amalgamation and Slump Sale	Rationale for the Scheme has been elaborated in this explanatory statement below.
(xviii)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable);	A report adopted by the Directors of the Transferor Company No. 4, explaining effect of the Scheme on each class of Shareholders, Key Managerial Personnel, Promoters and non-promoter Shareholders, laying out in particular the share allotment, is attached herewith. The Transferor Company No. 4 does not have any debenture holders, deposit trustee, debenture trustee and creditors. There will be no adverse effect on account of the Scheme as far as the employees of the Transferor Company No. 4 are concerned.

Sl. No.	Details	
(xix)	Amount due to unsecured creditors.	The Transferor Company No. 4 has no secured and unsecured Creditors as on 30th November, 2020.
(xx)	Investigation or proceedings, if any, pending against the company under the Act.	There are no investigation proceedings under the provisions of Chapter XIV of the Companies Act, 2013 and no winding up proceedings instituted and/or pending against the Transferor Companies and/or the Transferee Company.
(xxi)	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.	Necessary approvals, sanctions and No-objections have been obtained from stock exchanges, Board of Directors, Audit Committee etc. Other required approvals shall be obtained. Subsequent to the sanction of the Scheme, Transferee Company will make an application for listing of its New equity shares on the stock exchanges in which the shares of Transferee Company are listed, in pursuance to the relevant regulations including, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circulars. Detailed discussion on the Approvals have been given in this explanatory statement.
(xxii)	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Pursuant to the provisions of the Companies Act, a Member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this meeting is being held pursuant to the Hon'ble NCLT order through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

(xxiii) The details of the Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No. 4 as on 31st March, 2019 are as under:

Particulars	Amount (in Rs.)
Authorised Capital	
34,30,000 Equity Shares of Rs.10/- each	3,43,00,000/-
TOTAL	**3,43,00,000/-**
Issued, Subscribed and Paid-up Capital	
1,42,967 Equity Shares of Rs.10/- each fully paid up	14,29,670/-
TOTAL	**14,29,670/-**

(xxiv) The Board of Directors of Transferor Company No. 4 along with their addresses are as follows:

S.N.	Name of Directors	DIN	Address
1.	Ashwin Gupta	00098712	R-933, Ashirwad Palace, Near Jivkor Nagar, Bhatar Road, Surat City, Surat – 395007, Gujarat.
2.	Shweta Gupta	00098835	R-933, Ashirwad Palace, Near Jivkor Nagar, Bhatar Road, Surat City, Surat – 395007, Gujarat.

Key Managerial Personnel (KMP) of the Transferor Company No. 4: N.A.

(xxv) The details of Promoter and Promoter Group of Transferor Company No. 4 are as follows:

S.N.	Name of Promoter/Promoter Group	Address
1.	Ashwin Gupta	R-933, Ashirwad Palace, Near Jivkor Nagar, Bhatar Road, Surat City, Surat – 395007, Gujarat.
2.	Shweta Gupta	R-933, Ashirwad Palace, Near Jivkor Nagar, Bhatar Road, Surat City, Surat – 395007, Gujarat.

(xxvi) The date of the board meeting at which the scheme was approved by the Board of Directors including the Details of Directors of Transferor Company No. 4 who were present at the meeting and voted in favour/ against/ did not vote or participate in the resolution of the meeting of the Board of the Directors of Transferor Company No. 4 are as below:

S.N.	Name of the Directors	**Voted in favour/ against / did not vote or participate (absent) on such resolution dated 18.01.2020**	**Voted in favour/ against / did not vote or participate (absent) on such resolution dated 25.05.2020**
1.	Ashwin Gupta	Voted in Favour	Voted in Favour
2.	Shweta Gupta	Voted in Favour	Voted in Favour

(xxvii) Disclosure about effect of compromise or arrangement on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee.

Category	**LEXI/Transferor Company No. 4**
Directors	The Directors of the Transferor Companies will cease to be the Directors of the Transferor Companies or may be appointed as Directors in the Transferee Company.
Key Managerial Personnel (KMP) (other than Directors)	The Key Managerial Personnel of the Transferor Companies will cease to be the Key Managerial Personnel of the Transferor Companies.
Debenture trustee	There are no debenture holders or debenture trustee in Transferor Company No. 4 as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.

(xxviii) Disclosure about the effect of the Scheme on the following persons of Transferor Company No. 4:

S.N.	**Category**	**Effect of the Scheme**
1.	Shareholders	Pursuant to this Scheme, as part of the consideration for Amalgamation, GML will issue and allot 22,54,55,517 New Equity Shares of Rs. 10/- each (the "New Shares") to registered fully paid-up equity shareholders of the Transferor Companies on the Record Date, as decided by the Board in the ratio of as mentioned hereinbelow in the notice. The New Shares issued and allotted by GML in terms of this Scheme shall rank *pari-passu* in all respects with the existing shares of GML, including in respect of dividends, if any, that may be declared by GML, on or after the Effective Date.
2.	Promoters	The Scheme does not contemplate payment of any additional considerations to the Promoters except to the extent of their shareholding in the Transferor Companies.
3.	Non-Promoter Shareholders	There is no adverse effect of the Scheme on the Non-Promoter Shareholders of LEXI. Effect of the scheme on No-Promoter Shareholders is the same as in case of shareholders, as stated in 1 above.
4.	Key Managerial Personnel (KMP) (other than Directors)	The Key Managerial Personnel of the Transferor Companies will cease to be the Key Managerial Personnel of the Transferor Companies.
5.	Directors	The Directors of the Transferor Companies will cease to be the Directors of the Transferor Companies or may be appointed as Directors in the Transferee Company.
6.	Depositors	LEXI does not have any public deposits and accordingly, it does not have any depositors so the question of scheme having effect on depositor does not arise.
7.	Creditors	Upon the Scheme coming effect, the creditor obligations with respect to the Transferor Companies shall become the obligations of GML. The Scheme is expected to be in the best interest of the Transferor Companies creditors.
8.	Debentureholders	LEXI has no outstanding debentures and therefore, the effect of the Scheme on debenture holders does not arise.
9.	Deposit trustee & Debenture trustee	LEXI does not have any public deposits and accordingly, it does not have any depositors or deposit trustee and so the question of scheme having effect on depositor or deposit trustee does not arise. Further, there are no debenture holders or debenture trustee in LEXI as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.
10.	Employees of the Company	Employees in relation to the Transferor Companies shall become the employees of the Transferee Company. No rights of employees shall get affected.

In compliance with the provisions of Section 232(2) of the Companies Act, 2013, the Board of Directors of the Transferor Company No.4, at its meeting held on 18th January, 2020, has adopted a report, inter alia, explaining the effect of the Scheme on Shareholders, Key Managerial Personnel, Promoter and Non- Promoter Shareholders. A copy of the report adopted by the Board of Directors of the Transferor Company No. 4 is enclosed.

(xxix) As on the date of approval of the Scheme by the Board of Directors of the Transferor Company No. 4, there is no change in the authorized, issued, subscribed and paid-up share capital of the Transferor Company No. 4.

(xxx) A copy of the Memorandum of Association is available for inspection at the registered office as mentioned.

(f) Richie Credit & Finance Private Limited ('the Transferor Company No. 5' or 'RICHIE'')

Sl. No.	Details	
(i)	Details of the Company	RICHIE was incorporated on 7th day of November, 1985, as a Private Company Limited by shares under the provisions of the Companies Act, 1956 and is within the meaning of the Companies Act, 2013 in the State of West Bengal. Being a Private Company, it is not listed. RICHIE is in the business of Non-Banking Finance Company (NBFC Business). RICHIE is Registered with the Reserve Bank of India as a Non-Banking Finance Company vide Registration No. B. 05. 06989.
(ii)	The Corporate Identification Number of the Transferee Company	U65921WB1985PTC117558.
(iii)	Permanent Account Number	AACCC4623J
(iv)	Name of the Company	Richie Credit & Finance Private Limited
(v)	Date of incorporation	7th day of November, 1985
(vi)	Type of the Company	Private Company limited by Shares
(vii)	Registered Office Address	207, Maharshi Devendra Road, 1st Floor, Room No. 27, Kolkata-700 007, W.B.
(viii)	E-mail address	guptaashwin78@yahoo.co.in
(ix)	Summary of the main object as per the Memorandum of Association; and the main business carried on by the Company	The Transferor Company No. 5 is in the business of Non-Banking Finance Company (NBFC Business) like, investing and financing. The objects for which the Transferor Company No. 5 has been established are set out in its Memorandum of Association. They are briefly as under: *"III. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-* 1. *To produce and/or otherwise engage generally in the processors or production of or dealing in all types of pipe and tube products, fittings and by-products and the sale, dealing or fabrications of steel and iron or non-ferrous metal and by-products and to do all acts and things necessary or require in the premises.* 2. *To carry on all or any of the business of buyers, sellers, suppliers, growers, processors, traders, merchants, importers, exporters, indentors, brokers, agents, assemblers, stockists and dealers in gems and jewellery and silver utencils and ornaments and of all kinds of machinery items and man made fibres, textiles of all kinds all types of yarn, cloths, oil and oilseeds, tea, coffee, spices, dry fruits, drugs, leather goods, garments, hosiery, textiles, iron and steel and all steel based product, G.I.sheets, G.P.sheets and other related items, jute and jute product, papers, exercise book, automobiles spares, coal, hard coke, soft coke, vegetable oil, machine parts, aluminium electrical parts, electronic parts and devices and all kind of metals, pipe, hardware items, and earthmoving equipments and to work as commission agents, brokers, contractors, film distributors, dealers, order suppliers and selling agents, cement, chemicals, minerals, potatoes, onions, consumer durable, dealing in share in and computers."*
(x)	Details of change of name, registered office and objects of the Company during the last five years	**Object Change:** There has been no change in the object clause of RICHIE during the last five (5) years. **Name Change:** There has been no change in the name of the Company during the last five years. **Registered Office Change:** With effect from 1st July, 2017 Registered Office of the Company shifted from 33, C. R. Room No. 908B, Kolkata – 700012, W.B. to 207, Maharshi Devendra Road, First Floor, Room No. 27, Kolkata – 700007, W.B.
(xi)	Name of the stock exchange (s) where securities of the company are listed, if applicable;	Being a private limited company, the shares of Transferor Company No. 5 are not listed.

Sl. No.	Details	
(xii)	Relationship subsisting between the Transferee and Transferor Companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies;	Transferee Company is associate and the Promoter of the Transferor Company No. 1 and similarly, Transferor Company No. 1 is associate and Promoter of Transferee Company. Transferor Company No. 3 is promoter group Company of the Transferee Company. Transferor Company No. 2 holds shares in Transferor Company No. 1. Transferor Company No. 4 and 5 are shareholders of the Transfree Company. Inter Companies shareholding of Transferee and Transferor Companies has been disclosed in the Scheme.
(xiii)	Parties involved in such compromise or arrangement;	Scheme of Amalgamation of Gallantt Ispat Limited **(Transferor Company No. 1)**, AAR Commercial Company Limited **(Transferor Company No. 2)**, Hipoline Commerce Private Limited **(Transferor Company No. 3)**, Lexi Exports Private Limited **(Transferor Company No. 4)**, and Richie Credit & Finance Private Limited **(Transferor Company No. 5)** with Gallantt Metal Limited **(Transferee Company)** and Slump Sale of 18 MW Power Plant of Gallantt Ispat Limited to the Transferee Company and their respective Shareholders and Creditors.
(xiv)	Appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;	**"Appointed Date"** means the open of business hours on 1st April 2019 after the completion of the slump sale referred to in Part II of the Scheme; **"Appointed Date of Slump Sale"** means the open of business hours on 1st April 2019; **"Effective Date"** means the last of the dates on which the certified or authenticated copies of the orders of the National Company Law Tribunal sanctioning the Scheme are filed with the Registrar of Companies by the Transferor Companies and by the Transferee Company. Any references in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or “Scheme taking effect" shall mean the Effective Date; Exchange Ratio has been described below in the explanatory statement.
(xv)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	The exchange ratio of shares of the Transferor Companies and the Transferee Company has been fixed on a fair and reasonable basis and on the basis of the Valuation Report prepared by Mr. Vikash Goel, Registered Valuer. Summary and full Valuation Reports are enclosed in the Notice as **ANNEXURE - 4**. The Transferor Companies and Transferee Company have also obtained fairness report on share valuation by Intelligent Money Managers Private Limited, Merchant Banker. The same is enclosed and marked as **ANNEXURE - 6.** Further, the valuation report is available for inspection at the respective registered offices of the Transferee company and Transferor Companies. Valuation/ Computation report dated January 14, 2020 issued by Mr. Debasish Ghosh, IBBI Registered Valuer, setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited is also enclosed as **ANNEXURE - 5.**
(xvi)	Details of capital or debt restructuring, if any;	There is no capital or debt restructuring.
(xvii)	Rationale for the Scheme of Amalgamation and Slump Sale	Rationale for the Scheme has been elaborated in this explanatory statement below.
(xviii)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable);	A report adopted by the Directors of the Transferor Company No. 5, explaining effect of the Scheme on each class of Shareholders, Key Managerial Personnel, Promoters and non-promoter Shareholders, laying out in particular the share allotment, is attached herewith. The Transferor Company No. 5 does not have any debenture holders, deposit trustee, debenture trustee and creditors. There will be no adverse effect on account of the Scheme as far as the employees of the Transferor Company No. 5 are concerned.
(xix)	Amount due to unsecured creditors.	The Transferor Company No. 5 has no secured and unsecured Creditors as on 30th November, 2020.
(xx)	Investigation or proceedings, if any, pending against the company under the Act.	There are no investigation proceedings under the provisions of Chapter XIV of the Companies Act, 2013 and no winding up proceedings instituted and/or pending against the Transferor Companies and/or the Transferee Company.

Sl. No.	Details	
(xxi)	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.	Necessary approvals, sanctions and No-objections have been obtained from stock exchanges, Board of Directors, Audit Committee etc. Other required approvals shall be obtained. Subsequent to the sanction of the Scheme, Transferee Company will make an application for listing of its New equity shares on the stock exchanges in which the shares of Transferee Company are listed, in pursuance to the relevant regulations including, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circulars. Detailed discussion on the Approvals have been given in this explanatory statement.
(xxii)	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Pursuant to the provisions of the Companies Act, a Member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this meeting is being held pursuant to the Hon'ble NCLT order through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

(xxiii) The details of the Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No. 4 as on 31st March, 2019 are as under:

Particulars	Amount (in Rs.)
Authorised Capital	
35,10,000 Equity Shares of Rs.10/- each	3,51,00,000/-
TOTAL	**3,51,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
1,02,000 Equity Shares of Rs.10/- each fully paid up	10,20,000/-
TOTAL	**10,20,000/-**

(xxiv) The Board of Directors of Transferor Company No. 5 along with their addresses are as follows:

S.N.	Name of Directors	DIN	Address
1.	Ashwin Gupta	00098712	R-933, Ashirwad Palace, Near Jivkor Nagar, Bhatar Road, Surat City, Surat – 395007, Gujarat.
2.	Shweta Gupta	00098835	R-933, Ashirwad Palace, Near Jivkor Nagar, Bhatar Road, Surat City, Surat – 395007, Gujarat.

Key Managerial Personnel (KMP) of the Transferor Company No. 5: N.A.

(xxv) The details of Promoter and Promoter Group of Transferor Company No. 4 are as follows:

S.N.	Name of Promoter/Promoter Group	Address
1.	Ashwin Gupta	R-933, Ashirwad Palace, Near Jivkor Nagar, Bhatar Road, Surat City, Surat – 395007, Gujarat.
2.	Shweta Gupta	R-933, Ashirwad Palace, Near Jivkor Nagar, Bhatar Road, Surat City, Surat – 395007, Gujarat.

(xxvi) The date of the board meeting at which the scheme was approved by the Board of Directors including the Details of Directors of Transferor Company No. 5 who were present at the meeting and voted in favour/ against/ did not vote or participate in the resolution of the meeting of the Board of the Directors of Transferor Company No. 5 are as below:

S.N.	Name of the Directors	Voted in favour/ against / did not vote or participate (absent) on such resolution dated 18.01.2020	Voted in favour/ against / did not vote or participate (absent) on such resolution dated 25.05.2020
1.	Ashwin Gupta	Voted in Favour	Voted in Favour
2.	Shweta Gupta	Voted in Favour	Voted in Favour

(xxvii) Disclosure about effect of compromise or arrangement on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee.

Category	**RICHIE/Transferor Company No. 5**
Directors	The Directors of the Transferor Companies will cease to be the Directors of the Transferor Companies or may be appointed as Directors in the Transferee Company.
Key Managerial Personnel (KMP) (other than Directors)	The Key Managerial Personnel of the Transferor Companies will cease to be the Key Managerial Personnel of the Transferor Companies.
Debenture trustee	There are no debenture holders or debenture trustee in Transferor Company No. 5 as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.

(xxviii) Disclosure about the effect of the Scheme on the following persons of Transferor Company No. 5:

S.N.	**Category**	**Effect of the Scheme**
1.	Shareholders	Pursuant to this Scheme, as part of the consideration for Amalgamation, GML will issue and allot 22,54,55,517 New Equity Shares of Rs. 10/- each (the "New Shares") to registered fully paid-up equity shareholders of the Transferor Companies on the Record Date, as decided by the Board in the ratio of as mentioned hereinbelow in the notice. The New Shares issued and allotted by GML in terms of this Scheme shall rank *pari-passu* in all respects with the existing shares of GML, including in respect of dividends, if any, that may be declared by GML, on or after the Effective Date.
2.	Promoters	The Scheme does not contemplate payment of any additional considerations to the Promoters except to the extent of their shareholding in the Transferor Companies.
3.	Non-Promoter Shareholders	There is no adverse effect of the Scheme on the Non-Promoter Shareholders of RICHIE. Effect of the scheme on No-Promoter Shareholders is the same as in case of shareholders, as stated in 1 above.
4.	Key Managerial Personnel (KMP) (other than Directors)	The Key Managerial Personnel of the Transferor Companies will cease to be the Key Managerial Personnel of the Transferor Companies.
5.	Directors	The Directors of the Transferor Companies will cease to be the Directors of the Transferor Companies or may be appointed as Directors in the Transferee Company.
6.	Depositors	RICHIE does not have any public deposits and accordingly, it does not have any depositors so the question of scheme having effect on depositor does not arise.
7.	Creditors	Upon the Scheme coming effect, the creditor obligations with respect to the Transferor Companies shall become the obligations of GML. The Scheme is expected to be in the best interest of the Transferor Companies creditors.
8.	Debentureholders	RICHIE has no outstanding debentures and therefore, the effect of the Scheme on debenture holders does not arise.
9.	Deposit trustee & Debenture trustee	RICHIE does not have any public deposits and accordingly, it does not have any depositors or deposit trustee and so the question of scheme having effect on depositor or deposit trustee does not arise. Further, there are no debenture holders or debenture trustee in RICHIE as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.
10.	Employees of the Company	Employees in relation to the Transferor Companies shall become the employees of the Transferee Company. No rights of employees shall get affected.

In compliance with the provisions of Section 232(2) of the Companies Act, 2013, the Board of Directors of the Transferor Company No.4, at its meeting held on 18th January, 2020, has adopted a report, inter alia, explaining the effect of the Scheme on Shareholders, Key Managerial Personnel, Promoter and Non- Promoter Shareholders. A copy of the report adopted by the Board of Directors of the Transferor Company No. 4 is enclosed.

(xxix) As on the date of approval of the Scheme by the Board of Directors of the Transferor Company No. 5, there is no change in the authorized, issued, subscribed and paid-up share capital of the Transferor Company No. 5.

(xxx) A copy of the Memorandum of Association is available for inspection at the registered office as mentioned.

15. **BACKGROUND OF THE SCHEME**

The Scheme *inter-alia* provides for the following:

i. This Scheme of Slump Sale and Amalgamation provides for the Slump Sale of Power Plant Undertaking from Transferor Company No. 1 to the Transferee Company and amalgamation of the Transferor Companies with the Transferee Company both pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

ii. The Transferor Company No. 1 is a promoter of the Transferee Company and holds 3,94,62,895 (Three Crore Ninety-Four Lacs Sixty-Two Thousand Eight Hundred and Ninety-Five only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 48.53% of the total paid up equity share capital of the Transferee Company.

iii. The Transferor Company No. 2 holds 4,97,48,760 (Four Crore Ninety-Seven Lacs Forty-Eight Thousand Seven Hundred and Sixty only) Equity Shares of face value of Re. 1/- each of the Transferor Company No. 1 constituting 17.62% of the total paid up equity share capital of the Transferor Company No. 1.

iv. The Transferee Company holds 7,25,19,920 (Seven Crore Twenty-Five Lacs Nineteen Thousand Nine Hundred and Twenty only) Equity Shares of face value of Re. 1/- each of the Transferor Company No. 1 constituting 25.683% of the total paid up equity share capital of the Transferor Company No. 1.

v. The Transferor Company No. 3 holds 90,83,128 (Ninety Lacs Eighty-Three Thousand One Hundred and Twenty-Eight only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 11.17% of the total paid up equity share capital of the Transferee Company.

vi. The Transferor Company No. 4 holds 1,19,30,679 (One Crore Nineteen Lacs Thirty Thousand Six Hundred and Seventy-Nine only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 14.671% of the total paid up equity share capital of the Transferee Company.

vii. The Transferor Company No. 5 holds 50,20,194 (Fifty Lacs Twenty Thousand One Hundred and Ninety-Four only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 6.173% of the total paid up equity share capital of the Transferee Company.

viii. Inter-corporate cross shareholdings shall stand cancelled under this Scheme.

ix. The Board of Directors of the Transferor Company No. 1 and Transferee Company have decided to transfer by way of Slump Sale Power Plant Undertaking of Transferor Company No. 1 to Transferee Company and the Board of Directors of all the Transferor Companies and of the Transferee Company have decided to amalgamate the Transferor Companies with the Transferee Company in accordance with the terms and conditions of this Scheme and in accordance with the Act and in compliance with the applicable provisions of the Income Tax Act, 1961 including, in particular Section 50B and Section 2(1B).

16. **RATIONALE FOR THE SCHEME**

i. The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same way, The Transferor Company 1 is a pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR.

ii. The Transferor Company No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

iii. The Transferor Company No. 2 has plan to enter new business and to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Company No. 1. The Transferor Company No. 1 is also inter alia engaged in the business of real estate. The Transferor Company 2 holds significant portion (17.62%) of the equity share capital of the Transferor Company No. 1. The amalgamation into the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

iv. Transferor Company No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Company No. 3 with the Transferee Company would result in clarifying and making transparent the shareholding of the Transferee Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

v. The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve

better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

vi. The amalgamation particularly of the Transferor Company No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

vii. The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

viii. The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

ix. The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

x. The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well. This will result into reduced combined paid-up capital leading to higher earnings per share.

xi. The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Company No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

xii. In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power Plant Undertaking of Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

17. **SALIENT FEATURES OF THE SCHEME**

Salient features of the scheme are set out as below:

(i) The object of Scheme is to ultimately obtain sanction of this Hon'ble Tribunal to the Scheme of Amalgamation and Slump Sale whereby and which provides for the Slump Sale of Power Plant Undertaking of Transferor Company No. 1 to Transferee Company and Amalgamation of the Transfer Company No. 1 [after the transfer of the Power Plant Undertaking], Transferor Company No.2, Transferor Company No. 3, Transferor Company No.4 and Transferor Company No.5 with the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 with the Appointed Date being 1st April, 2019.

(ii) The Transferor Companies and the Transferee Company shall make application(s) and/or petition(s) under Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 to the jurisdictional NCLT, as the case may be for sanction of this Scheme and all matters ancillary or incidental thereto;

(iii) **"Appointed Date"** means the open of business hours on 1st April 2019 after the completion of the slump sale referred to in Part II of the Scheme;

(iv) **"Appointed Date of Slump Sale"** means the open of business hours on 1st April 2019;

(v) **"Effective Date"** means the last of the dates on which the certified or authenticated copies of the orders of the National Company Law Tribunal sanctioning the Scheme are filed with the Registrar of Companies by the Transferor Companies and by the Transferee Company. Any references in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or "Scheme taking effect" shall mean the Effective Date;

(vi) 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 Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Re. 1/- each fully paid up held by such member in the Transferor Company No. 1.
- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 2.
- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.
- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.
- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 5.

(vii) The New Equity Shares to be issued and allotted pursuant to the Scheme becoming effective, shall, in compliance with the requirement of applicable regulations, be listed and/or admitted to trading on the Stock Exchange where the existing equity shares of the Transferee Company are listed. The Transferee Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with applicable laws or regulations for complying with the formalities of the Stock Exchange. On such formalities being fulfilled, the Stock Exchange shall list and/or admit the New Equity Shares for the purpose of trading.

(viii) The Transferee Company shall, if and to the extent required, apply for and obtain any approvals from the concerned regulatory authorities for the issue and allotment by the Transferee Company of New Equity Shares to the members of the Transferor Companies under the Scheme and listing thereof.

(ix) Upon the coming into effect of this Scheme, the Transferee Company shall account for the amalgamation of the Transferor Companies in its books as per the applicable accounting principles prescribed under Indian Accounting Standards (IndAS) prescribed under the Companies Act, 2013.

(x) The shares to be issued by the Transferee Company to the shareholders of the Transferor Companies in pursuance of this Scheme are hereinafter referred to as "the New Shares".

(xi) No fractional shares shall arise out of the above allotment of the New Shares. No fractional certificates, entitlements or credits shall be issued or given by the Transferee Company in respect of the fractional entitlements, if any, to which the shareholders of the Transferor Companies are entitled on the issue and allotment of equity shares by the Transferee Company in accordance with this Scheme. If any members of the Transferor Companies have a shareholding such that such members become entitled to a fraction of a new equity share, the board of directors of the Transferee Company shall consolidate all such fractional entitlements to which the shareholders of the Transferor Companies may be entitled on issue and allotment of the equity shares of the Transferee Company as aforesaid and shall, without any further application, act, instrument or deed, issue and allot such fractional entitlements directly to a nominee to be appointed by the board of directors of the Transferee Company who shall hold such fractional entitlements with all additions or accretions hereto in trust for the benefit of the respective shareholders to whom they belong and their respective heirs, executors, administrators or successors for the specific purpose of selling such fractional entitlements in the market at such price or prices and at such time or times as the nominee may in its sole discretion decide and on such sale pay to the Transferee Company the net sale proceeds thereof and any additions and accretions, whereupon the Transferee Company shall, subject to withholding tax and expenses, if any, distribute such sale proceeds to the concerned shareholders of the Transferor Companies in proportion to their respective fractional entitlements.

(xii) The issue and allotment of new equity shares by the Transferee Company to the shareholders of the Transferor Companies is an integral part of this Scheme and shall be deemed to have been carried out without any further act or deed and the approval of the shareholders of the Transferee Company to the Scheme shall be deemed to be due compliance of the provisions of Sections 42 and 62 and other relevant or applicable provisions of the Act.

(xiii) The New Shares to be issued to the shareholders of the Transferor Companies, as above, shall be subject to the Memorandum and Articles of Association of the Transferee Company and shall rank pari passu with the existing equity shares of the Transferee Company, in all respects.

(xiv) The Transferee Company shall get the New Shares listed on the BSE and NSE where the existing equity shares of the Transferee Company are listed.

(xv) The Transferee Company shall issue the New Shares in dematerialised form unless otherwise notified in writing by the shareholders of the Transferor Companies on or before such date as may be determined by the Board of Directors of the Transferee Company or a committee thereof. If such notice has not been received by the Transferee Company, the equity shares shall be issued to such members in dematerialised form provided that the members of the Transferor Companies have an account with a depository participant and provide details thereof and such other confirmations as may be required. If the Transferee Company has received notice from any member that equity shares are to be issued in physical form or if any member has not provided the requisite details relating to his account with a depository participant or other confirmation as may be required or if the details furnished by any member do not permit electronic credit of the New Shares, then the Transferee Company shall issue equity shares in physical form to such member or members.

(xvi) Upon the Scheme coming into effect and pursuant to Section 232(3) of the Act, the Authorised Share Capital of the Transferor Companies shall be deemed to be added to that of the Transferee Company without any further act, instrument or deed on the part of the Transferee Company. Clause V of the Memorandum of Association of the Transferee Company shall stand amended to give effect to the relevant provisions of this Scheme and no further resolution(s) under sections 13, 14, 61, 64 of the Companies Act,2013 or any other applicable provisions of the Act, would be required to be separately passed.

(xvii) Upon the Scheme coming into effect and pursuant to Section 232(3) of the Act, Name of the Transferee Company shall be "GALLANTT ISPAT LIMITED" or the name as may be decided by the Board of Directors. Clause I of the Memorandum of Association of the Transferee Company shall stand amended to give effect to the relevant provisions of this Scheme and no further resolution(s) under sections 13 of the Companies Act, 2013 or any other applicable provisions of the Act, would be required to be separately passed. Changing the Name of the Transferee Company to the name of the Transferor Company No. 1 would enable the Transferee Company to take benefit of goodwill in the form of familiarity/trust with the name of the Transferor Company No. 1, and consequently, would be beneficial for the overall business operations of the Amalgamated Company. The Transferee Company shall also comply with the requirements of change in name in the share certificates of the Transferee Company.

(xviii) Upon coming into effect of the Scheme, the Memorandum of Association of the Transferee Company shall stand altered and amended so as to insert the following sub-clauses after the existing Clause 4 in the objects clause of the Memorandum of Association of the Transferee Company without any further act, instrument or deed on the part of the Transferee Company:

Clause 5: To carry on the business of millers in all its branches and to set up mills for milling wheat, gram and other grains and cereals, dal, besan, maida, atta, suji and other allied products and to manufacture any bye-products, food products, such as biscuits, flakes, dalia and confectionery from flours of all kinds and set up factories or mills for the manufacture thereof and to carry on the business of producing, extracting, refining, storing, exporting, importing, transporting and dealing in flours of all kinds whatsoever and to run flour mills of any kind including rice mills for separation of musk, bran for preparation of flours or other products therefrom, to carry on the business of manufacturing, buying, selling, importing, exporting and dealing in textiles, cotton, silk, art silk, rayon, nylon, viscos, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fibre materials, yarn, cloth, linen, rayon and other goods or merchandise whether textile felted, netted or looped.

Clause 6: To carry on the business activities as developers of land, colonies, sheds, buildings, structures, residential plots, commercial plots, industrial plots and sheds, roads, bridges, channels, culverts and to act as architect, designers, contractors, sub-contractors, for all types of constructions and developments work for private sector, government departments, semi government departments, development authorities and to develop the sites and plots and to carry on the business activities of acquirer, purchaser, repurchase, let out, lease, sell, exchange, hire or otherwise all types of land, and properties of any tenure or any interest in the same or to erect and construct houses, building, multi-stories, or work for every descriptions on any land of the company or upon other land or property and to pull down re-build, enlarge, alter, and improve, existing houses, buildings, or work thereon and to purchasing and selling of houses and plots free hold or other house property, building, or lands or interest, household articles and other products of other companies in the installments, network scheme or otherwise.

Clause 7: To develop, produce, manufacture, treat, process, refine, export, import, purchase, sale and generally to deal in and to act as brokers, agents, stockiest, distributors, suppliers, commission agents of all kinds of cements (whether ordinary, white, coloured, Portland, pozzoolana, alumina, blast, furnaces, silica, sagol or

otherwise) cement products of any description, such as asbestos cement, building pipes, irrigation pipes, reinforced cement, cement concrete spun pipes, asbestos cement pressure pipes, fittings, asbestos, cement sheets, poles, slabs, blocks, garden wears, cement boards, mosaic and terrazzo, tiles, ceramic products, allied products, goods, substances, material, articles, things, chemicals, compounds, accessories and appliances connected with the aforesaid product.

It is clarified that for the purposes of Clauses 5, 6 & 7 above, the consent of the shareholders of the Transferee Company to this Scheme shall be sufficient for the purposes of effecting the above amendment to the object clause in the Memorandum of Association of the Transferee Company, and no further resolution under Sections 4 & 13 or any other applicable provisions of the Act, would be required to be separately passed.

(xix) With effect from the Appointed Date of Merger and up to and including the Effective Date, the Transferor Companies shall carry on and shall be deemed to have carried on all its business and activities as hitherto and shall hold and stand possessed of and shall be deemed to have held and stood possessed of the Undertaking on account of, and for the benefit of and in trust for, the Transferee Company. All the profits or income accruing or arising to the Transferor Companies, and all expenditure or losses arising or incurred (including all taxes, if any, paid or accruing in respect of any profits and income) by the Transferor Companies shall, for all purposes, be treated and be deemed to be and accrue as the profits or income or as the case may be, expenditure or losses (including taxes) of the Transferee Company.

(xx) The Transferor Companies and the Transferee Company shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date but only consistent with the past practice or in the ordinary course as may be decided by the Board of Directors of the respective Companies. The shareholders of the Transferor Companies and the Transferee Company shall, save as expressly provided otherwise in this Scheme, continue to enjoy their existing rights under their respective Articles of Association including the right to receive dividends. For the avoidance of doubt, it is hereby clarified that nothing in this Scheme shall prevent Transferee Company from declaring and paying dividends, whether interim or final, to its equity shareholders as on the record date for the purpose of dividend and the shareholders of the Transferor Companies shall not be entitled to dividends, if any, declared by Transferee Company prior to the Effective Date. It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Transferor Companies and/or the Transferee Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Boards of Directors of the Transferor Companies and the Transferee Company respectively, and subject to the approval, if required, of the shareholders of the Transferor Companies and the Transferee Company respectively.

(xxi) The Scheme is conditional upon and subject to –

- The Transferor Companies and the Transferee Company filing this Scheme with the Stock Exchanges where its existing shares are listed in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and obtaining approvals of such Stock Exchanges;
- The Scheme being approved by the respective requisite majorities of the members and creditors, if any, of the Transferor Companies and Transferee Company, as may be directed by the NCLT;
- *"The scheme is conditional upon scheme being approved by the public shareholders of listed Transferor Companies (Gallantt Ispat Limited and AAR Commercial Company Limited) and Transferee Company (Gallantt Metal Limited) through e-voting in terms of para 9 (a) of part I of Annexure I of SEBI circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and the scheme shall be acted upon only if vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it"*;
- The NCLT sanctioning this Scheme and passing transfer and vesting orders under Section 232 of the Act;
- Filing of certified copy of the order of the NCLT above with the Registrar of Companies by the Transferor Companies and the Transferee Company for registration;
- Requisite sanction and/or approval of any Government or Regulatory authority as may be required under any law for the amalgamation and/or Slump Sale;

(xxii) On the Effective Date, the Transferor Companies shall stand dissolved without winding up and without any further actor deed under Section 232 of the Act.

The aforesaid are only some of the key provisions of the Scheme.

18. **RELATIONSHIP BETWEEN THE TRANSFEROR COMPANIES AND THE TRANSFEREE COMPANY**

Transferee Company is associate and the Promoter of the Transferor Company No. 1 and similarly, Transferor Company No. 1 is associate and Promoter of Transferee Company. Transferor Company No. 3 is promoter group Company of the Transferee Company. Transferee Company is associate and the Promoter of the Transferor Company No. 1 and

similarly, Transferor Company No. 1 is associate and Promoter of Transferee Company. Transferor Company No. 3 is promoter group Company of the Transferee Company. Transferor Company No. 2 holds shares in Transferor Company No. 1. Transferor Company No. 4 and 5 are shareholders of the Transfree Company. Inter Companies shareholding of Transferee and Transferor Companies has been disclosed in the Scheme.

19. **APPROVALS**

19.1. Pursuant to the SEBI Circulars read with Regulation 37 of the SEBI Listing Regulations, the Transferee Company and the Transferor Company No. 1 had filed necessary applications before BSE and NSE seeking their no-objection to the Scheme. Similarly, the Transferor Company No. 2 had filed necessary applications before BSE and CSE. The Transferee Company and Transferor Company No. 1 have received the observation letters from BSE and NSE dated 12th November, 2020 and 23rd November, 2020 respectively. Transferor Company No. 2 has received observation letter from BSE on 12th November 2020 conveying their no-objection to the Scheme **('Observation Letters')**. CSE has not issued observation letter directly to the Transferor Company No. 2. Copies of the aforesaid Observation Letters are enclosed herewith as **ANNEXURE 7**.

19.2. The Scheme along with related documents was hosted on the website of the Company, BSE and NSE and was open for complaints/comments. The Company did not receive any complaint/comment and accordingly Nil Complaints Reports dated 8th April, 2020 submitted by Gallantt Metal Limited and Gallantt Ispat Limited to BSE Limited and National Stock Exchange of India Limited and by AAR Commercial Company Limited to BSE Limited and The Calcutta Stock Exchange Limited. Complaint Reports as above are enclosed as **ANNEXURE 8**.

Further, as on the date of filing the Company Scheme Application, the Company has not received any complaints.

19.3. The Scheme is conditional and subject to necessary sanctions and approvals as set out in the Scheme.

19.4 The Board of Directors of all the Companies has passed Resolutions approving the Scheme of Amalgamation and Slump Sale. The Board of Directors of all the Companies have passed their respective Board Resolutions at their respective Board Meetings held on January 18, 2020 and subsequently again in their respective Board Meetings held on May 25, 2020.

Details of Directors of Transferee Company and Transferor Companies who were present at the meeting and voted in favour/ against/ did not vote or participate in the resolution of the meeting of the Board of the Directors have been discussed hereinabove.

20. **CAPITAL STRUCTURE PRE AND POST AMALGAMATION**

20.1. The pre-amalgamation capital structure of the Transferee Company and all the Transferor Companies is mentioned in paragraph 14 above under the Head - "Background of the Companies involved in the Scheme".

Post the Amalgamation, the Transferor Companies shall stand dissolved without being wound- up. Hence, no post amalgamation share capital structure of Transferor Companies is required to be given.

Post the Amalgamation capital structure of the Transferee Company would be as under (expected capital):

Particulars	**Amount (in Rs.)**
Authorised Capital	
24,12,81,000 Equity Shares of Rs.10/- each	241,28,10,000/-*
TOTAL	**241,28,10,000/-***
Issued, Subscribed and Paid-up Capital	
24,12,80,945 Equity Shares of Rs.10/- each fully paid up	241,28,09,450/-
TOTAL	**241,28,09,450**

**post amalgamation the issued, subscribed and paid up share capital would be Rs. 241,28,09,450/- and accordingly the authorised share capital shall be increased to Rs. 241,28,10,000/- to cover up post amalgamation the issued, subscribed and paid up share capital*

As on date, there has been no material change in the above-mentioned capital structure of the Transferor Companies and Transferee Company.

21. PRE & POST SHAREHOLDING PATTERN OF TRANSFEREE AND TRANSFEROR COMPANIES

Please refer to **ANNEXURE 13** for details regarding the pre- and post-expected shareholding pattern of the Companies.

22. INSPECTION OF DOCUMENTS

Copies of the following documents will be open for inspection to the equity shareholders and creditors at the registered office of the respective companies on all days except Saturday, Sunday and public holidays between 11.00 A.M. and 4.00 P.M. up to the date of the Meeting. Further, The electronic copies of the following documents shall be available for inspection in the investor section of the respective website of the Companies under following links –

For Gallantt Metal Limited: Corner>>Gallantt Metal Limited>>Amalgamation 2020.

For Gallantt Ispat Limited: Corner>>Gallantt Ispat Limited>>Amalgamation 2020.

For AAR Commercial Company Limited: www.aarccl.in>>Investor's Corner>> Amalgamation 2020.

i. Copy of the Audited financial statements/results of the Transferee Company and Transferor Companies as on 31st March, 2019 are enclosed as **ANNEXURE 9**;

ii. Copy of the Audited Financial statements of the Transferor Company No. 3 Transferor Company No. 4 and Transferor Company No. 5 for the period ended 30th September, 2019 and Unaudited Financial Statement/ Results of the Transferee Company, Transferor Company No. 1 and Transferor Company No. 2 for the period ended 31st December, 2019 are enclosed as **ANNEXURE 9**;

iii. Copy of the Audited Financial statements of Transferor Company No. 3 Transferor Company No. 4 and Transferor Company No. 5 for the period ended 30th September, 2020 and Unaudited Financial statements /Results of the Transferee Company, Transferor Company No. 1 and Transferor Company No. 2 for the period ended 30th September, 2020 are enclosed as **ANNEXURE 9**;

iv. Scheme of Amalgamation and Slump Sale;

v. Copy of the Order dated 26th February, 2021 passed by Principal Bench, NCLT, New Delhi in C.A. (CAA) NO11/ PB/2021 of the Transferor Companies and the Transferee Company. Also copy of the order dated 19th January, 2021 passed by Hon'ble NCLT, Kolkata Bench in CA(CAA)NO1482/KB/2020. Both enclosed as **ANNEXURE 12**;

vi. Report adopted by the Board of Directors of the Transferor Companies and Transferee Company;

vii. Copy of the resolutions dated 18th January, 2020 and 25th May, 2020 passed by Board of Directors of the Transferee and Transferor Companies approving the Scheme.

viii. Reports of the Audit Committees of the Transferor Company No. 1, Transferor Company No. 2 and Transferee Company dated 18th January, 2020 and 25th May, 2020 recommending the scheme to the Board;

ix. The certificate issued by the Statutory Auditors of the Transferee Company and Transferor Companies to the effect that the accounting treatment, proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

x. Copy of Valuation Report dated 17th January, 2020, submitted by Mr. Vikash Goel, Registered Valuer and Valuation/computation report dated 14th January, 2020 issued by Debasish Ghosh, IBBI Registered Valuer, setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited.

xi. Copy of the Fairness Opinion dated 18th January, 2020 obtained from Intelligent Money Managers Private Limited, Merchant Banker.

xii. Copy of the Audit Committee Report dated 18th January, 2020 and 25th May, 2020 of the Transferee Company and Transferor Company No. 1 and Transferor Company No. 2.

xiii. Certificate on adequacy and accuracy of disclosure of information in Abridged Prospectus of Hipoline Commerce Private Limited, Lexi Exports Private Limited and Richie Credit & Finance Private Limited and Abridged Prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 including applicable information pertaining to Hipoline Commerce Private Limited, Lexi Exports Private Limited and Richie Credit & Finance Private Limited enclosed as **ANNEXURE 10**.

xiv. Complaints Report dated 8th April, 2020 submitted by Gallantt Metal Limited and Gallantt Ispat Limited to BSE Limited and National Stock Exchange of India Limited and by AAR Commercial Company Limited to BSE Limited and The Calcutta Stock Exchange Limited.

xv. Copy of the annual reports of the Companies for the 31st March, 2019 and 2020.

xvi. Report adopted by the respective Board of Directors pursuant to Section 232(2)(c);

xvii. Memorandum and Articles of Association of the Transferee Company and Transferor Companies.

23. MISCELLANEOUS

(a) **Extent of Shareholding of Directors and Key Managerial Personnel**

Save as otherwise provided in the Scheme, the Directors and Key Managerial Personnel (KMP) and their respective relatives of the Transferee and Transferor Companies may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in their respective Companies or to the extent the said Directors/KMP are the partners, Directors, Members of the Companies, firms, association of persons, bodies corporate and / or beneficiary of trust that hold shares in any of the Companies. Their interest in Transferee and

Transferor Companies shall not be treated in any way differently than the other shareholders of the Transferee and Transferor Companies. Save as aforesaid, none of the Directors, Managing Director or the Manager or KMP of the Transferor and Transferee Company has any material interest in the Scheme.

(b) The Companies have obtained certificates from statutory auditors confirming that the accounting treatment in the said Scheme is in conformity with the accounting standards enclosed as **ANNEXURE 11**.

(c) The Scheme does not in any way violate, override or circumvent any provision of the Act and the rules and regulations issued thereunder.

(d) Pursuant to the provisions of the Companies Act, a Member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this meeting is being held pursuant to the Hon'ble NCLT order through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

(e) The statement is being furnished as required under Sections 230(3), 232(2) and 102 of the Companies Act, 2013 read with rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and SEBI Circular No. CFD/DIL/3/CIR/2017/21 dated March 10, 2017.

24. DISCLOSURE AS REQUIRED BY SEBI IN TERMS OF THE OBSERVATION LETTERS

1. The Reserve Bank of India ('RBI') was requested by SEBI to provide their comments on Non-Banking Financial Companies (NBFC) registered with RBI namely Hipoline, Lexi and Richie. However, till the date of issuance of Observation letters by SEBI, BSE and NSE, RBI has not provided any comments to SEBI.

2. For valuation of the NBFCs involved in the scheme (i.e. Hipoline, Lexi and Richie), only one method (i.e. asset approach) has been used and other methods such as Market Approach and Income Approach were not used.

3. Valuation of the NBFCs has been calculated after revaluing the investment made by the aforesaid NBFCs in GML/ GIL/AAR.

4. Pursuant to the scheme, the unsecured loan given by Lexi and Richie of Rs 37.7 lacs and Rs 33.6 Lacs respectively to Ganesh Laxmi Processors Private Limited (GLPPL) wherein Shri Dinesh Agarwal is a Director (he is a Director on GML as well) shall be transferred in the balance sheet of GML.

5. The details of the breakup of the following Secured and Unsecured Loans in respect of the Transferee Company and the Transferor Company Nos. 1 and 2 as on December 31, 2019 was as follows:

	Transferee Company	**Transferor Company No.1**	**Transferor Company No.2**
Secured Loan as on December 31, 2019 (in Rs. Lacs)	7,368	4,808	0
Unsecured Loan as on December 31, 2019 (in Rs. Lacs)	4,000	20,680	1,657

Break up of Secured & Unsecured Loan of Gallantt Metal Limited as on December 31, 2019 (in Rs. Lacs)

Secured Loan	
Cash Credit	3,122.38
Usance - Letter of Credit	1,939.89
Foreign Currency Loan (Supplier Credit)	695.36
Rupee Loan (Bill Discounting)	1,610.04
Total Secured Loan	**7,367.67**
Unsecured Loan	
Other loans	4000.00
Total Unsecured Loan	**4000.00**
TOTAL SECURED & UNSECURED LOAN	**11,367.67**

Break up of Secured & Unsecured Loan of Gallantt Ispat Limited as on December 31, 2019 (in Rs. Lacs)

Secured Loan	
Cash Credit	2,670.06
Term Loan from HDFC Bank	2,138.24
Total Secured Loan	**4,808.30**
Unsecured Loan	
Deferred VAT/CST Payable (Interest Free)	9,614.86
Other Unsecured Loan	11,065.50
Total Unsecured Loan	**20,680.36**
TOTAL SECURED & UNSECURED LOAN	**25,488.66**

Break up of Secured & Unsecured Loan of AAR Commercial Company Limited as on December 31, 2019 (in Rs. Lacs)

Secured Loan	NIL
Unsecured Loan	
Brijmohan & Co.	7.87
Gallantt Ispat Limited	1,635.00
Shyam Vanaspati Oils Limited	13.33
Others	0.51
Total Unsecured Loan	**1,656.71**
TOTAL SECURED & UNSECURED LOAN	**1,656.71**

6. As per the swap ratio mentioned in the scheme, a person holding 1 share (Rs 6.021) in AAR would receive 5 shares (Rs 159) in GML implying that a shareholder in AAR for Rs 6.02 would receive Rs 159.

7. Suitable disclosure about the latest financial of the Companies involved in the scheme being not more than 6 months old is done before Filing the same with the Hob'ble NCLT.

8. Other necessary documents are submitted to the Stock Exchanges and posted on the website of the Companies.

9. Information about unlisted Companies viz. Hipoline, Lexi and Richie as per format specified for Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchanges Board of the India (Issue of Capital & Disclosure Requirements) Regulations, 2018 along with due diligence certificates by Intelligent Money Managers Private Limited, Merchant Bankers enclosed as **ANNEXURE 10**.

Sd/-
Somnath Gangopadhyay
Chairperson appointed for the Meeting
Date: March 06, 2021
Place: Kolkata

Registered Office:
"GALLANTT HOUSE",
I-7, Jangpura Extension,
New Delhi – 110014. India.
Email: csgml@gallantt.com
Website: www.gallantt.com

ANNEXURE - 1

SCHEME OF AMALGAMATION AND SLUMP SALE UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013 BETWEEN

GALLANTT ISPAT LIMITED (TRANSFEROR COMPANY NO. 1)

AND

AAR COMMERCIAL COMPANY LIMITED (TRANSFROR COMPANY NO. 2)

AND

HIPOLINE COMMERCE PRIVATE LIMITED (TRANSFROR COMPANY NO. 3)

AND

LEXI EXPORTS PRIVATE LIMITED (TRANSFROR COMPANY NO. 4)

AND

RICHIE CREDIT AND FINANCE PRIVATE LIMITED (TRANSFROR COMPANY NO. 5)

AND

GALLANTT METAL LIMITED (TRANSFEREE COMPANY)

AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PREAMBLE

This Scheme of Amalgamation ("Scheme") and transfer of undertaking is presented under Sections 230 to 232 of the Companies Act, 2013 and rules and regulations made thereunder, for the amalgamation of Gallantt Ispat Limited ("GIL" or "Transferor Company No. 1"), AAR Commercial Company Limited ("AAR" or "Transferor Company No. 2"), Hipoline Commerce Private Limited ("HIPOLINE" or "Transferor Company No. 3"), Lexi Exports Private Limited ("LEXI" or "Transferor Company No. 4") and Richie Credit and Finance Private Limited ("RICHIE" or "Transferor Company No. 5") with Gallantt Metal Limited ("GML" or "Transferee Company") and for the transfer of the specified power undertaking of the Transferor Company No. 1 to the Transferee Company.

A. DESCRIPTION OF COMPANIES AND THEIR BACKGROUND

i. Gallantt Ispat Limited, (CIN: L27109DL2005PLC350523) is a listed public limited company incorporated under the Companies Act, 1956 having its registered office at "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi – 100014. The Company is primarily engaged in the business of Iron, Steel,

Power, Real Estate and Agro. GIL's production facilities are located at "GALLANTT ESTATE", Sector-23, Gorakhpur Industrial Development Authority, Sahjanwa, Gorakhpur, Uttar Pradesh – 273209. The equity shares of GIL are listed on BSE Limited and National Stock Exchange of India Limited.

ii. AAR Commercial Company Limited, (CIN: L63090DL1982PLC354818) is a listed public limited company incorporated under the Companies Act, 1956 having its registered office at I-7, Jangpura Extension, New Delhi-110014, India. Presently the Company is engaged in the business of investing in Industrial Enterprises and advancing of loan and investments as permitted by the Memorandum of Association of the Company but not carrying out Banking activities. The equity shares of AAR are listed on BSE Limited and The Calcutta Stock Exchange Limited.

iii. Hipoline Commerce Private Limited (CIN: U51909WB1995PTC076045) is a Non-Banking Finance Company engaged in the business of Investment, Financing, advancing loan and making inter-corporate loan and investments. The Company is Registered with the Reserve Bank of India as a Non-Banking Finance Company vide Registration No. B. 05. 03563. Company is a Non-listed Private Limited Company incorporated under the Companies Act, 1956. The Registered Office of the Company is located at 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata - 700069, West Bengal.

iv. Lexi Exports Private Limited (CIN: U51909WB1993PTC058926) is a Non-Banking Finance Company engaged in the business of Investment, Financing, advancing loan and making inter-corporate loan and investments. The Company is Registered with the Reserve Bank of India as a Non-Banking Finance Company vide Registration No. B. 05. 04965. Company is a Non-listed Private Limited Company incorporated under the Companies Act, 1956. The Registered Office of the Company is located at 207, Maharshi Devendra Road, First Floor, Room No. 27, Kolkata – 700007, West Bengal.

v. Richie Credit and Finance Private Limited (CIN: U65921WB1985PTC117558) is a Non-Banking Finance Company engaged in the business of Investment, Financing, advancing loan and making inter-corporate loan and investments. The Company is Registered with the Reserve Bank of India as a Non-Banking Finance Company vide Registration No. B. 05. 06989. Company is a Non-listed Private Limited Company incorporated under the Companies Act, 1956. The Registered Office of the Company is located at 207, Maharshi Devendra Road, First Floor, Room No. 27, Kolkata – 700007, West Bengal.

vi. Gallantt Metal Limited, (CIN: L27109DL2005PLC350524) is a listed public limited company incorporated under the Companies Act, 1956 having its registered office at "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi –

100014. The Transferee Company is primarily engaged in the business of Iron & Steel and Power business. GML's production facilities is located at Samakhyali, Taluka Bhachau, District Kutch, Bhachau, Gujarat, 370135, India. The equity shares of GML are listed on BSE Limited and National Stock Exchange of India Limited.

vii. The equity shares of the Transferor Company GIL are listed with BSE Limited and National Stock Exchange of India Limited and the Equity Shares of Transferor Company AAR are listed with BSE Limited and The Calcutta Stock Exchange Limited and the equity shares of the Transferee Company are listed on BSE Limited and National Stock Exchange of India Limited.

viii. This Scheme of Slump Sale and Amalgamation provides for the Slump Sale of Power Plant Undertaking from Transferor Company No. 1 to the Transferee Company and amalgamation of the Transferor Companies with the Transferee Company both pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

ix. The Transferor Company No. 1 is a promoter of the Transferee Company and holds 3,94,62,895 (Three Crore Ninety-Four Lacs Sixty-Two Thousand Eight Hundred and Ninety-Five only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 48.53% of the total paid up equity share capital of the Transferee Company.

x. The Transferor Company No. 2 holds 4,97,48,760 (Four Crore Ninety-Seven Lacs Forty-Eight Thousand Seven Hundred and Sixty only) Equity Shares of face value of Re. 1/- each of the Transferor Company No. 1 constituting 17.62% of the total paid up equity share capital of the Transferor Company No. 1.

xi. The Transferee Company holds 7,25,19,920 (Seven Crore Twenty-Five Lacs Nineteen Thousand Nine Hundred and Twenty only) Equity Shares of face value of Re. 1/- each of the Transferor Company No. 1 constituting 25.683% of the total paid up equity share capital of the Transferor Company No. 1.

xii. The Transferor Company No. 3 holds 90,83,128 (Ninety Lacs Eighty-Three Thousand One Hundred and Twenty-Eight only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 11.17% of the total paid up equity share capital of the Transferee Company.

xiii. The Transferor Company No. 4 holds 1,19,30,679 (One Crore Nineteen Lacs Thirty Thousand Six Hundred and Seventy-Nine only) Equity Shares of face

value of Rs. 10/- each of the Transferee Company constituting 14.671% of the total paid up equity share capital of the Transferee Company.

xiv. The Transferor Company No. 5 holds 50,20,194 (Fifty Lacs Twenty Thousand One Hundred and Ninety-Four only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 6.173% of the total paid up equity share capital of the Transferee Company.

xv. Inter-corporate cross shareholdings shall stand cancelled under this Scheme.

xvi. The Board of Directors of the Transferor Company No. 1 and Transferee Company have decided to transfer by way of Slump Sale Power Plant Undertaking of Transferor Company No. 1 to Transferee Company and the Board of Directors of all the Transferor Companies and of the Transferee Company have decided to amalgamate the Transferor Companies with the Transferee Company in accordance with the terms and conditions of this Scheme and in accordance with the Act and in compliance with the applicable provisions of the Income Tax Act, 1961 including, in particular Section 50B and Section 2(1B).

B. RATIONALE FOR THE SCHEME

i. The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same way, The Transferor Company 1 is a pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR.

ii. The Transferor Company No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

iii. The Transferor Company No. 2 has plan to enter new business and to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Company No. 1. The Transferor Company No. 1 is also inter alia engaged in the business of real estate. The Transferor Company 2 holds significant portion (17.62%) of the equity share capital of the Transferor Company No. 1. The amalgamation into the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

iv. Transferor Company No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Company No. 3 with the Transferee Company would result in clarifying and making transparent the shareholding of the Transferee Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

v. The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

vi. The amalgamation particularly of the Transferor Company No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

vii. The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

viii. The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

ix. The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

x. The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of

the Transferee Company and Transferor Companies as well. This will result into reduced combined paid-up capital leading to higher earnings per share.

xi. The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Company No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

xii. In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power Plant Undertaking of Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

C. PARTS OF THE SCHEME:

This Scheme is divided into the following parts:

i. Part I deals with definitions of the terms used in this Scheme and sets out the share capital of the Transferor Companies and the Transferee Company;

ii. Part II deals with the Slump Sale of the Power Plant Undertaking (as hereinafter defined) of Transferor Company No. 1 to the Transferee Company;

iii. Part III deals with the merger and consequential transfer and vesting of the Undertaking (as hereinafter defined) of the Transferor Companies to and in the Transferee Company;

iv. Part IV deals with the issue of new equity shares by the Transferee Company to the eligible shareholders of the Transferor Companies;

v. Part V deals with the accounting treatment for the slump sale and the amalgamation in the books of the Transferee Company and applicability of Income Tax Act, 1961;

vi. Part VI deals with the dissolution of the Transferor Companies and the general terms and conditions applicable to this Scheme and other matters consequential and integrally connected thereto.

PART – I
DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme, the following expressions unless repugnant to the context shall have the meaning assigned thereto:

1.1 **"Act"** means the Company Act, 2013, the rules and regulations made thereunder and will include any statutory re-enactment or amendment(s) thereto, from time to time;

1.2 **"Appointed Date of Merger"** means the open of business hours on 1st April 2019 after the completion of the slump sale referred to in Part II of the Scheme;

1.3 **"Appointed Date of Slump Sale"** means the open of business hours on 1st April 2019;

1.4 **"Board of Directors"** or **"Board"** means the board of directors of the Transferor Companies or the Transferee Company, as the case may be, and shall include a duly constituted committee thereof;

1.5 **"Effective Date"** means the last of the dates on which the certified or authenticated copies of the orders of the National Company Law Tribunal sanctioning the Scheme are filed with the Registrar of Companies by the Transferor Companies and by the Transferee Company. Any references in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or "Scheme taking effect" shall mean the Effective Date;

1.6 **"Goodwill"** which shall in accordance with this Scheme be recorded in books of the Transferee Company would *inter alia* represent intangibles like trademarks, logos, brands, accounting adjustments etc.

1.7 **"Governmental Authority"** means any applicable central, state or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction over the territory of India including but not limited to Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, Competition Commission of India, and the NCLT;

1.8 **"NCLT"** means the National Company Law Tribunal, Delhi Bench having jurisdiction in relation to the Transferee Company and Transferor Companies No. 1 and 2;

1.9 **"Power Plant Undertaking"** means the 18 MW power plant undertaking of the Transferor Company No. 1 as a going concern together with all its assets, rights, licenses and powers and all its debts, outstanding, liabilities, duties and obligations as on the Appointed Date of Slump Sale. Clause 1.17(a) to Clause 1.17(j) shall mutatis mutandis apply to the definition of Power Plant Undertaking.

1.10 **"Proceedings"** include any suit, appeal or any legal proceeding of whatsoever nature in any Court of law, or tribunal or any other judicial or quasi-judicial body or any assessment proceeding before any authority under any law and also arbitration proceedings;

1.11 **"Record Date"** means the date as may be fixed by the Board of Directors of the Transferee Company for ascertaining the equity shareholders of the Transferor Companies who shall be eligible to obtain allotment of shares in the Transferee Company;

1.12 **"Registrar of Companies"** means the Registrar of Companies, Delhi and Haryana (for the purpose of Transferee Company and Transferor Companies No. 1 & 2) and Registrar of Companies, West Bengal (for the purposes of Transferor Companies No. 3, 4 & 5).

1.13 **"Scheme"** means this Scheme of Slump Sale and Amalgamation between the Transferor Companies and the Transferee Company and their respective shareholders as submitted to the NCLT together with any modification(s) approved or directed by the NCLT;

1.14 **"Stock Exchanges"** means BSE Limited ('BSE'), National Stock Exchange of India Limited ('NSE') and The Calcutta Stock Exchange Limited ('CSE') where the shares of Transferee and Transferor Companies are listed;

1.15 **"Transferee Company"** means Gallantt Metal Limited, a company incorporated under the Companies Act, 1956 and having its registered office at "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi - 110014;

1.16 **"Transferor Companies"** means Gallantt Ispat Limited, AAR Commercial Company Limited, Hipoline Commerce Private Limited, Lexi Exports Private Limited and Richie Credit and Finance Private Limited, companies incorporated under the Companies Act, 1956 and having its respective registered office at the addresses enunciated hereinabove;

1.17 **"Undertaking of Transferor Companies"** or **"Undertaking"** means the entire business and the whole of the undertaking of the Transferor Companies, remaining after the transfer of the Power Plant Undertaking of Transferor Company No. 1, as a going concern together with all its assets, rights including tenancy rights, licenses and powers and all its debts, outstanding, liabilities, duties and obligations as on the Appointed Date of Merger and without prejudice to the generality of the foregoing clause the said undertaking includes:

a) all assets, properties, moveable or immoveable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible of whatsoever nature, wheresoever situated including land, buildings, vehicles, equipment, furniture, fixtures, investments, sundry debtors, inventories, cash and bank balances, bills of exchange, deposits, loans and advances of the Transferor Companies;

b) all rights and benefits of the Transferor Companies;

c) Trademarks, brands, goodwill, and all other intellectual rights and properties of the Transferor Companies;

d) all permissions, approvals, consents, sanctions, privileges whether present or to be available in future from the statutory authorities;

e) all permits, quotas, rights including mining rights, licenses including mining licenses, approvals, consents, privileges, all other rights, benefits and entitlements and facilities of every kind, nature and description whatsoever, right to use and avail of telephones, telexes, facsimile connections, e-mail connections, communication facilities and installations, utilities, electricity and other services, provisions, funds, benefits of all agreements, contracts and arrangements and all other interests in connection with the Transferor Companies;

f) all agreements, rights, contracts, entitlements, licenses, permits, permissions, incentives, approvals, registrations, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases including mining leases, tenancy rights, liberties, special status and other benefits or privileges and claims to any patents, trademarks, design, quota rights, engagements, arrangements, authorities, allotments, security arrangements, benefits of any guarantees, reversions, powers and all other approvals of every kind, nature and description whatsoever relating to the business activities and operations of the Transferor Companies;

g) all records, files, papers, designs, and process information, computer programmes, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form of the Transferor Companies;

h) Amounts claimed by the Transferor Companies whether or not so recorded in the books of account of the Transferor Companies from any Government Authority under any law, act or rule in force, as refund of any tax, duty, cess or of any excess payment;

i) all debts (secured and unsecured), present and future liabilities including contingent liabilities, obligations and duties of the Transferor Companies of whatsoever kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized;

j) all employees of the Transferor Companies and all other obligations of whatsoever kind, including liabilities in respect of employees of the Transferor Companies with regard to payment of gratuity, provident fund or compensation, if any, etc.

Terms not defined but used in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and other applicable laws, rules, regulations and bye laws, as the case may be, or any statutory amendment(s) or re-enactment thereof, for the time being in force.

2. CAPITAL STRUCTURE

2.1 Transferor Company No. 1:

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No. 1 as on March 31, 2019 was as under:

Particulars	Amount in Rs.
Authorised Share Capital	
49,88,50,000 equity shares of Re. 1/- each all fully paid up	49,88,50,000/-
Issued, Subscribed and Paid-up Capital	
28,23,60,720 equity shares of Re.1/- each all fully paid up	28,23,60,720/-

2.2 Transferor Company No. 2:

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No. 2 as on March 31, 2019 was as under:

Particulars	Amount in Rs.
Authorised Share Capital	
1,24,50,000 equity shares of Rs. 10/- each all fully paid up	12,45,00,000/-
Issued, Subscribed and Paid-up Capital	
1,00,14,000 equity shares of Rs.10/- each all fully paid up	10,01,40,000/-

2.3 Transferor Company No. 3:

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No. 3 as on March 31, 2019 was as under:

Particulars	Amount in Rs.
Authorised Share Capital	
47,28,300 equity shares of Rs. 10/- each all fully paid up	4,72,83,000/-
Issued, Subscribed and Paid-up Capital	
21,26,310 equity shares of Rs.10/- each all fully paid up	2,12,63,100/-

2.4 Transferor Company No. 4:

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No. 4 as on March 31, 2019 was as under:

Particulars	Amount in Rs.
Authorised Share Capital	
34,30,000 equity shares of Rs. 10/- each all fully paid up	3,43,00,000/-

Issued, Subscribed and Paid-up Capital	
1,42,967 equity shares of Rs.10/- each all fully paid up	14,29,670/-

2.5 Transferor Company No. 5:

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No. 5 as on March 31, 2019 was as under:

Particulars	Amount in Rs.
Authorised Share Capital	
35,10,000 equity shares of Rs. 10/- each all fully paid up	3,51,00,000/-
Issued, Subscribed and Paid-up Capital	
1,02,000 equity shares of Rs.10/- each all fully paid up	10,20,000/-

2.6 Transferee Company:

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferee Company as on March 31, 2019 was as under:

Particulars	Amount in Rs.
Authorised Share Capital	
8,30,00,000 equity shares of Rs. 10/- each all fully paid up	83,00,00,000/-
Issued, Subscribed and Paid-up Capital	
8,13,22,324 equity shares of Rs. 10/- each all fully paid up.	81,32,23,240/-

2.7 Subsequent to above, there is no change in the Capital Structure of Transferee or Transferor Companies.

Part II Slump Sale of Power Plant Undertaking

3. Slump Sale of Power Plant Undertaking

3.1 Upon the Scheme becoming effective and with effect from Appointed Date of Slump Sale, the Power Plant Undertaking of the Transferor Company No. 1 shall pursuant to section 230 and other applicable provisions of the Act and without any further act or deed be transferred to and be vested or deemed to be vested in the Transferee Company as a going concern, pursuant to a slump sale and for this purpose the approval of the Scheme shall be deemed to be the approval of the shareholders and creditors of Transferor Company No. 1.

3.2 The Transferee Company for acquisition of the Power Plant Undertaking would be liable to pay cash consideration of Rs. 35 crores. The payment of Rs. 35 crores shall be made within a period of one month from the date the Scheme approval order of Honorable National Company Law Tribunal is filed with the Central Government.

3.3 The rights, obligation, terms, conditions etc. prescribed in Part III of the Scheme in the context of amalgamation would mutatis mutandis apply to the transfer by way of slump sale of Power Plant Undertaking by the Transferor Company No. 1 to the Transferee Company.

PART III

TRANSFER AND VESTING OF UNDERTAKING OF TRANSFROR COMPANIES TO AND IN THE TRANSFEREE COMPANY

4 TRANSFER AND VESTING OF UNDERTAKING

4.1 Upon the Scheme becoming effective and with effect from the Appointed Date of Merger, the Undertaking of each of the Transferor Companies including the Undertaking of Transferor Company No. 1 remaining after the transfer of the Power Plant Undertaking of Transferor Companies No. 1 shall, without any further act or deed be transferred to and be vested or deemed to be vested in the Transferee Company as a going concern, pursuant to Sections 230 to 232 of the Act but subject to all charges, liens, mortgages, lispendens, if any, then affecting the same or any part thereof and all the creditors of the Transferor Companies shall become the creditors of the Transferee Company on the same terms and conditions.

4.2 Without prejudice to the generality of Clause 4.1 above, upon the coming into effect of this Scheme and with effect from the Appointed Date of Merger all the assets and properties comprised in the Undertaking of whatsoever nature and wheresoever situated, shall, under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act or deed, be and stand transferred to and vested in the Transferee Company or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become the assets and properties of the Transferee Company.

4.3 In respect of such of the assets and properties of the Undertaking of Transferor Companies as are immovable in nature, whether held as fixed assets and/or inventory, the same shall be so transferred by the Transferor Companies and shall, upon such transfer, become as and from the Appointed Date of Merger, the immovable assets of Transferee Company, and it shall not be necessary to obtain the consent of any third party or other person in order to give effect to the provisions of this clause. The Transferee Company shall under the provisions of this Scheme be deemed to be authorized to execute any such instruments, deeds and writings on behalf of the Transferor Companies and to implement or carry out all such formalities or compliances on the part of Transferor Companies to be carried out or performed in order to give effect to the provisions of this clause.

4.4 In respect of such of the assets and properties of the Undertaking of Transferor Companies as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same shall be so transferred by the Transferor Companies and shall, upon such transfer, become the assets and properties of the Transferee Company as an integral part of the Undertaking, without requiring any separate deed or instrument or conveyance for the same.

4.5 In respect of movables other than those dealt with in Clause 4.4 above including sundry debts, receivables, actionable claims, bills, credits, loans and advances of the Undertaking, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Governmental Authority or with any company or other person, the same shall on and from the Appointed Date of Merger stand transferred to and vested in the Transferee Company.

4.6 All the licenses including mining licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits including subsidies, concessions and benefits accruing and available to the Transferor Company No. 1 from the State Government of Uttar Pradesh ("the Govt.") under the various Industrial Policies (policies of the years 2006, 2012 and 2017) of the Govt., grants, rights, claims, leases including mining leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Companies and all rights and benefits that have accrued or which may accrue to the Transferor Companies, whether before or after the Appointed Date of Merger, shall, under-the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date of Merger licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions.

4.7 The Transferor Companies shall, if so required, also give notice in such form as it may deem fit and proper to the debtors, that pursuant to the sanction of this Scheme by NCLT under and in accordance with Sections 230 to 232 and all other applicable provisions, if any, of the Act, the said debtors should pay to the Transferee Company the debt, loan or advance or make the same on account of the Transferor Companies and the right of the Transferor Companies to recover or realize the same stands extinguished.

4.8 All assets and properties of the Transferor Companies as on the Appointed Date of Merger, whether or not included in the books of the Transferor Companies, and all assets and properties which are acquired by the Transferor Companies on or after the Appointed Date of Merger but prior to the Effective Date, shall be deemed to be and shall become the assets and properties of the Transferee Company, and shall under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme.

4.9 Upon the coming into effect of this Scheme and with effect from the Appointed Date of Merger, all liabilities relating to and comprised in the Undertaking including all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the Transferor

Companies of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised for its business activities and operations (herein referred to as the "Liabilities"), shall, pursuant to the sanction of this Scheme by the NCLT under and in accordance with the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, along with any charge, encumbrance, lien or security thereon, and the same shall be assumed by the Transferee Company to the extent they are outstanding as on the Effective Date so as to become as and from the Appointed Date of Merger the Liabilities of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies, and the Transferee Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.

4.10 All debts, liabilities, duties and obligations of the Undertaking as on the Appointed Date of Merger, whether or not provided in the books of the Transferor Companies, and all debts and loans raised, and duties, liabilities and obligations incurred or which arise or accrue to the Undertaking on or after the Appointed Date of Merger till the Effective Date, shall be deemed to be and shall become the debts, loans raised, duties, liabilities and obligations incurred by the Transferee Company by virtue of this Scheme.

4.11 Where any such debts, loans raised, liabilities, duties and obligations of the Undertaking as on the Appointed Date of Merger have been discharged or satisfied by the Transferor Companies after the Appointed Date of Merger and prior to the Effective Date, such discharge or satisfaction shall be deemed to be for and on account of the Transferee Company.

4.12 Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Undertaking and the Transferee Company shall, ipso facto, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Transferee Company.

4.13 All taxes (including but not limited to income tax, sales tax, excise duty, service tax, VAT, etc.) paid or payable by the Transferor Companies in respect of the operations and/or the profits of the business before the Appointed Date of Merger, on account of the Transferor Companies and, in so far as it relates to the tax payment whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Companies in respect of the operations and/or the profits of the business after the Appointed Date of Merger shall be deemed to be the corresponding item paid by the Transferee Company and shall in proceedings, be dealt with accordingly.

4.14 All the profits, income, taxes (including advance tax, tax deducted at source and MAT Credit) or any costs, charges, expenditure accruing or arising to the Transferor Companies or

expenditure or losses arising or incurred or suffered by the Transferor Companies shall for all purposes be treated and deemed to be and accrue from the Appointed Date of Merger as the profits or income, taxes (including tax, losses, MAT Credit) costs, charges, expenditure or losses of the Transferee Company, as the case may be.

4.15 For avoidance of doubts and without prejudice to the generality of the foregoing, it is clarified that upon coming effect of the Scheme and with effect of the Appointed Date of Merger, in accordance with the relevant laws, consents, permissions, licenses registration, certificates, authorities (including operation of bank accounts), power of attorneys given by, issued to or executed in favour of the Transferor Companies, and rights and privileges under the same, in so far as they relate to the Transferor Companies and all domain names, brands, trade secrets, product registration and other intellectual property, if any, and all other interests relating to the goods or services being dealt by the Transferor Companies, shall without any further act or deed be transferred to and vested in the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies immediately prior to the coming into effect of this Scheme.

5 ENCUMBRANCES

5.1 The transfer and vesting of the assets comprised in the Undertaking to and in the Transferee Company under Clauses 4 of this Scheme shall be subject to the mortgages and charges, if any, affecting the same, as and to the extent hereinafter provided.

5.2 All the existing securities, mortgages, charges, encumbrances or liens (the "Encumbrances"), if any, as on the Appointed Date of Merger and created by the Transferor Companies after the Appointed Date of Merger, over the assets comprised in the Undertaking or any part thereof transferred to the Transferee Company by virtue of this Scheme and in so far as such Encumbrances secure or relate to liabilities of the Transferor Companies, the same shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date and as are transferred to the Transferee Company, and such Encumbrances shall not relate or attach to any of the other assets of the Transferee Company, provided however that no Encumbrances shall have been created by the Transferor Companies over its assets after the Appointed Date of Merger without the consent of the Transferee Company as provided for in this Scheme.

5.3 The existing Encumbrances over the assets and properties of the Transferee Company or any part thereof which relate to the liabilities and obligations of the Transferee Company prior to the Effective Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Undertaking transferred to and vested in the Transferee Company by virtue of this Scheme.

5.4 Any reference in any security documents or arrangements (to which the Transferor Companies is a party) to the Transferor Companies and its assets and properties, shall be construed as a reference to the Transferee Company and the assets and properties of the Transferor Companies transferred to the Transferee Company by virtue of this Scheme. Without prejudice to the foregoing provisions, the Transferor Companies and the Transferee

Company may execute any instruments or documents or do all the acts and deeds as may be considered appropriate, including the filing of necessary particulars and/or modification(s) of charge(s), with the Registrar of Companies to give formal effect to the above provisions, if required.

5.5 Upon the coming into effect of this Scheme, the Transferee Company alone shall be liable to perform all obligations in respect of the Liabilities, which have been transferred to it in terms of this Scheme.

5.6 It is expressly provided that, no other term or condition of the Liabilities transferred to the Transferee Company is modified by virtue of this Scheme except to the extent that such amendment is required statutorily or by necessary implication.

5.7 The provisions of this Clause 5 shall operate in accordance with the terms of the Scheme, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document; all of which instruments, deeds or writings shall be deemed to stand modified and/or superseded by the foregoing provisions.

6 INTER - SE TRANSACTIONS

Without prejudice to the provisions contained in this Scheme, with effect from the Appointed Date of Merger, all inter-party transactions between the Transferor Companies and the Transferee Company shall be considered as intra-party transactions for all purposes.

7 CONTRACTS, DEEDS, ETC.

7.1 Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements, assurances and other instruments of whatsoever nature to which the Transferor Companies are parties or to the benefit of which the Transferor Companies may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect by, for or against or in favour of, as the case may be, the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Companies the Transferee Company had been a party or beneficiary or obligee or obligor thereto or thereunder.

7.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Undertaking occurs by virtue of this Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contract or arrangement to which the Transferor Companies are parties or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Companies and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Companies.

7.3 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses including mining licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Transferor Companies shall without any further act or deed, stand transferred to the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall receive relevant approvals from the concerned Governmental Authorities as may be necessary in this behalf.

8 LEGAL PROCEEDINGS

On and from the Appointed Date of Merger, all suits, actions, claims and legal proceedings by or against the Transferor Companies pending and/or arising on or before the Effective Date shall be continued and / or enforced as desired by the Transferee Company and on and from the Effective Date, shall be continued and / or enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as if the same had been originally instituted and/or pending and/or arising by or against the Transferee Company. On and from the Effective Date, the Transferee Company shall have the right to initiate, defend, compromise or otherwise deal with any legal proceedings relating to the Undertaking, in the same manner and to the same extent as would or might have been initiated by the Transferor Companies as the case may be, had the Scheme not be made; If any suit, appeal or other proceedings relating to the Undertaking, of whatever nature by or against the Transferor Companies be pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the amalgamation of the Undertaking or by anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if this Scheme had not been made.

9 CONDUCT OF BUSINESS

9.1 With effect from the Appointed Date of Merger and up to and including the Effective Date, the Transferor Companies shall carry on and shall be deemed to have carried on all its business and activities as hitherto and shall hold and stand possessed of and shall be deemed to have held and stood possessed of the Undertaking on account of, and for the benefit of and in trust for, the Transferee Company.

9.2 All the profits or income accruing or arising to the Transferor Companies, and all expenditure or losses arising or incurred (including all taxes, if any, paid or accruing in respect of any profits and income) by the Transferor Companies shall, for all purposes, be treated and be deemed to be and accrue as the profits or income or as the case may be, expenditure or losses (including taxes) of the Transferee Company.

9.3 Any of the rights, powers, authorities and privileges attached or related or pertaining to and exercised by or available to the Transferor Companies shall be deemed to have been exercised by the Transferor Companies for and on behalf of and as agent for the Transferee Company. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the Undertaking that have been undertaken or discharged by the Transferor Companies shall be deemed to have been undertaken or discharged for and on behalf of and as agent for the Transferee Company.

9.4 With effect from the date of filing of this Scheme with the NCLT and up to and including the Effective Date:

9.4.1 the Transferor Companies shall preserve and carry on their business and activities with reasonable diligence and business prudence and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments either for itself or on behalf of its group Company or any third party or sell, transfer, alienate, charge, mortgage or encumber or deal with the Undertaking or any part thereof save and except in each case in the following circumstances:

a. If the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with NCLT; or
b. If the same is permitted by this Scheme; or
c. If consent of the Board of Directors of the Transferee Company has been obtained.

9.4.2 The Transferor Companies shall not take, enter into, perform or undertake, as applicable (i) any material decision in relation to its business and operations other than decisions already taken prior to approval of the Scheme by the respective Board of Directors (ii) any new business, or discontinue any existing business or change the capacity off facilities; and (iii) such other matters as the Transferee Company may notify from time to time save and except in each case in the following circumstances:

a. If the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with NCLT; or

b. If the same is permitted by this Scheme; or

c. If consent of the Board of Directors of the Transferee Company has been obtained.

10 TREATMENT OF TAXES

10.1 Any tax liabilities under the Income-tax Act, 1961, Wealth Tax Act, 1957, Sales Tax /Value Added Tax laws, service tax, GST, stamp laws or other applicable laws/ regulations (hereinafter in this Clause referred to as "Tax Laws") dealing with taxes/ duties/ levies allocable or related to the business of the Transferor Companies to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date of Merger shall be transferred to Transferee Company.

10.2 All taxes (including income tax, wealth tax, sales tax, service tax, VAT, GST etc.) paid or payable by the Transferor Companies in respect of the operations and/or the profits of the business on and from the Appointed Date, shall be on account of the Transferee Company and, in so far as it relates to the tax payment (including without limitation income tax, wealth tax, sales tax, service tax, VAT, GST etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Companies in respect of the profits or activities or operation of the business on and from the Appointed Date of Merger, the same shall be deemed to be the corresponding item paid by the Transferee Company, and shall, in all proceedings, be dealt with accordingly.

10.3 Any refund under the Tax Laws due to Transferor Companies consequent to the assessments made on Transferor Companies and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date of Merger shall also belong to and be received by the Transferee Company.

10.4 Upon the Scheme becoming effective, the Transferee Company is expressly permitted to revise its financial statements and returns along with prescribed forms, filings and annexures under the Income Tax Act, 1961, central sales tax, applicable state value added tax, service tax laws, excise duty laws and other tax laws, and to claim refunds and/or credit for taxes paid/ (including minimum alternate tax, tax deducted at source, wealth tax, etc.) and for matters incidental thereto, if required to give effect to the provisions of this Scheme.

10.5 All tax assessment proceedings/appeals of whatsoever nature by or against the Transferor Companies pending and/or arising at the Appointed Date of Merger and relating to the Transferor Companies shall be continued and/or enforced until the Effective Date by the Transferor Companies. In the event of the Transferor Companies failing to continue or enforce the proceedings/appeal, the same may be continued or enforced by the Transferee Company, at the cost of Transferee Company. As and from the Effective Date, the tax proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued or enforced by the Transferor Companies.

10.6 Without prejudice to the generality of the above, all benefits, entitlements, incentives, losses, credits (including, without limitation income tax, minimum alternate tax, tax deducted at source, wealth tax, service tax, excise duty, central sales tax, GST, applicable state value added tax, CENVAT, registrations etc.) to which the Transferor Companies is entitled to in terms of applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Transferee Company, upon the Scheme coming into effect.

11 STAFF, WORKMEN AND EMPLOYEES

Upon the coming into effect of this Scheme:

11.1 All the permanent employees of the Transferor Companies including KMPs, who are in its employment as on the Effective Date shall become the permanent employees of the Transferee Company with effect from the Effective Date without any break or interruption

in service and on terms and conditions as to employment and remuneration not less favourable than those on which they are engaged or employed by the Transferor Companies, except that the KMPs of the Transferor Companies shall not be entitled to continue with the same designation as that in the Transferor Companies unless otherwise determined by the Board of Directors of the Transferee Company. It is clarified that the employees of the Transferor Companies who become employees of the Transferee Company by virtue of this Scheme, shall not be entitled to the employment policies and shall not be entitled to avail of any schemes and benefits that may be applicable and available to any of the employees of the Transferee Company (including the benefits of or under any employee stock option schemes applicable to or covering all or any of the employees of the Transferee Company), unless otherwise determined by the Transferee Company. After the Effective Date, the Transferee Company shall be entitled to vary the terms and conditions as to employment and remuneration of the employees of the Transferor Companies on the same basis as it may do for the employees of the Transferee Company.

11.2 The existing provident fund, gratuity fund and pension and/or superannuation fund or trusts or retirement funds or benefits, if any, created by the Transferor Companies or any other special funds, if any, created or existing for the benefit of the concerned permanent employees of the Transferor Companies (collectively referred to as the "Funds") and the investments made out of such Funds shall, at an appropriate stage, be transferred to the Transferee Company to be held for the benefit of the concerned employees. The Funds, if any, shall, subject to the necessary approvals and permission and at the discretion of the Transferee Company, either be continued as separate funds of the Transferee Company for the benefit of the employees of the Transferor Companies or be transferred to and merged with other similar funds of the Transferee Company. In the event that the Transferee Company does not have its own fund with respect to any such Funds, the Transferee Company may, subject to necessary approvals and permissions, continue to maintain the existing Funds separately and contribute thereto, until such time as the Transferee Company creates its own funds at which time the Funds and the investments and contributions pertaining to the employees of the Transferor Companies shall be transferred to such funds of the Transferee Company.

12 SAVING OF CONCLUDED TRANSACTIONS

Subject to the terms of this Scheme, the transfer and vesting of the Undertaking of the Transferor Companies under Clause 4 of this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Companies on or before the Appointed Date of Merger or concluded after the Appointed Date of Merger till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Company as acts, deeds and things made, done and executed by or on behalf of the Transferee Company.

13 CREDITORS

13.1 The Scheme does not involve any compromise or composition with the creditors of the Transferor Companies or the Transferee Company and the rights of the creditors of the Transferor Companies and the Transferee Company are not be affected in any manner.

13.2 The charge and/or security of the secured creditors, if any, of the Transferor Companies and the Transferee Company shall remain unaffected by this Scheme.

PART – IV

ISSUE OF SHARES BY THE TRANSFEREE COMPANY

14.1 On the Effective Date, Inter-corporate shareholding as described hereinabove held by the Transferor Companies in the Transferee Company and vice versa shall stand cancelled without any further act or deed.

14.2 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 Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Re. 1/- each fully paid up held by such member in the Transferor Company No. 1.

- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 2.

- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.

- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.

- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 5.

14.3 The shares to be issued by the Transferee Company to the shareholders of the Transferor Companies in pursuance of this Scheme are hereinafter referred to as "the New Shares".

14.4 No fractional shares shall arise out of the above allotment of the New Shares. No fractional certificates, entitlements or credits shall be issued or given by the Transferee Company in respect of the fractional entitlements, if any, to which the shareholders of the Transferor Companies are entitled on the issue and allotment of equity shares by the Transferee Company in accordance with this Scheme. If any members of the Transferor Companies have a shareholding such that such members become entitled to a fraction of a new equity share, the board of directors of the Transferee Company shall consolidate all such fractional entitlements to which the shareholders of the Transferor Companies may be entitled on issue and allotment of the equity shares of the Transferee Company as aforesaid and shall, without any further application, act, instrument or deed, issue and allot such fractional entitlements directly to a nominee to be appointed by the board of directors of the Transferee Company who shall hold such fractional entitlements with all additions or accretions hereto in trust for the benefit of the respective shareholders to whom they belong and their respective heirs, executors, administrators or successors for the specific purpose of selling such fractional entitlements in the market at such price or prices and at such time or times as the nominee may in its sole discretion decide and on such sale pay to the Transferee Company the net sale proceeds thereof and any additions and accretions, whereupon the Transferee Company shall, subject to withholding tax and expenses, if any, distribute such sale proceeds to the concerned shareholders of the Transferor Companies in proportion to their respective fractional entitlements.

14.5 The issue and allotment of new equity shares by the Transferee Company to the shareholders of the Transferor Companies is an integral part of this Scheme and shall be deemed to have been carried out without any further act or deed and the approval of the shareholders of the Transferee Company to the Scheme shall be deemed to be due compliance of the provisions of Sections 42 and 62 and other relevant or applicable provisions of the Act.

14.6 The New Shares to be issued to the shareholders of the Transferor Companies, as above, shall be subject to the Memorandum and Articles of Association of the Transferee Company and shall rank pari passu with the existing equity shares of the Transferee Company, in all respects.

14.7 The Transferee Company shall get the New Shares listed on the BSE and NSE where the existing equity shares of the Transferee Company are listed.

14.8 The Transferee Company shall issue the New Shares in dematerialised form unless otherwise notified in writing by the shareholders of the Transferor Companies on or before such date as may be determined by the Board of Directors of the Transferee Company or a committee thereof. If such notice has not been received by the Transferee Company, the equity shares shall be issued to such members in dematerialised form provided that the members of the Transferor Companies have an account with a depository participant and provide details thereof and such other confirmations as may be required. If the Transferee

Company has received notice from any member that equity shares are to be issued in physical form or if any member has not provided the requisite details relating to his account with a depository participant or other confirmation as may be required or if the details furnished by any member do not permit electronic credit of the New Shares, then the Transferee Company shall issue equity shares in physical form to such member or members.

15 MERGER OF AUTHORIZED SHARE CAPITAL OF TRANSFEREE COMPANY

15.1 Upon the Scheme coming into effect and pursuant to Section 232(3) of the Act, the Authorised Share Capital of the Transferor Companies shall be deemed to be added to that of the Transferee Company without any further act, instrument or deed on the part of the Transferee Company.

15.2 Clause V of the Memorandum of Association of the Transferee Company shall stand amended to give effect to the relevant provisions of this Scheme and no further resolution(s) under sections 13, 14, 61, 64 of the Companies Act,2013 or any other applicable provisions of the Act, would be required to be separately passed.

16 CHANGE OF NAME

16.1 Upon the Scheme coming into effect and pursuant to Section 232(3) of the Act, Name of the Transferee Company shall be "GALLANTT ISPAT LIMITED".

16.2 Clause I of the Memorandum of Association of the Transferee Company shall stand amended to give effect to the relevant provisions of this Scheme and no further resolution(s) under sections 13 of the Companies Act, 2013 or any other applicable provisions of the Act, would be required to be separately passed. Changing the Name of the Transferee Company to the name of the Transferor Company No. 1 would enable the Transferee Company to take benefit of goodwill in the form of familiarity/trust with the name of the Transferor Company No. 1, and consequently, would be beneficial for the overall business operations of the Amalgamated Company. The Transferee Company shall also comply with the requirements of change in name in the share certificates of the Transferee Company.

17 ALTERATIONS IN THE OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION

Upon coming into effect of the Scheme, the Memorandum of Association of the Transferee Company shall stand altered and amended so as to insert the following sub-clauses after the existing Clause 4 in the objects clause of the Memorandum of Association of the Transferee Company without any further act, instrument or deed on the part of the Transferee Company:

Clause 5: To carry on the business of millers in all its branches and to set up mills for milling wheat, gram and other grains and cereals, dal, besan, maida, atta, suji and other allied products and to manufacture any bye-products, food products, such as biscuits, flakes, dalia and confectionery from flours of all kinds and set up factories or mills for the manufacture thereof and to carry on the business of producing, extracting, refining,

storing, exporting, importing, transporting and dealing in flours of all kinds whatsoever and to run flour mills of any kind including rice mills for separation of musk, bran for preparation of flours or other products therefrom, to carry on the business of manufacturing, buying, selling, importing, exporting and dealing in textiles, cotton, silk, art silk, rayon, nylon, viscos, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fibre materials, yarn, cloth, linen, rayon and other goods or merchandise whether textile felted, netted or looped.

Clause 6: To carry on the business activities as developers of land, colonies, sheds, buildings, structures, residential plots, commercial plots, industrial plots and sheds, roads, bridges, channels, culverts and to act as architect, designers, contractors, sub-contractors, for all types of constructions and developments work for private sector, government departments, semi government departments, development authorities and to develop the sites and plots and to carry on the business activities of acquirer, purchaser, repurchase, let out, lease, sell, exchange, hire or otherwise all types of land, and properties of any tenure or any interest in the same or to erect and construct houses, building, multi-stories, or work for every descriptions on any land of the company or upon other land or property and to pull down re-build, enlarge, alter, and improve, existing houses, buildings, or work thereon and to purchasing and selling of houses and plots free hold or other house property, building, or lands or interest, household articles and other products of other companies in the installments, network scheme or otherwise.

Clause 7: To develop, produce, manufacture, treat, process, refine, export, import, purchase, sale and generally to deal in and to act as brokers, agents, stockiest, distributors, suppliers, commission agents of all kinds of cements (whether ordinary, white, coloured, Portland, pozzoolana, alumina, blast, furnaces, silica, sagol or otherwise) cement products of any description, such as asbestos cement, building pipes, irrigation pipes, reinforced cement, cement concrete spun pipes, asbestos cement pressure pipes, fittings, asbestos, cement sheets, poles, slabs, blocks, garden wears, cement boards, mosaic and terrazzo, tiles, ceramic products, allied products, goods, substances, material, articles, things, chemicals, compounds, accessories and appliances connected with the aforesaid product.

It is clarified that for the purposes of Clauses 5, 6 & 7 above, the consent of the shareholders of the Transferee Company to this Scheme shall be sufficient for the purposes of effecting the above amendment to the object clause in the Memorandum of Association of the Transferee Company, and no further resolution under Sections 4 & 13 or any other applicable provisions of the Act, would be required to be separately passed.

18 DIVIDENDS

(a) The Transferor Companies and the Transferee Company shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date but only consistent with the past practice or in the ordinary course as may be decided by the Board of Directors of the respective Companies.

(b) The shareholders of the Transferor Companies and the Transferee Company shall, save as expressly provided otherwise in this Scheme, continue to enjoy their existing rights under their respective Articles of Association including the right to receive dividends.

(c) For the avoidance of doubt, it is hereby clarified that nothing in this Scheme shall prevent Transferee Company from declaring and paying dividends, whether interim or final, to its equity shareholders as on the record date for the purpose of dividend and the shareholders of the Transferor Companies shall not be entitled to dividends, if any, declared by Transferee Company prior to the Effective Date.

(d) It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Transferor Companies and/or the Transferee Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Boards of Directors of the Transferor Companies and the Transferee Company respectively, and subject to the approval, if required, of the shareholders of the Transferor Companies and the Transferee Company respectively.

PART – V

ACCOUNTING TREATMENT

19 ACCOUNTING TREATMENT

19.1 On the Scheme becoming effective and with effect from the Appointed Date of Merger, the Transferee Company shall account for the amalgamation in its books of accounts as per applicable Accounting Standard, which is presently Indian Accounting Standard (AS) 103 on Accounting for Amalgamations and accordingly: as under:

19.1.1 All identifiable tangible assets, if any, whether or not recorded in books of the Transferor Companies and liabilities of the Transferor Companies, transferred to and vested in the Transferee Company pursuant to the Scheme shall be recorded by the Transferee Company on the basis of their fair values. Brand Value of Transferor Company No. 1 as valued by the IBBI Registered Independent Valuer Mr. Vikash Goel at Rs. 274.62 Crores, shall be recorded separately in the books of the Transferee Company as intangible assets.

19.1.2 The face value of the shares issued by the Transferee Company pursuant to the Scheme shall be credited to the Equity Share Capital Account of the Transferee Company.

19.1.3 The inter-company investments of the equity share capital of the Transferee Company and cancelled shall be reduced from the Equity Share Capital of the Transferee Company to the extent of face value of equity shares of the Transferee Company held by the Transferor Companies.

19.1.4 Any inter-company balance transactions between the Transferor Companies and the Transferee Company shall stand cancelled.

19.1.5 Excess, if any, of the consideration as recorded under Clause 19.1.2 over the value of net tangible assets of the Transferor Companies taken over and recorded in accordance with Clause 19.1.1, as adjusted for amounts mentioned in 19.1.3 above, will be recognized as Goodwill in the books of account of the Transferee Company. In the event the result is negative, it shall be credited as Capital Reserve in the books of account of the Transferee Company. Such Goodwill, if any, will also encompass all intangibles like trademarks, brand name, logo, know how, customer lists, etc.

19.1.6 If considered appropriate for the purpose of application of uniform accounting methods and policies between the Transferor Companies and the Transferee Company, the Transferee Company may make suitable adjustments and reflect the effect thereof in an appropriate head in "Other Equity".

20 APPLICABILITY OF PROVISIONS OF INCOME TAX ACT, 1961

20.1 The Slump Sale of Power Plant Undertaking on a going concern basis proposed in this Scheme has been drawn up to comply with the conditions relating to 'slump sale' as specified under Section 50B and other relevant provisions of The Income Tax Act, 1961. If any term or provision of the Scheme is found or interpreted to be inconsistent with the provisions of the said section and other related provisions at a later date including resulting from a retrospective amendment of law or for any other reason whatsoever, till the time the Scheme becomes effective, the provisions of the said section and other related provisions of The Income Tax Act, 1961 shall prevail and the Scheme shall stand modified to the extend determined necessary, to comply with Section 50B and other relevant provisions of the Income Tax Act, 1961.

20.2 The Amalgamation of the Transferor Companies into the Transferee Company under this Scheme has been drawn up to comply with the conditions relating to "amalgamation' as specified under Section 2(1B) and other relevant provisions of The Income Tax Act, 1961. If any term or provision of the Scheme is found or interpreted to be inconsistent with the provisions of the said section and other related provisions at a later date including resulting from a retrospective amendment of law or for any other reason whatsoever, till the time the Scheme becomes effective, the provisions of the said section and other related provisions of The Income Tax Act, 1961 shall prevail and the Scheme shall stand modified to the extend determined necessary, to comply with Section 2(1B)and other relevant provisions of the Income Tax Act, 1961.

PART – VI

DISSOLUTION OF TRANSFEROR COMPANIES AND GENERAL TERMS AND CONDITIONS

21 DISSOLUTION OF TRANSFEROR COMPANIES

On the Effective Date, the Transferor Companies shall stand dissolved without winding up and without any further actor deed under Section 232 of the Act.

22 EFFECTIVE DATE

22.1 The Merger shall become effective and transfers shall be deemed to be effective from the Appointed Date of Merger but shall be operative from the Effective Date. Effective Date would be the date on which the certified copies of the order of the NCLT sanctioning this Scheme is filed by the respective Transferor and the Transferee Companies with the Registrar of Companies.

22.1 The Slump Sale of the Power Plant Undertaking shall become effective and transfers shall be deemed to be effective from the Appointed Date of Slump Sale but shall be operative from the Effective Date. Effective Date would be the date on which the certified copies of the order of the NCLT sanctioning this Scheme is filed by the respective Transferor and the Transferee Companies with the Registrar of Companies.

23 COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

23.1 The Transferee Company and the Transferor Companies being listed companies, this Scheme is subject to the compliance by the said companies of all requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and all statutory directives of the Securities and Exchange Board of India (SEBI) in so far as they relate to sanction and implementation of this Scheme.

23.2 The Transferor Companies and the Transferee Company in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall obtain Observation Letter or No-Objection Letter from the Stock Exchanges, in terms of Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 before approaching the NCLT for sanction of the Scheme.

23.3 The Transferor and Transferee Companies shall also comply with the directives of the SEBI contained in its Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 and all other circulars, as may be applicable.

23.4 In pursuance of the said Circular of SEBI dated 10th March, 2017, the Scheme shall also be required to be approved by the public shareholders of the listed Transferor Companies and listed Transferee Company through e-voting and shall be acted upon only if the votes cast by the public shareholders in favour of the Scheme are more than the number of votes cast by them against the Scheme.

24 APPLICATIONS TO THE NCLT

24.1 The Transferor Companies and the Transferee Company shall file joint applications before the NCLT for convening meetings of their respective members and creditors, if any, for considering, and if thought fit, approving this Scheme with or without modification.

24.2 Upon this Scheme being agreed to by requisite majority of the members /creditors, if any, of the Transferor Companies and the Transferee Company at such meetings, the

Transferor Companies and the Transferee Company shall file a joint application before the Tribunal for sanctioning the Scheme and for passing appropriate orders of transfer and vesting under Section 232 of the Act.

25 MODIFICATION OF THE SCHEME

The Board of Directors of the Transferor Companies and the Transferee Company may assent to any modification or amendment to the Scheme or agree to any condition which the NCLT or any other authority may deem fit to approve or impose and the said Board may do all such acts, things, and deeds as they may, in their sole discretion, think fit for the purpose of effectively carrying out and implementing this Scheme. It is however, clarified that any amendment or modification to this Scheme after sanction thereof shall be made in accordance with the provisions contained in the Section 231 of the Act or any statutory modification thereof.

26 CONDITIONALITY OF SCHEME

The Scheme is conditional upon and subject to –

26.1 The Transferor Companies and the Transferee Company filing this Scheme with the Stock Exchanges where its existing shares are listed in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and obtaining approvals of such Stock Exchanges;

26.2 The Scheme being approved by the respective requisite majorities of the members and creditors, if any, of the Transferor Companies and Transferee Company, as may be directed by the NCLT;

26.3 *"The scheme is conditional upon scheme being approved by the public shareholders of listed Transferor Companies (Gallantt Ispat Limited and AAR Commercial Company Limited) and Transferee Company (Gallantt Metal Limited) through e-voting in terms of para 9 (a) of part I of Annexure I of SEBI circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and the scheme shall be acted upon only if vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it"*;

26.4 The NCLT sanctioning this Scheme and passing transfer and vesting orders under Section 232 of the Act;

26.5 Filing of certified copy of the order of the NCLT under clause 23.3 above with the Registrar of Companies by the Transferor Companies and the Transferee Company for registration;

26.6 Requisite sanction and/or approval of any Government or Regulatory authority as may be required under any law for the amalgamation and/or Slump Sale;

27 RESOLUTIONS

(a) Upon the coming into effect of this Scheme, the resolutions, if any, of the Transferor Companies, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

(b) Upon the coming into effect of this Scheme, the borrowing limits of the Transferee Company in terms of Section 180 (1) (c) of the Companies Act of 2013 shall be deemed, without any further act or deed, to have been enhanced by the aggregate limits of the Transferor Companies which are being transferred to the Transferee Company pursuant to the Scheme, such limits being incremental to the existing limits of the Transferee Company, with effect from the Appointed Date.

28 MISCELLANEOUS

28.1 Immediately after the Effective Date, the banking accounts of the Transferor Companies shall be operated by the Transferee Company in such manner as may be decided by the Board of Directors of the Transferee Company. The name of all such banking accounts of the Transferor Companies shall also stand changed to the name of Transferee Company and notwithstanding such change in the name, the Transferee Company shall be entitled to deposit and encash all account payee cheques and negotiable instruments issued in the name of the Transferor Companies by operating such banking accounts.

28.2 Upon coming into of this Scheme, the resolutions, if any, of the Transferor Companies, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company, and if any such resolution has any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limit shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

28.3 All costs and expenses arising out of, or incurred in, carrying out and implementation of this Scheme shall be as agreed between the Transferor Companies and Transferee Company.

28.4 The approval and consent to this Scheme by the shareholders of the Transferor and Transferee Companies pursuant to Sections 230 to 232 of the Act, shall be deemed to mean that such shareholders have also accorded their consent under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or Section 188 of the Act, if required, in relation to contract or arrangement entered into or proposed to be entered into to give effect to the provisions of this Scheme.

28.5 The Board of Directors will take necessary steps to ensure that the Scheme is in compliance with Indian Accounting Standards (Ind AS) notified under Section 133 of the

Companies Act, 2013 read with rules made thereunder. All tangible and intangible assets including brand valuation shall be subject to depreciation as per the Income Tax Act, 1961 and the Companies Act, 2013 and shall be recorded accordingly. Since, Transferor Companies Nos. 1 & 2 and the Transferee Company are listed Companies, this Scheme is subject to the compliances of the applicable requirements under the Listing Regulations, SEBI Circular and all other statutory directives of SEBI, as applicable.

28.6 If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not affect the validity or implementation of the other parts and/or provisions of this Scheme.

ANNEXURE - 2

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GALLANTT METAL LIMITED AT ITS MEETING HELD ON 18TH JANUARY, 2020 AT ITS HEAD OFFICE AT "GALLANTT LANDMARK", AD TOWER COMPOUND, BANK ROAD, GORAKHPUR – 273001 UTTAR PRADESH EXPLAINING EFFECT OF THE SCHEME OF AMALGAMATION AND SLUMP SALE (PROVIDING FOR THE AMALGAMATION OF GALLANTT ISPAT LIMITED, AAR COMMERCIAL COMPANY LIMITED, HIPOLINE COMMERCE PRIVATE LIMITED, LEXI EXPORTS PRIVATE LIMITED AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED WITH GALLANTT METAL LIMITED (TRANSFEREE COMPANY) AND FOR THE SLUMP SALE OF 18 MW POWER PLANT (THE SPECIFIED POWER PLANT UNDERTAKING) OF THE TRANSFEROR COMPANY, GALLANTT ISPAT LIMITED TO THE TRANSFEREE COMPANY AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230-232 OF THE COMPANIES ACT, 2013) ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO, IF ANY.

The proposed Scheme providing for the amalgamation of Gallantt Ispat Limited (hereinafter referred to as the **"GIL"** or **"Transferor Company No. 1"**), AAR Commercial Company Limited (hereinafter referred to as the **"AAR"** or **"Transferor Company No. 2"**), Hipoline Commerce Private Limited (hereinafter referred to as the **"HIPOLINE"** or **"Transferor Company No. 3"**), Lexi Exports Private Limited (hereinafter referred to as the **"LEXI"** or **"Transferor Company No. 4"**) and Richie Credit and Finance Private Limited (hereinafter referred to as the **"RICHIE"** or **"Transferor Company No. 5"**) with Gallantt Metal Limited (hereinafter referred to as the **"GML"** or **"Transferee Company "**) and for the Slump Sale of 18 MW Power Plant (the specified power plant undertaking) of the Transferor Company, Gallantt Ispat Limited to the Transferee Company and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013 (hereinafter referred to as the **"Scheme"**) was approved by the Board of Directors of the Company vide resolution passed at its Meeting held on 18th January 2020 and 25th May, 2020.

The provisions of Section 232(2)(c) of the Companies Act, 2013, requires the Directors to adopt a report explaining the effect of the Scheme on Shareholders, Key Managerial Personnel ("KMP"), Promoter and Non-Promoter Shareholders, laying out in particular the share exchange ratio, specifying any special valuation difficulties.

The said report is required to be circulated to the Shareholders along with the Notice convening the Meeting. Having regard to the aforesaid provision, the following documents were placed before the Board of Directors of the Company:

1. Draft Scheme.

2. Valuation report dated January 17, 2020 (including the valuation annexures dated January 17, 2020) issued by Vikash Goel **("Valuer 1")**, Independent Chartered Accountants, setting out the calculation of share exchange ratio for the proposed amalgamation and Slump Sale between the "transferor companies" and the "transferee company.

GALLANTT METAL LIMITED

Company Secretary

3. Valuation/computation report dated January 14, 2020 issued by Debasish Ghosh ("**Valuer 2**"), IBBI Registered Valuer, setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited.

4. Fairness Opinion dated 18th January, 2020 obtained from Intelligent Money Managers Private Limited, Category I Merchant Banker providing the Fairness Opinion on the share entitlement recommended in the Valuation Report prepared by Mr. Vikash Goel (Registered Valuer-Securities or Financial Assets).

5. The certificate issued by the Statutory Auditors of the Transferee Company and Transferor Companies to the effect that the accounting treatment, proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India.

6. Report of the Audit Committee dated 18th January, 2020 and 25th May, 2020 recommending the Scheme to the Board for approval.

Rationale for the Scheme

i. The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same way, The Transferor Company 1 is a pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR.

ii. The Transferor Company No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

iii. The Transferor Company No. 2 has plan to enter new business and to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Company No. 1. The Transferor Company No. 1 is also inter alia engaged in the business of real estate. The Transferor Company 2 holds significant portion (17.62%) of the equity share capital of the Transferor Company No. 1. The amalgamation into the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

iv. Transferor Company No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Company No. 3 with the Transferee Company would result in clarifying and making transparent the shareholding of the Transferee Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

v. The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

vi. The amalgamation particularly of the Transferor Company No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

vii. The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

viii. The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

ix. The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

x. The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well. This will result into reduced combined paid-up capital leading to higher earnings per share.

xi. The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Company No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

xii. In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power Plant Undertaking of Transferor Company No. 1 to the Transferee Company and

amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

Valuation

Approach and Methodology Valuation is not an exact science and is dependent on various factors such as specific nature of business, economic life cycle in which the industry and company is operating, past financial performance of the business, future growth potential of the business, business model, management of the company, relevance of technology in the business model, liquidity of equity and much more. The results of the valuation exercise may vary significantly depending on the basis used, the specific circumstances and the judgement of the valuer. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue. There are several internationally accepted and commonly used pricing methodologies for determining the fair value of the shares of a company, whose shares are not listed on a stock exchange such as:

1. Market Approach
2. Income Approach
3. Cost Approach

Company has appointed Mr. Vikash Goel ("**Valuer 1**"), Independent Chartered Accountants, for setting out the calculation of share exchange ratio for the proposed amalgamation and Slump Sale between the "transferor companies" and the "transferee company. And, also appointed Mr. Debasish Ghosh ("**Valuer 2**"), IBBI Registered Valuer, for setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited.

The Valuation of the Transferor Companies and Transferee Company has been done in accordance with the best valuation practices as per the Valuation Report dated January 17, 2020.

As per the Valuation Report dated 17th January, 2020 provided by Mr. Vikash Goel (Registered Valuer-Securities or Financial Assets) the determined Share Exchange Ratio is as under:

- 13 (Thirteen) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Re. 1/- each fully paid up held by such member in the Transferor Company No. 1.

- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 2.

- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.

GALLANTT METAL LIMITED

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- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.

- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 5.

Effect of the Scheme on Equity Shareholders (promoter shareholders and employees and KMPs of the Company:

S.N.	Category	Effect of the Scheme
1.	Shareholders	Pursuant to this Scheme, as part of the consideration for Amalgamation, GML will issue and allot Equity Shares of Rs. 10/- each (the "New Shares") to registered fully paid-up equity shareholders of the Transferor Companies on the Record Date, as decided by the Board in the ratio of as mentioned hereinbelow in the notice. The New Shares issued and allotted by GML in terms of this Scheme shall rank *pari-passu* in all respects with the existing shares of GML, including in respect of dividends, if any, that may be declared by GML, on or after the Effective Date.
2.	Promoters	The Scheme does not contemplate payment of any additional considerations to the Promoters except to the extent of their shareholding in the Transferor Companies.
3.	Non-Promoter Shareholders	There is no adverse effect of the Scheme on the Non-Promoter Shareholders of GML.
4.	Key Managerial Personnel (KMP) (other than Directors)	No change in the KMP of the GML is expected pursuant to the Scheme.
5.	Directors	There is no adverse effect of the Scheme on the Directors of GML.
6.	Depositors	GML does not have any public deposits and accordingly, it does not have any depositors so the question of scheme having effect on depositor does not arise.
7.	Creditors	The Scheme is expected to be in the best interest of the Company's creditors.
8.	Debenture holders	GML has no outstanding debentures and therefore, the effect of the Scheme on debenture holders does not arise.
9.	Deposit trustee & Debenture trustee	GML does not have any public deposits and accordingly, it does not have any depositors or deposit trustee and so the question of scheme having effect on depositor or deposit trustee

		does not arise. Further, there are no debenture holders or debenture trustee in GML as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.
10.	Employees of the Company	Employees in relation to the Transferor Companies shall become the employees of the Transferee Company. No rights of employees shall get affected.

In the opinion of the Board, the said Scheme will be advantageous and beneficial to the Companies, Shareholders, Creditors and all concerned.

For and on behalf of Board of Directors of GALLANTT METAL LIMITED

GALLANTT METAL LIMITED

Company Secretary

Arnab Banerji
COMPANY SECRETARY

Date: 18.01.2020
Place: Gorakhpur

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GALLANTT ISPAT LIMITED AT ITS MEETING HELD ON 18TH JANUARY, 2020 AT ITS HEAD OFFICE AT "GALLANTT LANDMARK", AD TOWER COMPOUND, BANK ROAD, GORAKHPUR – 273001 UTTAR PRADESH EXPLAINING EFFECT OF THE SCHEME OF AMALGAMATION AND SLUMP SALE (PROVIDING FOR THE AMALGAMATION OF GALLANTT ISPAT LIMITED, AAR COMMERCIAL COMPANY LIMITED, HIPOLINE COMMERCE PRIVATE LIMITED, , LEXI EXPORTS PRIVATE LIMITED AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED WITH GALLANTT METAL LIMITED (TRANSFEREE COMPANY) AND FOR THE SLUMP SALE OF 18 MW POWER PLANT (THE SPECIFIED POWER PLANT UNDERTAKING) OF THE TRANSFEROR COMPANY, GALLANTT ISPAT LIMITED TO THE TRANSFEREE COMPANY AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230-232 OF THE COMPANIES ACT, 2013) ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO, IF ANY.

The proposed Scheme providing for the amalgamation of Gallantt Ispat Limited (hereinafter referred to as the **"GIL"** or **"Transferor Company No. 1"**), AAR Commercial Company Limited (hereinafter referred to as the **"AAR"** or **"Transferor Company No. 2"**), Hipoline Commerce Private Limited (hereinafter referred to as the **"HIPOLINE"** or **"Transferor Company No. 3"**), Lexi Exports Private Limited (hereinafter referred to as the **"LEXI"** or **"Transferor Company No. 4"**)and Richie Credit and Finance Private Limited (hereinafter referred to as the **"RICHIE"** or **"Transferor Company No. 5"**)with Gallantt Metal Limited (hereinafter referred to as the **"GML"** or **"Transferee Company "**) and for the Slump Sale of 18 MW Power Plant (the specified power plant undertaking) of the Transferor Company, Gallantt Ispat Limited to the Transferee Company and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013 (hereinafter referred to as the **"Scheme"**) was approved by the Board of Directors of the Company vide resolution passed at its Meeting held on 18th January 2020 and 25th May, 2020.

The provisions of Section 232(2)(c) of the Companies Act, 2013, requires the Directors to adopt a report explaining the effect of the Scheme on Shareholders, Key Managerial Personnel ("KMP"), Promoter and Non-Promoter Shareholders, laying out in particular the share exchange ratio, specifying any special valuation difficulties.

The said report is required to be circulated to the Shareholders along with the Notice convening the Meeting. Having regard to the aforesaid provision, the following documents were placed before the Board of Directors of the Company:

1. Draft Scheme.

2. Valuation report dated January 17, 2020 (including the valuation annexures dated January 17, 2020) issued by Vikash Goel **("Valuer 1")**, Independent Chartered Accountants, setting out the calculation of share exchange ratio for the proposed amalgamation and Slump Sale between the "transferor companies" and the "transferee company.

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Company Secretary

3. Valuation/computation report dated January 14, 2020 issued by Debasish Ghosh ("**Valuer 2**"), IBBI Registered Valuer, setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited.

4. Fairness Opinion dated 18th January, 2020 obtained from Intelligent Money Managers Private Limited, Category I Merchant Banker providing the Fairness Opinion on the share entitlement recommended in the Valuation Report prepared by Mr. Vikash Goel (Registered Valuer-Securities or Financial Assets).

5. The certificate issued by the Statutory Auditors of the Transferee Company and Transferor Companies to the effect that the accounting treatment, proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India.

6. Report of the Audit Committee dated 18th January, 2020 and 25th May, 2020 recommending the Scheme to the Board for approval.

Rationale for the Scheme

I. The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the Industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same way, The Transferor Company 1 is a pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR.

II. The Transferor Company No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

iii. The Transferor Company No. 2 has plan to enter new business and to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Company No. 1. The Transferor Company No. 1 is also inter alia engaged in the business of real estate. The Transferor Company 2 holds significant portion (17.62%) of the equity share capital of the Transferor Company No. 1. The amalgamation into the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

iv. Transferor Company No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Company No. 3 with the

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Company Secretary

Transferee Company would result in clarifying and making transparent the shareholding of the Transferee Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

v. The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

vi. The amalgamation particularly of the Transferor Company No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

vii. The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

viii. The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

ix. The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

x. The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well. This will result into reduced combined paid-up capital leading to higher earnings per share.

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xi. The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Company No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

xii. In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power Plant Undertaking of Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

Valuation

Approach and Methodology Valuation is not an exact science and is dependent on various factors such as specific nature of business, economic life cycle in which the industry and company is operating, past financial performance of the business, future growth potential of the business, business model, management of the company, relevance of technology in the business model, liquidity of equity and much more. The results of the valuation exercise may vary significantly depending on the basis used, the specific circumstances and the judgement of the valuer. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue. There are several internationally accepted and commonly used pricing methodologies for determining the fair value of the shares of a company, whose shares are not listed on a stock exchange such as:

1. Market Approach
2. Income Approach
3. Cost Approach

Company has appointed Mr. Vikash Goel ("**Valuer 1**"), Independent Chartered Accountants, for setting out the calculation of share exchange ratio for the proposed amalgamation and Slump Sale between the "transferor companies" and the "transferee company. And, also appointed Mr. Debasish Ghosh ("**Valuer 2**"), IBBI Registered Valuer, for setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited.

The Valuation of the Transferor Companies and Transferee Company has been done in accordance with the best valuation practices as per the Valuation Report dated January 17, 2020.

As per the Valuation Report dated 17th January, 2020 provided by Mr. Vikash Goel (Registered Valuer-Securities or Financial Assets) the determined Share Exchange Ratio is as under:

GALLANTT ISPAT LIMITED
Company Secretary

- 13 (Thirteen) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Re. 1/- each fully paid up held by such member in the Transferor Company No. 1.

- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 2.

- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.

- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.

- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 5.

Effect of the Scheme on Equity Shareholders (promoter shareholders and employees and KMPs of the Company:

S.N.	Category	Effect of the Scheme
1.	Shareholders	Pursuant to this Scheme, as part of the consideration for Amalgamation, GML will issue and allot Equity Shares of Rs. 10/- each (the "New Shares") to registered fully paid-up equity shareholders of the Transferor Companies on the Record Date, as decided by the Board in the ratio of as mentioned hereinbelow in the notice. The New Shares issued and allotted by GML in terms of this Scheme shall rank *pari-passu* in all respects with the existing shares of GML, including in respect of dividends, if any, that may be declared by GML, on or after the Effective Date.
2.	Promoters	The Scheme does not contemplate payment of any additional considerations to the Promoters except to the extent of their shareholding in the Transferor Companies.
3.	Non-Promoter Shareholders	There is no adverse effect of the Scheme on the Non-Promoter Shareholders of GML.

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Company Secretary

4.	Key Managerial Personnel (KMP) (other than Directors)	No change in the KMP of the GML is expected pursuant to the Scheme.
5.	Directors	There is no adverse effect of the Scheme on the Directors of GML.
6.	Depositors	GML does not have any public deposits and accordingly, it does not have any depositors so the question of scheme having effect on depositor does not arise.
7.	Creditors	The Scheme is expected to be in the best interest of the Company's creditors.
8.	Debenture holders	GML has no outstanding debentures and therefore, the effect of the Scheme on debenture holders does not arise.
9.	Deposit trustee & Debenture trustee	GML does not have any public deposits and accordingly, it does not have any depositors or deposit trustee and so the question of scheme having effect on depositor or deposit trustee does not arise. Further, there are no debenture holders or debenture trustee in GML as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.
10.	Employees of the Company	Employees in relation to the Transferor Companies shall become the employees of the Transferee Company. No rights of employees shall get affected.

In the opinion of the Board, the said Scheme will be advantageous and beneficial to the Companies, Shareholders, Creditors and all concerned.

For and on behalf of Board of Directors of **GALLANTT ISPAT LIMITED**

GALLANTT

Company Secretary

Nitesh Kumar
COMPANY SECRETARY

Date: 18.01.2020
Place: Gorakhpur

AAR COMMERCIAL COMPANY LIMITED

Registered Office: I – 7, Jangpura Extension, New Delhi - 110014
Website: www.aarccl.in; Tel: 011-41645392, E mail: investors.commercial@rediffmail.com
Corporate Office: 1, Crooked Lane, Second Floor, Room No. 208, Kolkata – 700069 (W.B.), Tel: 033-40078021
CIN: L63090DL1982PLC354818

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF AAR COMMERCIAL COMPANY LIMITED AT ITS MEETING HELD ON 18TH JANUARY, 2020 AT ITS REGISTERED OFFICE AT FLAT NO. 22, SECOND FLOOR, RIGHT SIDE, BAZAR LANE, BHOGAL, JANGPURA, NEW DELHI - 110014 ON 18TH JANUARY, 2020 EXPLAINING EFFECT OF THE SCHEME OF AMALGAMATION AND SLUMP SALE (PROVIDING FOR THE AMALGAMATION OF GALLANTT ISPAT LIMITED, AAR COMMERCIAL COMPANY LIMITED, HIPOLINE COMMERCE PRIVATE LIMITED, , LEXI EXPORTS PRIVATE LIMITED AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED WITH GALLANTT METAL LIMITED (TRANSFEREE COMPANY) AND FOR THE SLUMP SALE OF 18 MW POWER PLANT (THE SPECIFIED POWER PLANT UNDERTAKING) OF THE TRANSFEROR COMPANY, GALLANTT ISPAT LIMITED TO THE TRANSFEREE COMPANY AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230-232 OF THE COMPANIES ACT, 2013) ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO, IF ANY.

The proposed Scheme providing for the amalgamation of Gallantt Ispat Limited (hereinafter referred to as the **"GIL"** or **"Transferor Company No. 1"**), AAR Commercial Company Limited (hereinafter referred to as the **"AAR"** or **"Transferor Company No. 2"**), Hipoline Commerce Private Limited (hereinafter referred to as the **"HIPOLINE"** or **"Transferor Company No. 3"**), Lexi Exports Private Limited (hereinafter referred to as the **"LEXI"** or **"Transferor Company No. 4"**)and Richie Credit and Finance Private Limited (hereinafter referred to as the **"RICHIE"** or **"Transferor Company No. 5"**)with Gallantt Metal Limited (hereinafter referred to as the **"GML"** or **"Transferee Company "**) and for the Slump Sale of 18 MW Power Plant (the specified power plant undertaking) of the Transferor Company, Gallantt Ispat Limited to the Transferee Company and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013 (hereinafter referred to as the **"Scheme"**) was approved by the Board of Directors of the Company vide resolution passed at its Meeting held on 18th January 2020 and 25th May, 2020.

The provisions of Section 232(2)(c) of the Companies Act, 2013, requires the Directors to adopt a report explaining the effect of the Scheme on Shareholders, Key Managerial Personnel ("KMP"), Promoter and Non-Promoter Shareholders, laying out in particular the share exchange ratio, specifying any special valuation difficulties.

The said report is required to be circulated to the Shareholders along with the Notice convening the Meeting. Having regard to the aforesaid provision, the following documents were placed before the Board of Directors of the Company:

1. Draft Scheme.

2. Valuation report dated January 17, 2020 (including the valuation annexures dated January 17, 2020) issued by Vikash Goel **("Valuer 1")**, Independent Chartered Accountants, setting out the

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Director / Authorised Signatory

calculation of share exchange ratio for the proposed amalgamation and Slump Sale between the "transferor companies" and the "transferee company.

3. Valuation/computation report dated January 14, 2020 issued by Debasish Ghosh ("**Valuer 2**"), IBBI Registered Valuer, setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited.

4. Fairness Opinion dated 18th January, 2020 obtained from Intelligent Money Managers Private Limited, Category I Merchant Banker providing the Fairness Opinion on the share entitlement recommended in the Valuation Report prepared by Mr. Vikash Goel (Registered Valuer-Securities or Financial Assets).

5. The certificate issued by the Statutory Auditors of the Transferee Company and Transferor Companies to the effect that the accounting treatment, proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India.

6. Report of the Audit Committee dated 18th January, 2020 and 25th May, 2020 recommending the Scheme to the Board for approval.

Rationale for the Scheme

i. The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same way, The Transferor Company 1 is a pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR.

ii. The Transferor Company No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

iii. The Transferor Company No. 2 has plan to enter new business and to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Company No. 1. The Transferor Company No. 1 is also inter alia engaged in the business of real estate. The Transferor Company 2 holds significant portion (17.62%) of the equity share capital of the Transferor Company No. 1. The amalgamation into the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

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Director / Authorised Signatory

iv. Transferor Company No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Company No. 3 with the Transferee Company would result in clarifying and making transparent the shareholding of the Transferee Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

v. The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

vi. The amalgamation particularly of the Transferor Company No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

vii. The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

viii. The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

ix. The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

x. The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well. This will result into reduced combined paid-up capital leading to higher earnings per share.

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Director / Authorised Signatory

xi. The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Company No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

xii. In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power Plant Undertaking of Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

Valuation

Approach and Methodology Valuation is not an exact science and is dependent on various factors such as specific nature of business, economic life cycle in which the industry and company is operating, past financial performance of the business, future growth potential of the business, business model, management of the company, relevance of technology in the business model, liquidity of equity and much more. The results of the valuation exercise may vary significantly depending on the basis used, the specific circumstances and the judgement of the valuer. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue. There are several internationally accepted and commonly used pricing methodologies for determining the fair value of the shares of a company, whose shares are not listed on a stock exchange such as:

1. Market Approach
2. Income Approach
3. Cost Approach

Company has appointed Mr. Vikash Goel (**"Valuer 1"**), Independent Chartered Accountants, for setting out the calculation of share exchange ratio for the proposed amalgamation and Slump Sale between the "transferor companies" and the "transferee company. And, also appointed Mr. Debasish Ghosh (**"Valuer 2"**), IBBI Registered Valuer, for setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited.

The Valuation of the Transferor Companies and Transferee Company has been done in accordance with the best valuation practices as per the Valuation Report dated January 17, 2020.

As per the Valuation Report dated 17th January, 2020 provided by Mr. Vikash Goel (Registered Valuer- Securities or Financial Assets) the determined Share Exchange Ratio is as under:

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- 13 (Thirteen) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Re. 1/- each fully paid up held by such member in the Transferor Company No. 1.

- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 2.

- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.

- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.

- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 5.

Effect of the Scheme on Equity Shareholders (promoter shareholders and employees and KMPs of the Company:

S.N.	Category	Effect of the Scheme
1.	Shareholders	Pursuant to this Scheme, as part of the consideration for Amalgamation, GML will issue and allot Equity Shares of Rs. 10/- each (the "New Shares") to registered fully paid-up equity shareholders of the Transferor Companies on the Record Date, as decided by the Board in the ratio of as mentioned hereinbelow in the notice. The New Shares issued and allotted by GML in terms of this Scheme shall rank *pari-passu* in all respects with the existing shares of GML, including in respect of dividends, if any, that may be declared by GML, on or after the Effective Date.
2.	Promoters	The Scheme does not contemplate payment of any additional considerations to the Promoters except to the extent of their shareholding in the Transferor Companies.
3.	Non-Promoter Shareholders	There is no adverse effect of the Scheme on the Non-Promoter Shareholders of GML.

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4.	Key Managerial Personnel (KMP) (other than Directors)	No change in the KMP of the GML is expected pursuant to the Scheme.
5.	Directors	There is no adverse effect of the Scheme on the Directors of GML.
6.	Depositors	GML does not have any public deposits and accordingly, it does not have any depositors so the question of scheme having effect on depositor does not arise.
7.	Creditors	The Scheme is expected to be in the best interest of the Company's creditors.
8.	Debenture holders	GML has no outstanding debentures and therefore, the effect of the Scheme on debenture holders does not arise.
9.	Deposit trustee & Debenture trustee	GML does not have any public deposits and accordingly, it does not have any depositors or deposit trustee and so the question of scheme having effect on depositor or deposit trustee does not arise. Further, there are no debenture holders or debenture trustee in GML as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.
10.	Employees of the Company	Employees in relation to the Transferor Companies shall become the employees of the Transferee Company. No rights of employees shall get affected.

In the opinion of the Board, the said Scheme will be advantageous and beneficial to the Companies, Shareholders, Creditors and all concerned.

For and on behalf of Board of Directors of **AAR COMMERCIAL COMPANY LIMITED**

AAR COMMERCIAL COMPANY LTD.

Director / Authorised Signatory

Anupam Khetan
COMPANY SECRETARY

Date: 18.01.2020
Place: New Delhi

HIPOLINE COMMERCE PRIVATE LIMITED

1, CROOKED LANE, SECOND FLOOR, ROOM NOS. 222 & 223, KOLKATA - 700069
Telephone: 033-46004831 E-mail ID: hipolinecommerce@yahoo.com
CIN: U51909WB1995PTC076045

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF HIPOLINE COMMERCE PRIVATE LIMITED AT ITS MEETING HELD ON 18TH JANUARY, 2020 AT ITS REGISTERED OFFICE AT 27, WATERLOO STREET, FIRST FLOOR, ROOM NO. 118, KOLKATA – 700069, W.B. EXPLAINING EFFECT OF THE SCHEME OF AMALGAMATION AND SLUMP SALE (PROVIDING FOR THE AMALGAMATION OF GALLANTT ISPAT LIMITED, AAR COMMERCIAL COMPANY LIMITED, HIPOLINE COMMERCE PRIVATE LIMITED, , LEXI EXPORTS PRIVATE LIMITED AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED WITH GALLANTT METAL LIMITED (TRANSFEREE COMPANY) AND FOR THE SLUMP SALE OF 18 MW POWER PLANT (THE SPECIFIED POWER PLANT UNDERTAKING) OF THE TRANSFEROR COMPANY, GALLANTT ISPAT LIMITED TO THE TRANSFEREE COMPANY AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230-232 OF THE COMPANIES ACT, 2013) ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO, IF ANY.

The proposed Scheme providing for the amalgamation of Gallantt Ispat Limited (hereinafter referred to as the **"GIL"** or **"Transferor Company No. 1"**), AAR Commercial Company Limited (hereinafter referred to as the **"AAR"** or **"Transferor Company No. 2"**), Hipoline Commerce Private Limited (hereinafter referred to as the **"HIPOLINE"** or **"Transferor Company No. 3"**), Lexi Exports Private Limited (hereinafter referred to as the **"LEXI"** or **"Transferor Company No. 4"**)and Richie Credit and Finance Private Limited (hereinafter referred to as the **"RICHIE"** or **"Transferor Company No. 5"**)with Gallantt Metal Limited (hereinafter referred to as the **"GML"** or **"Transferee Company "**) and for the Slump Sale of 18 MW Power Plant (the specified power plant undertaking) of the Transferor Company, Gallantt Ispat Limited to the Transferee Company and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013 (hereinafter referred to as the **"Scheme"**) was approved by the Board of Directors of the Company vide resolution passed at its Meeting held on 18th January 2020 and 25th May, 2020.

The provisions of Section 232(2)(c) of the Companies Act, 2013, requires the Directors to adopt a report explaining the effect of the Scheme on Shareholders, Key Managerial Personnel ("KMP"), Promoter and Non-Promoter Shareholders, laying out in particular the share exchange ratio, specifying any special valuation difficulties.

The said report is required to be circulated to the Shareholders along with the Notice convening the Meeting. Having regard to the aforesaid provision, the following documents were placed before the Board of Directors of the Company:

1. Draft Scheme.

2. Valuation report dated January 17, 2020 (including the valuation annexures dated January 17, 2020) issued by Vikash Goel (**"Valuer 1"**), Independent Chartered Accountants, setting out the calculation of share exchange ratio for the proposed amalgamation and Slump Sale between the "transferor companies" and the "transferee company.

Hipoline Commerce (P) Ltd

Director

3. Valuation/computation report dated January 14, 2020 issued by Debasish Ghosh ("Valuer 2"), IBBI Registered Valuer, setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited.

4. Fairness Opinion dated 18th January, 2020 obtained from Intelligent Money Managers Private Limited, Category I Merchant Banker providing the Fairness Opinion on the share entitlement recommended in the Valuation Report prepared by Mr. Vikash Goel (Registered Valuer- Securities or Financial Assets).

5. The certificate issued by the Statutory Auditors of the Transferee Company and Transferor Companies to the effect that the accounting treatment, proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India.

6. Report of the Audit Committee dated 18th January, 2020 and 25th May, 2020 recommending the Scheme to the Board for approval.

Rationale for the Scheme

i. The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same way, The Transferor Company 1 is a pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR.

ii. The Transferor Company No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

iii. The Transferor Company No. 2 has plan to enter new business and to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Company No. 1. The Transferor Company No. 1 is also inter alia engaged in the business of real estate. The Transferor Company 2 holds significant portion (17.62%) of the equity share capital of the Transferor Company No. 1. The amalgamation into the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

iv. Transferor Company No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Company No. 3 with the Transferee Company would result in clarifying and making transparent the shareholding of the Transferee Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation

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Director

of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

v. The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

vi. The amalgamation particularly of the Transferor Company No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

vii. The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

viii. The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

ix. The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

x. The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well. This will result into reduced combined paid-up capital leading to higher earnings per share.

xi. The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Company No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

xii. In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power

Hipoline Commerce (P) Ltd

Director

Plant Undertaking of Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

Valuation

Approach and Methodology Valuation is not an exact science and is dependent on various factors such as specific nature of business, economic life cycle in which the industry and company is operating, past financial performance of the business, future growth potential of the business, business model, management of the company, relevance of technology in the business model, liquidity of equity and much more. The results of the valuation exercise may vary significantly depending on the basis used, the specific circumstances and the judgement of the valuer. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue. There are several internationally accepted and commonly used pricing methodologies for determining the fair value of the shares of a company, whose shares are not listed on a stock exchange such as:

1. Market Approach
2. Income Approach
3. Cost Approach

Company has appointed Mr. Vikash Goel ("**Valuer 1**"), Independent Chartered Accountants, for setting out the calculation of share exchange ratio for the proposed amalgamation and Slump Sale between the "transferor companies" and the "transferee company. And, also appointed Mr. Debasish Ghosh ("**Valuer 2**"), IBBI Registered Valuer, for setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited.

The Valuation of the Transferor Companies and Transferee Company has been done in accordance with the best valuation practices as per the Valuation Report dated January 17, 2020.

As per the Valuation Report dated 17th January, 2020 provided by Mr. Vikash Goel (Registered Valuer- Securities or Financial Assets) the determined Share Exchange Ratio is as under:

- 13 (Thirteen) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Re. 1/- each fully paid up held by such member in the Transferor Company No. 1.

- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 2.

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Director

- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.

- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.

- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 5.

Effect of the Scheme on Equity Shareholders (promoter shareholders and employees and KMPs of the Company:

S.N.	Category	Effect of the Scheme
1.	Shareholders	Pursuant to this Scheme, as part of the consideration for Amalgamation, GML will issue and allot Equity Shares of Rs. 10/- each (the "New Shares") to registered fully paid-up equity shareholders of the Transferor Companies on the Record Date, as decided by the Board in the ratio of as mentioned hereinbelow in the notice. The New Shares issued and allotted by GML in terms of this Scheme shall rank *pari-passu* in all respects with the existing shares of GML, including in respect of dividends, if any, that may be declared by GML, on or after the Effective Date.
2.	Promoters	The Scheme does not contemplate payment of any additional considerations to the Promoters except to the extent of their shareholding in the Transferor Companies.
3.	Non-Promoter Shareholders	There is no adverse effect of the Scheme on the Non-Promoter Shareholders of GML.
4.	Key Managerial Personnel (KMP) (other than Directors)	No change in the KMP of the GML is expected pursuant to the Scheme.
5.	Directors	There is no adverse effect of the Scheme on the Directors of GML.
6.	Depositors	GML does not have any public deposits and accordingly, it does not have any depositors so the question of scheme having effect on depositor does not arise.
7.	Creditors	The Scheme is expected to be in the best interest of the Company's creditors.
8.	Debenture holders	GML has no outstanding debentures and therefore, the effect of the Scheme on

Hipoline Commerce (P) Ltd

Director

		debenture holders does not arise.
9.	Deposit trustee & Debenture trustee	GML does not have any public deposits and accordingly, it does not have any depositors or deposit trustee and so the question of scheme having effect on depositor or deposit trustee does not arise. Further, there are no debenture holders or debenture trustee in GML as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.
10.	Employees of the Company	Employees in relation to the Transferor Companies shall become the employees of the Transferee Company. No rights of employees shall get affected.

In the opinion of the Board, the said Scheme will be advantageous and beneficial to the Companies, Shareholders, Creditors and all concerned.

For and on behalf of Board of Directors of **HIPOLINE COMMERCE PRIVATE LIMITED**

Hipoline Commerce (P) Ltd

Director

Akash Dineshkumar Agarwal
DIRECTOR

Date: 18.01.2020
Place: Kolkata

LEXI EXPORTS PRIVATE LIMITED

207, MAHARSHI DEVENDRA ROAD, 1ST FLOOR, ROOM NO. 27 KOLKATA - 700007
Telephone: 9825140615 E-mail ID: guptaashwin78@yahoo.co.in
CIN: U51909WB1993PTC058926

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF LEXI EXPORTS PRIVATE LIMITED AT ITS MEETING HELD ON 18TH JANUARY, 2020 AT ITS REGISTERED OFFICE AT 207, MAHARSHI DEVENDRA ROAD, FIRST FLOOR, ROOM NO. 27, KOLKATA – 700007, W.B. EXPLAINING EFFECT OF THE SCHEME OF AMALGAMATION AND SLUMP SALE (PROVIDING FOR THE AMALGAMATION OF GALLANTT ISPAT LIMITED, AAR COMMERCIAL COMPANY LIMITED, HIPOLINE COMMERCE PRIVATE LIMITED, , LEXI EXPORTS PRIVATE LIMITED AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED WITH GALLANTT METAL LIMITED (TRANSFEREE COMPANY) AND FOR THE SLUMP SALE OF 18 MW POWER PLANT (THE SPECIFIED POWER PLANT UNDERTAKING) OF THE TRANSFEROR COMPANY, GALLANTT ISPAT LIMITED TO THE TRANSFEREE COMPANY AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230-232 OF THE COMPANIES ACT, 2013) ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO, IF ANY.

The proposed Scheme providing for the amalgamation of Gallantt Ispat Limited (hereinafter referred to as the **"GIL"** or **"Transferor Company No. 1"**), AAR Commercial Company Limited (hereinafter referred to as the **"AAR"** or **"Transferor Company No. 2"**), Hipoline Commerce Private Limited (hereinafter referred to as the **"HIPOLINE"** or **"Transferor Company No. 3"**), Lexi Exports Private Limited (hereinafter referred to as the **"LEXI"** or **"Transferor Company No. 4"**)and Richie Credit and Finance Private Limited (hereinafter referred to as the **"RICHIE"** or **"Transferor Company No. 5"**)with Gallantt Metal Limited (hereinafter referred to as the **"GML"** or **"Transferee Company "**) and for the Slump Sale of 18 MW Power Plant (the specified power plant undertaking) of the Transferor Company, Gallantt Ispat Limited to the Transferee Company and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013 (hereinafter referred to as the **"Scheme"**) was approved by the Board of Directors of the Company vide resolution passed at its Meeting held on 18th January 2020 and 25th May, 2020.

The provisions of Section 232(2)(c) of the Companies Act, 2013, requires the Directors to adopt a report explaining the effect of the Scheme on Shareholders, Key Managerial Personnel ("KMP"), Promoter and Non-Promoter Shareholders, laying out in particular the share exchange ratio, specifying any special valuation difficulties.

The said report is required to be circulated to the Shareholders along with the Notice convening the Meeting. Having regard to the aforesaid provision, the following documents were placed before the Board of Directors of the Company:

1. Draft Scheme.

2. Valuation report dated January 17, 2020 (including the valuation annexures dated January 17, 2020) issued by Vikash Goel **("Valuer 1")**, Independent Chartered Accountants, setting out the

LEXI EXPORTS PRIVATE LIMITED

Director/Authorised Signatory

calculation of share exchange ratio for the proposed amalgamation and Slump Sale between the "transferor companies" and the "transferee company.

3. Valuation/computation report dated January 14, 2020 issued by Debasish Ghosh (**"Valuer 2"**), IBBI Registered Valuer, setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited.

4. Fairness Opinion dated 18th January, 2020 obtained from Intelligent Money Managers Private Limited, Category I Merchant Banker providing the Fairness Opinion on the share entitlement recommended in the Valuation Report prepared by Mr. Vikash Goel (Registered Valuer-Securities or Financial Assets).

5. The certificate issued by the Statutory Auditors of the Transferee Company and Transferor Companies to the effect that the accounting treatment, proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India.

6. Report of the Audit Committee dated 18th January, 2020 and 25th May, 2020 recommending the Scheme to the Board for approval.

Rationale for the Scheme

i. The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same way, The Transferor Company 1 is a pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR.

ii. The Transferor Company No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

iii. The Transferor Company No. 2 has plan to enter new business and to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Company No. 1. The Transferor Company No. 1 is also inter alia engaged in the business of real estate. The Transferor Company 2 holds significant portion (17.62%) of the equity share capital of the Transferor Company No. 1. The amalgamation into the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

iv. Transferor Company No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Company No. 3 with the

LEXI EXPORTS PRIVATE LIMITED

Director Authorised Signatory

Transferee Company would result in clarifying and making transparent the shareholding of the Transferee Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

v. The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

vi. The amalgamation particularly of the Transferor Company No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

vii. The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

viii. The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

ix. The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

x. The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well. This will result into reduced combined paid-up capital leading to higher earnings per share.

xi. The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Company No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax

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Director Authorised Signatory

holiday available to the said Undertaking for being engaged in an identified priority area.

xii. In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power Plant Undertaking of Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

Valuation

Approach and Methodology Valuation is not an exact science and is dependent on various factors such as specific nature of business, economic life cycle in which the industry and company is operating, past financial performance of the business, future growth potential of the business, business model, management of the company, relevance of technology in the business model, liquidity of equity and much more. The results of the valuation exercise may vary significantly depending on the basis used, the specific circumstances and the judgement of the valuer. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue. There are several internationally accepted and commonly used pricing methodologies for determining the fair value of the shares of a company, whose shares are not listed on a stock exchange such as:

1. Market Approach
2. Income Approach
3. Cost Approach

Company has appointed Mr. Vikash Goel (**"Valuer 1"**), Independent Chartered Accountants, for setting out the calculation of share exchange ratio for the proposed amalgamation and Slump Sale between the "transferor companies" and the "transferee company. And, also appointed Mr. Debasish Ghosh (**"Valuer 2"**), IBBI Registered Valuer, for setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited.

The Valuation of the Transferor Companies and Transferee Company has been done in accordance with the best valuation practices as per the Valuation Report dated January 17, 2020.

As per the Valuation Report dated 17th January, 2020 provided by Mr. Vikash Goel (Registered Valuer- Securities or Financial Assets) the determined Share Exchange Ratio is as under:

- 13 (Thirteen) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Re. 1/- each fully paid up held by such member in the Transferor Company No. 1.

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Director Authorised Signatory

- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 2.

- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.

- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.

- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 5.

Effect of the Scheme on Equity Shareholders (promoter shareholders and employees and KMPs of the Company:

S.N.	Category	Effect of the Scheme
1.	Shareholders	Pursuant to this Scheme, as part of the consideration for Amalgamation, GML will issue and allot Equity Shares of Rs. 10/- each (the "New Shares") to registered fully paid-up equity shareholders of the Transferor Companies on the Record Date, as decided by the Board in the ratio of as mentioned hereinbelow in the notice. The New Shares issued and allotted by GML in terms of this Scheme shall rank *pari-passu* in all respects with the existing shares of GML, including in respect of dividends, if any, that may be declared by GML, on or after the Effective Date.
2.	Promoters	The Scheme does not contemplate payment of any additional considerations to the Promoters except to the extent of their shareholding in the Transferor Companies.
3.	Non-Promoter Shareholders	There is no adverse effect of the Scheme on the Non-Promoter Shareholders of GML.
4.	Key Managerial Personnel (KMP) (other than Directors)	No change in the KMP of the GML is expected pursuant to the Scheme.
5.	Directors	There is no adverse effect of the Scheme on the Directors of GML.
6.	Depositors	GML does not have any public deposits and accordingly, it does not have any depositors so the question of scheme having effect on depositor does not arise.

LEXI EXPORTS PRIVATE LIMITED

Director/Authorised Signatory

LEXI EXPORTS PRIVATE LIMITED

207, MAHARSHI DEVENDRA ROAD, 1ST FLOOR, ROOM NO. 27 KOLKATA - 700007
Telephone: 9825140615 E-mail ID: guptaashwin78@yahoo.co.in
CIN: U51909WB1993PTC058926

7.	Creditors	The Scheme is expected to be in the best interest of the Company's creditors.
8.	Debenture holders	GML has no outstanding debentures and therefore, the effect of the Scheme on debenture holders does not arise.
9.	Deposit trustee & Debenture trustee	GML does not have any public deposits and accordingly, it does not have any depositors or deposit trustee and so the question of scheme having effect on depositor or deposit trustee does not arise. Further, there are no debenture holders or debenture trustee in GML as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.
10.	Employees of the Company	Employees in relation to the Transferor Companies shall become the employees of the Transferee Company. No rights of employees shall get affected.

In the opinion of the Board, the said Scheme will be advantageous and beneficial to the Companies, Shareholders, Creditors and all concerned.

For and on behalf of Board of Directors of **LEXI EXPORTS PRIVATE LIMITED**

LEXI EXPORTS PRIVATE LIMITED

Director/Authorised Signatory

Ashwin Gupta
DIRECTOR

Date: 18.01.2020
Place: Kolkata

RICHIE CREDIT & FINANCE PRIVATE LIMITED

207, MAHARSHI DEVENDRA ROAD, 1ST FLOOR, ROOM NO. 27 KOLKATA - 700007
Telephone: 9825140615 E-mail ID: guptaashwin78@yahoo.co.in
CIN: U65921WB1985PTC117558

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF RICHIE CREDIT & FINANCE PRIVATE LIMITED AT ITS MEETING HELD ON 18TH JANUARY, 2020 AT ITS REGISTERED OFFICE AT 207, MAHARSHI DEVENDRA ROAD, FIRST FLOOR, ROOM NO. 27, KOLKATA – 700007, W.B. EXPLAINING EFFECT OF THE SCHEME OF AMALGAMATION AND SLUMP SALE (PROVIDING FOR THE AMALGAMATION OF GALLANTT ISPAT LIMITED, AAR COMMERCIAL COMPANY LIMITED, HIPOLINE COMMERCE PRIVATE LIMITED, , LEXI EXPORTS PRIVATE LIMITED AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED WITH GALLANTT METAL LIMITED (TRANSFEREE COMPANY) AND FOR THE SLUMP SALE OF 18 MW POWER PLANT (THE SPECIFIED POWER PLANT UNDERTAKING) OF THE TRANSFEROR COMPANY, GALLANTT ISPAT LIMITED TO THE TRANSFEREE COMPANY AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230-232 OF THE COMPANIES ACT, 2013) ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO, IF ANY.

The proposed Scheme providing for the amalgamation of Gallantt Ispat Limited (hereinafter referred to as the **"GIL"** or **"Transferor Company No. 1"**), AAR Commercial Company Limited (hereinafter referred to as the **"AAR"** or **"Transferor Company No. 2"**), Hipoline Commerce Private Limited (hereinafter referred to as the **"HIPOLINE"** or **"Transferor Company No. 3"**), Lexi Exports Private Limited (hereinafter referred to as the **"LEXI"** or **"Transferor Company No. 4"**)and Richie Credit and Finance Private Limited (hereinafter referred to as the **"RICHIE"** or **"Transferor Company No. 5"**)with Gallantt Metal Limited (hereinafter referred to as the **"GML"** or **"Transferee Company "**) and for the Slump Sale of 18 MW Power Plant (the specified power plant undertaking) of the Transferor Company, Gallantt Ispat Limited to the Transferee Company and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013 (hereinafter referred to as the **"Scheme"**) was approved by the Board of Directors of the Company vide resolution passed at its Meeting held on 18th January 2020 and 25th May, 2020.

The provisions of Section 232(2)(c) of the Companies Act, 2013, requires the Directors to adopt a report explaining the effect of the Scheme on Shareholders, Key Managerial Personnel ("KMP"), Promoter and Non-Promoter Shareholders, laying out in particular the share exchange ratio, specifying any special valuation difficulties.

The said report is required to be circulated to the Shareholders along with the Notice convening the Meeting. Having regard to the aforesaid provision, the following documents were placed before the Board of Directors of the Company:

1. Draft Scheme.

2. Valuation report dated January 17, 2020 (including the valuation annexures dated January 17, 2020) issued by Vikash Goel (**"Valuer 1"**), Independent Chartered Accountants, setting out the calculation of share exchange ratio for the proposed amalgamation and Slump Sale between the "transferor companies" and the "transferee company.

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Director/Authorised Signatory

3. Valuation/computation report dated January 14, 2020 issued by Debasish Ghosh (**"Valuer 2"**), IBBI Registered Valuer, setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited.

4. Fairness Opinion dated 18th January, 2020 obtained from Intelligent Money Managers Private Limited, Category I Merchant Banker providing the Fairness Opinion on the share entitlement recommended in the Valuation Report prepared by Mr. Vikash Goel (Registered Valuer-Securities or Financial Assets).

5. The certificate issued by the Statutory Auditors of the Transferee Company and Transferor Companies to the effect that the accounting treatment, proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India.

6. Report of the Audit Committee dated 18th January, 2020 and 25th May, 2020 recommending the Scheme to the Board for approval.

Rationale for the Scheme

i. The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same way, The Transferor Company 1 is a pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR.

ii. The Transferor Company No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

iii. The Transferor Company No. 2 has plan to enter new business and to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Company No. 1. The Transferor Company No. 1 is also inter alia engaged in the business of real estate. The Transferor Company 2 holds significant portion (17.62%) of the equity share capital of the Transferor Company No. 1. The amalgamation into the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

iv. Transferor Company No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Company No. 3 with the Transferee Company would result in clarifying and making transparent the

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Director/Authorised Signatory

shareholding of the Transferee Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

v. The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

vi. The amalgamation particularly of the Transferor Company No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

vii. The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

viii. The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

ix. The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

x. The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well. This will result into reduced combined paid-up capital leading to higher earnings per share.

xi. The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Company No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

For RICHIE CREDIT & FINANCE PRIVATE LIMITED

Director/Authorised Signatory

xii. In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power Plant Undertaking of Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

Valuation

Approach and Methodology Valuation is not an exact science and is dependent on various factors such as specific nature of business, economic life cycle in which the industry and company is operating, past financial performance of the business, future growth potential of the business, business model, management of the company, relevance of technology in the business model, liquidity of equity and much more. The results of the valuation exercise may vary significantly depending on the basis used, the specific circumstances and the judgement of the valuer. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue. There are several internationally accepted and commonly used pricing methodologies for determining the fair value of the shares of a company, whose shares are not listed on a stock exchange such as:

1. Market Approach
2. Income Approach
3. Cost Approach

Company has appointed Mr. Vikash Goel (**"Valuer 1"**), Independent Chartered Accountants, for setting out the calculation of share exchange ratio for the proposed amalgamation and Slump Sale between the "transferor companies" and the "transferee company. And, also appointed Mr. Debasish Ghosh (**"Valuer 2"**), IBBI Registered Valuer, for setting out the estimated slump sale value of 18 MW Power Plant of Gallantt Ispat Limited to Gallantt Metal Limited.

The Valuation of the Transferor Companies and Transferee Company has been done in accordance with the best valuation practices as per the Valuation Report dated January 17, 2020.

As per the Valuation Report dated 17th January, 2020 provided by Mr. Vikash Goel (Registered Valuer- Securities or Financial Assets) the determined Share Exchange Ratio is as under:

- 13 (Thirteen) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Re. 1/- each fully paid up held by such member in the Transferor Company No. 1.

For RICHIE CREDIT & FINANCE PRIVATE LIMITED

Director/Authorised Signatory

- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 2.

- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.

- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.

- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 5.

Effect of the Scheme on Equity Shareholders (promoter shareholders and employees and KMPs of the Company:

S.N.	Category	Effect of the Scheme
1.	Shareholders	Pursuant to this Scheme, as part of the consideration for Amalgamation, GML will issue and allot Equity Shares of Rs. 10/- each (the "New Shares") to registered fully paid-up equity shareholders of the Transferor Companies on the Record Date, as decided by the Board in the ratio of as mentioned hereinbelow in the notice. The New Shares issued and allotted by GML in terms of this Scheme shall rank *pari-passu* in all respects with the existing shares of GML, including in respect of dividends, if any, that may be declared by GML, on or after the Effective Date.
2.	Promoters	The Scheme does not contemplate payment of any additional considerations to the Promoters except to the extent of their shareholding in the Transferor Companies.
3.	Non-Promoter Shareholders	There is no adverse effect of the Scheme on the Non-Promoter Shareholders of GML.
4.	Key Managerial Personnel (KMP) (other than Directors)	No change in the KMP of the GML is expected pursuant to the Scheme.
5.	Directors	There is no adverse effect of the Scheme on the Directors of GML.
6.	Depositors	GML does not have any public deposits and accordingly, it does not have any depositors so the question of scheme having effect on depositor does not arise.

RICHIE CREDIT & FINANCE PRIVATE LIMITED

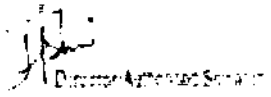
Director/Authorised Signatory

7.	Creditors	The Scheme is expected to be in the best interest of the Company's creditors.
8.	Debenture holders	GML has no outstanding debentures and therefore, the effect of the Scheme on debenture holders does not arise.
9.	Deposit trustee & Debenture trustee	GML does not have any public deposits and accordingly, it does not have any depositors or deposit trustee and so the question of scheme having effect on depositor or deposit trustee does not arise. Further, there are no debenture holders or debenture trustee in GML as no debentures are issued. Thus, the question of scheme having effect on debenture holder or debenture trustee does not arise.
10.	Employees of the Company	Employees in relation to the Transferor Companies shall become the employees of the Transferee Company. No rights of employees shall get affected.

In the opinion of the Board, the said Scheme will be advantageous and beneficial to the Companies, Shareholders, Creditors and all concerned.

For and on behalf of Board of Directors of **RICHIE CREDIT & FINANCE PRIVATE LIMITED**

RICHIE CREDIT & FINANCE PRIVATE LIMITED



Director/Authorised Signatory

Ashwin Gupta
DIRECTOR

Date: 18.01.2020
Place: Kolkata

ANNEXURE – 3

Corporate Office :
1, Crooked Lane,
Room Nos. 222 & 223,
Second Floor,
Kolkata-700069 (W.B.)
Tel. : 033-46004831

REPORT OF THE AUDIT COMMITTEE OF GALLANTT ISPAT LIMITED ("GIL/COMPANY/TRANSFEROR CO. NO. 1") RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION AND SLUMP SALE PROVIDING FOR THE AMALGAMATATION OF GALLANTT ISPAT LIMITED, HIPOLINE COMMERCE PRIVATE LIMITED, AAR COMMERCIAL COMPANY LIMITED, LEXI EXPORTS PRIVATE LIMITED AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED WITH GALLANTT METAL LIMITED AND FOR THE SLUMP SALE OF THE SPECIFIED POWER PLANT UNDERTAKING OF GALLANTT ISPAT LIMITED TO THE TRANSFEREE COMPANY GALLANTT METAL LIMITED ("SCHEME")

Members of the Audit Committee of the Board of Directors of Gallantt Ispat Limited ("Company or "GIL") present in the meeting of the said Committee held on January 18, 2020:

Members:
i. Smt. Smita Modi - Chairperson
ii. Smt. Sangeeta Upadhyay - Member
iii. Prem Prakash Agrawal – Member

A. BACKGROUND:

1. A meeting of the Audit Committee of Gallantt Ispat Limited ("Company or "GIL") was held on January 18, 2020 to consider and recommend the proposed Scheme of Amalgamation and Slump Sale providing for the Amalgamation of Gallantt Ispat Limited (Transferor Company No. 1), AAR Commercial Company Limited (Transferor Company No. 2), Hipoline Commerce Private Limited (Transferor Company No. 3), Lexi Exports Private Limited (Transferor Company No. 4) and Richie Credit and Finance Private Limited (Transferor Company No. 5) (together referred to as the "Transferor Companies") with Gallantt Metal Limited ("Transferee Company") and for the Slump Sale of the Specified Power Plant Undertaking of Gallantt 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.

2. In terms of circular no. CFD/DIL3/CIR/2017 /21 dated March 10, 2017 issued by the Securities and Exchange Board of India ("SEBI Circular"), a report from the Audit Committee is required to be furnished to the Company's Board of Directors, recommending the draft Scheme under the Companies Act, 2013, taking into consideration, inter alia, the Valuation Report. This report of the Audit Committee is made in order to comply with the requirements of the SEBI Circular.

3. This report is being furnished by the Audit Committee to the Board after perusing inter alia the following necessary documents:

(i) Valuation Report dated January17, 2020 issued by the Independent Valuer namely Mr. Vikash Goel, Chartered Accountants;

(ii) Fairness Opinion dated January 18, 2020 prepared by Intelligent Money Managers Private Limited, Independent Category-I Merchant Banker, providing the fairness opinion on the share exchange ratio recommended in the Valuation Report;

(iii) The draft Scheme of Amalgamation of the Company.

4. The equity shares of the Company are listed on BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE). The Company will be filing the Scheme along with the necessary information/documents with both the BSE and the NSE (collectively "Stock Exchanges").

THE SALIENT FEATURES OF THE PROPOSED SCHEME ARE AS UNDER:

1. "**Appointed Date of Merger**" means the open of business hours on 1st April 2019 after the completion of the slump sale referred to in Part II of the Scheme;

2. "**Appointed Date of Slump Sale**" means the open of business hours on 1st April 2019;

3. Inter-Company Shareholding and its Cancellation

i. The Transferor Companies No. 1 is a promoter of the Transferee Company and holds 3,94,62,895 (Three Crore Ninety-Four Lacs Sixty-Two Thousand Eight Hundred and Ninety-Five only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 48.53% of the total paid up equity share capital of the Transferee Company.

ii. The Transferor Companies No. 2 holds 4,97,48,760 (Four Crore Ninety-Seven Lacs Forty-Eight Thousand Seven Hundred and Sixty only) Equity Shares of face value of Re. 1/- each of the Transferor Companies No. 1 constituting 17.62% of the total paid up equity share capital of the Transferor Companies No. 1.

iii. The Transferee Company holds 7,25,19,920 (Seven Crore Twenty-Five Lacs Nineteen Thousand Nine Hundred and Twenty only) Equity Shares of face value of Re. 1/- each of the Transferor Companies No. 1

constituting 25.683% of the total paid up equity share capital of the Transferor Companies No. 1.

iv. The Transferor Companies No. 3 holds 90,83,128 (Ninety Lacs Eighty-Three Thousand One Hundred and Twenty-Eight only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 11.17% of the total paid up equity share capital of the Transferee Company.

v. The Transferor Companies No. 4 holds 1,19,30,679 (One Crore Nineteen Lacs Thirty Thousand Six Hundred and Seventy-Nine only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 14.671% of the total paid up equity share capital of the Transferee Company.

vi. The Transferor Companies No. 5 holds 50,20,194 (Fifty Lacs Twenty Thousand One Hundred and Ninety-Four only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 6.173% of the total paid up equity share capital of the Transferee Company.

Upon the Scheme becoming effective and upon the amalgamation of Transferor Companies with the Transferee Company, the Inter-corporate cross shareholding shall stand cancelled under this Scheme.

4. Slump Sale of 18 MW Power Plant of the Transferor Company No. 1 to the Transferee Company

The Board of Directors of the Transferor Companies No 1 and Transferee Company have decided to transfer by way of Slump Sale 18MW Power Plant Undertaking of Transferor Company No. 1 to Transferee Company and the Board of Directors of all the Transferor Companies and of the Transferee Company have decided to amalgamate the Transferor Companies with the Transferee Company in accordance with the terms and conditions of this Scheme and in accordance with the Act and in compliance with the applicable provisions of the Income Tax Act, 1961 including, in particular Section 50B and Section 2(1B).

Upon the Scheme becoming effective and with effect from Appointed Date of Slump Sale, the Power Plant Undertaking of the Transferor Company No. 1 shall pursuant to section 230 and other applicable provisions of the Act and without any further act or deed be transferred to and be vested or deemed to be vested in the Transferee Company as a going concern, pursuant to a slump sale and for this purpose the approval of the Scheme shall be deemed to be the approval of the shareholders and creditors of Transferor Companies No. 1.

The Transferee Company for acquisition of the Power Plant Undertaking would be liable to pay consideration of Rs. 35 crores.

5. Issue of Shares by the Transferee Company

Pursuant to the terms of the Scheme, 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 Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Re. 1/- each fully paid up held by such member in the Transferor Company No. 1.

- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 2.

- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.

- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.

- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 5.

6. Transfer and vesting of the undertakings and business

Upon the Scheme becoming effective, all assets, liabilities, contracts, rights, obligations of the Transferor Companies shall stand transferred to the Transferee Company, as a going concern, with effect from the appointed date.

The transfer and vesting of the undertakings and business of the Transferor Companies in the Transferor Company will be effective from Appointed Date.

7. Rationale of the Scheme

The Audit Committee discussed and noted the rationale of the proposed Scheme as set out below:

The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra

and Rajasthan. In the same way, The Transferor Company No. 1 is a pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR. The Transferor Companies No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

The Transferor Companies No. 2 has plan to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Companies No. 1. The Transferor Companies No. 1 is also inter alia engaged in the business of real estate. The Transferor Companies 2 holds significant portion (17.62%) of the equity share capital of the Transferor Companies No. 1. The amalgamation into the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

Transferor Companies No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Companies No. 3 with the Transferee Company would result in clarifying and making transparent the shareholding of the Transferee Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

The amalgamation particularly of the Transferor Companies No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well.

The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Companies No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power Plant Undertaking of Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking and business of the Transferor Companies with the

Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

The proposed Scheme will be beneficial, advantageous and not prejudicial to the interests of the shareholders, creditors and other stakeholders of the Company.

7. Approval of the Scheme and Listing of Shares

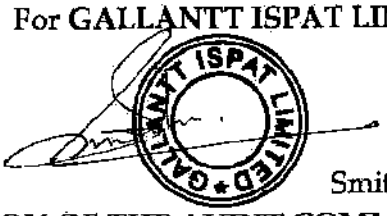
The Scheme will become effective on obtaining all approvals and upon filing of the certified copy of the Order of the NCLT with the Registrar of Companies, as mentioned in the draft Scheme.

The equity shares to be issued by the Transferee Company to the shareholders of the Transferor Companies pursuant to the Scheme are proposed to be listed on the Stock Exchanges in terms of the Scheme and the SEBI Circular.

RECOMMENDATION OF THE AUDIT COMMITTEE

(i) The Audit Committee having considered the aforesaid documents, its observations and discussion, is of the opinion that the share exchange ratio contained in the Valuation Report is fair and reasonable.

(ii) Accordingly, the Audit Committee do hereby unanimously recommend the Scheme for favorable consideration by the Board of Directors of the Company.

Date: 18.01.2020 Place: Gorakhpur	By Order of the Audit Committee For **GALLANTT ISPAT LIMITED**  Smita Modi **CHAIRPERSON OF THE AUDIT COMMITTEE**

Corporate Office :
1, Crooked Lane,
Room Nos. 222 & 223,
Second Floor,
Kolkata-700069 (W.B.)
Tel. : 033-46004831

REPORT OF THE AUDIT COMMITTEE OF GALLANTT METAL LIMITED ("GML/COMPANY/TRANSFEEE COMPANY") RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION AND SLUMP SALE PROVIDING FOR THE AMALGAMATATION OF GALLANTT ISPAT LIMITED, HIPOLINE COMMERCE PRIVATE LIMITED, AAR COMMERCIAL COMPANY LIMITED, LEXI EXPORTS PRIVATE LIMITED AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED WITH GALLANTT METAL LIMITED AND FOR THE SLUMP SALE OF THE SPECIFIED POWER PLANT UNDERTAKING OF GALLANTT ISPAT LIMITED TO THE TRANSFEREE COMPANY GALLANTT METAL LIMITED ("SCHEME")

Members of the Audit Committee of the Board of Directors of Gallantt Metal Limited ("Company or "GML") present in the meeting of the said Committee held on January 18, 2020:

Members:
i. Smt. Richa Bhartiya - Chairperson
ii. Smt. Jyotirindra Nath Dey - Member
iii. Nitin Mahavir Prasad Kandoi– Member

A. BACKGROUND:

1. A meeting of the Audit Committee of Gallantt Metal Limited ("Company or "GML")
was held on January18, 2020 to consider and recommend the proposed Scheme of Amalgamation and Slump Sale providing for the Amalgamation of Gallantt Ispat Limited (Transferor Company No. 1), AAR Commercial Company Limited (Transferor Company No. 2), Hipoline Commerce Private Limited (Transferor Company No. 3), Lexi Exports Private Limited (Transferor Company No. 4) and Richie Credit and Finance Private Limited (Transferor Company No. 5)(together referred to as the "Transferor Companies") with Gallantt Metal Limited ("Transferee Company") and for the Slump Sale of the Specified Power Plant Undertaking of Gallantt 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.

2. In terms of circular no. CFD/DIL3/CIR/2017 /21 dated March 10, 2017 issued by the Securities and Exchange Board of India ("SEBI Circular"), a report from the Audit Committee is required to be furnished to the Company's Board of Directors

Richa Bhartiya

GALLANTT METAL LIMITED

recommending the draft Scheme under the Companies Act, 2013, taking into consideration, inter alia, the Valuation Report. This report of the Audit Committee is made in order to comply with the requirements of the SEBI Circular.

3. This report is being furnished by the Audit Committee to the Board after perusing inter alia the following necessary documents:

(i) Valuation Report dated January17, 2020 issued by the Independent Valuer namely Mr. Vikash Goel, Chartered Accountants;

(ii) Fairness Opinion dated January 18, 2020 prepared by Intelligent Money Managers Private Limited, Independent Category-I Merchant Banker, providing the fairness opinion on the share exchange ratio recommended in the Valuation Report;

(iii) The draft Scheme of Amalgamation of the Company.

4. The equity shares of the Company are listed on BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE). The Company will be filing the Scheme along with the necessary information/documents with both the BSE and the NSE (collectively "Stock Exchanges").

THE SALIENT FEATURES OF THE PROPOSED SCHEME ARE AS UNDER:

1. "Appointed Date of Merger" means the open of business hours on 1st April 2019 after the completion of the slump sale referred to in Part II of the Scheme;

2. "Appointed Date of Slump Sale" means the open of business hours on 1st April 2019;

3. Inter-Company Shareholding and its Cancellation

i. The Transferor Companies No. 1 is a promoter of the Transferee Company and holds 3,94,62,895 (Three Crore Ninety-Four Lacs Sixty-Two Thousand Eight Hundred and Ninety-Five only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 48.53% of the total paid up equity share capital of the Transferee Company.

ii. The Transferor Companies No. 2 holds 4,97,48,760 (Four Crore Ninety-Seven Lacs Forty-Eight Thousand Seven Hundred and Sixty only)

Richa Bharadhyaj

GALLANTT METAL LIMITED

Equity Shares of face value of Re. 1/- each of the Transferor Companies No. 1 constituting 17.62% of the total paid up equity share capital of the Transferor Companies No. 1.

iii. The Transferee Company holds 7,25,19,920 (Seven Crore Twenty-Five Lacs Nineteen Thousand Nine Hundred and Twenty only) Equity Shares of face value of Re. 1/- each of the Transferor Companies No. 1 constituting 25.683% of the total paid up equity share capital of the Transferor Companies No. 1.

iv. The Transferor Companies No. 3 holds 90,83,128 (Ninety Lacs Eighty-Three Thousand One Hundred and Twenty-Eight only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 11.17% of the total paid up equity share capital of the Transferee Company.

v. The Transferor Companies No. 4 holds 1,19,30,679 (One Crore Nineteen Lacs Thirty Thousand Six Hundred and Seventy-Nine only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 14.671% of the total paid up equity share capital of the Transferee Company.

vi. The Transferor Companies No. 5 holds 50,20,194 (Fifty Lacs Twenty Thousand One Hundred and Ninety-Four only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 6.173% of the total paid up equity share capital of the Transferee Company.

Upon the Scheme becoming effective and upon the amalgamation of Transferor Companies with the Transferee Company, the Inter-corporate cross shareholding shall stand cancelled under this Scheme.

4. Slump Sale of 18 MW Power Plant of the Transferor Company No. 1 to the Transferee Company

The Board of Directors of the Transferor Companies No 1 and Transferee Company have decided to transfer by way of Slump Sale 18MW Power Plant Undertaking of Transferor Company No. 1 to Transferee Company and the Board of Directors of all the Transferor Companies and of the Transferee Company have decided to amalgamate the Transferor Companies with the Transferee Company in accordance with the terms and conditions of this Scheme and in accordance with the Act and in compliance with the applicable provisions of the Income Tax Act, 1961 including, in particular Section 50B and Section 2(1B).

Richa Bhartiya

GALLANTT METAL LIMITED

Upon the Scheme becoming effective and with effect from Appointed Date of Slump Sale, the Power Plant Undertaking of the Transferor Company No. 1 shall pursuant to section 230 and other applicable provisions of the Act and without any further act or deed be transferred to and be vested or deemed to be vested in the Transferee Company as a going concern, pursuant to a slump sale and for this purpose the approval of the Scheme shall be deemed to be the approval of the shareholders and creditors of Transferor Companies No. 1.

The Transferee Company for acquisition of the Power Plant Undertaking would be liable to pay consideration of Rs. 35 crores.

5. Issue of Shares by the Transferee Company

Pursuant to the terms of the Scheme, 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 Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Re. 1/- each fully paid up held by such member in the Transferor Company No. 1.

- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 2.

- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.

- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.

- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 5.

6. Transfer and vesting of the undertakings and business

Richa Bharti

METAL LIMITED GALLANT

Upon the Scheme becoming effective, all assets, liabilities, contracts, rights, obligations of the Transferor Companies shall stand transferred to the Transferee Company, as a going concern, with effect from the appointed date.

The transfer and vesting of the undertakings and business of the Transferor Companies in the Transferor Company will be effective from Appointed Date.

7. Rationale of the Scheme

The Audit Committee discussed and noted the rationale of the proposed Scheme as set out below:

The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same way, The Transferor Company No. 1 is a pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR. The Transferor Companies No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

The Transferor Companies No. 2 has plan to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Companies No. 1. The Transferor Companies No. 1 is also inter alia engaged in the business of real estate. The Transferor Companies 2 holds significant portion (17.62%) of the equity share capital of the Transferor Companies No. 1. The amalgamation into the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

Transferor Companies No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Companies No. 3 with the Transferee Company would result in clarifying and making transparent the shareholding of the Transferee

Richa Bharadwaj

GALLANTT METAL LIMITED

Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

The amalgamation particularly of the Transferor Companies No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well.

The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Companies No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power Plant Undertaking of Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

The proposed Scheme will be beneficial, advantageous and not prejudicial to the interests of the shareholders, creditors and other stakeholders of the Company.

7. Approval of the Scheme and Listing of Shares

The Scheme will become effective on obtaining all approvals and upon filing of the certified copy of the Order of the NCLT with the Registrar of Companies, as mentioned in the draft Scheme.

GALLANTT METAL LIMITED

The equity shares to be issued by the Transferee Company to the shareholders of the Transferor Companies pursuant to the Scheme are proposed to be listed on the Stock Exchanges in terms of the Scheme and the SEBI Circular.

RECOMMENDATION OF THE AUDIT COMMITTEE

(i) The Audit Committee having considered the aforesaid documents, its observations and discussion, is of the opinion that the share exchange ratio contained in the Valuation Report is fair and reasonable.

(ii) Accordingly, the Audit Committee do hereby unanimously recommend the Scheme for favorable consideration by the Board of Directors of the Company.

By Order of the Audit Committee
For **GALLANTT METAL LIMITED**

Date: 18.01.2020
Place: Gorakhpur

Richa Bhartiya
CHAIRPERSON OF THE AUDIT COMMITTEE

AAR COMMERCIAL COMPANY LIMITED

I – 7, JANGPURA EXTENSION, NEW DELHI - 110014
Website: www.aarccl.in; Tel: 011-41645392; Mobile: 8017563471
E-mail ID: investors.commercial@rediffmail.com
CIN: L63090DL1982PLC354818

Corporate Office :
1, Crooked Lane,
Room Nos. 208, Second Floor,
Kolkata-700069 (W.B.)
Tel. : 033-40078021

REPORT OF THE AUDIT COMMITTEE OF AAR COMMERCIAL COMPANY LIMITED ("AAR/COMPANY/TRANSFEROR COMPANY NO. 2") RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION AND SLUMP SALE PROVIDING FOR THE AMALGAMATATION OF GALLANTT ISPAT LIMITED, AAR COMMERCIAL COMPANY LIMITED, HIPOLINE COMMERCE PRIVATE LIMITED, LEXI EXPORTS PRIVATE LIMITED AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED WITH GALLANTT METAL LIMITED AND FOR THE SLUMP SALE OF THE SPECIFIED POWER PLANT UNDERTAKING OF GALLANTT ISPAT LIMITED TO THE TRANSFEREE COMPANY GALLANTT METAL LIMITED ("SCHEME")

Members of the Audit Committee of the Board of Directors of AAR Commercial Company Limited ("Company or "AAR or Transferor Company No. 2") present in the meeting of the said Committee held on January 18, 2020:

Members:
i. Smt. Nishi Agrawal - Chairperson
ii. Smt. Uma Sharma- Member
iii. Udit Agarwal– Member

A. BACKGROUND:

1. A meeting of the Audit Committee of AAR Commercial Company Limited ("Company or "AAR"]was held on January18, 2020 to consider and recommend the proposed Scheme of Amalgamation and Slump Sale providing for the Amalgamation of Gallantt Ispat Limited (Transferor Company No. 1), AAR Commercial Company Limited ("Company or AAR or Transferor Company No. 2"), Hipoline Commerce Private Limited (Transferor Company No. 3), Lexi Exports Private Limited (Transferor Company No. 4) and Richie Credit and Finance Private Limited (Transferor Company No. 5)(together referred to as the "Transferor Companies") with Gallantt Metal Limited ("Transferee Company") and for the Slump Sale of the Specified Power Plant Undertaking of Gallantt 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.

2. In terms of circular no. CFD/DIL3/CIR/2017 /21 dated March 10, 2017 issued by the
Securities and Exchange Board of India ("SEBI Circular"), a report from the Audit Committee is required to be furnished to the Company's Board of Directors, recommending the draft Scheme under the Companies Act, 2013, taking into

AAR COMMERCIAL COMPANY LIMITED

consideration, inter alia, the Valuation Report. This report of the Audit Committee is made in order to comply with the requirements of the SEBI Circular.

3. This report is being furnished by the Audit Committee to the Board after perusing inter alia the following necessary documents:

(i) Valuation Report dated January 17, 2020 issued by the Independent Valuer namely Mr. Vikash Goel, Chartered Accountants;

(ii) Fairness Opinion dated January 18, 2020 prepared by Intelligent Money Managers Private Limited, Independent Category-| Merchant Banker, providing the fairness opinion on the share exchange ratio recommended in the Valuation Report;

(iii) The draft Scheme of Amalgamation of the Company.

4. The equity shares of the Company are listed on BSE Limited (BSE) and The Calcutta Stock Exchange Limited (CSE). The Company will be filing the Scheme along with the necessary information/documents with both the BSE and the CSE (collectively "Stock Exchanges").

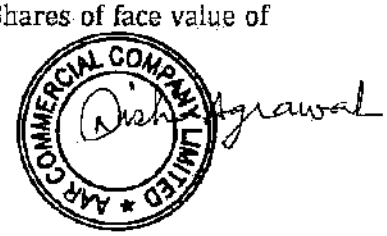
THE SALIENT FEATURES OF THE PROPOSED SCHEME ARE AS UNDER:

1. **"Appointed Date of Merger"** means the open of business hours on 1st April 2019 after the completion of the slump sale referred to in Part II of the Scheme;

2. **"Appointed Date of Slump Sale"** means the open of business hours on 1st April 2019;

3. Inter-Company Shareholding and its Cancellation

i. The Transferor Companies No. 1 is a promoter of the Transferee Company and holds 3,94,62,895 (Three Crore Ninety-Four Lacs Sixty-Two Thousand Eight Hundred and Ninety-Five only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 48.53% of the total paid up equity share capital of the Transferee Company.
ii. The Transferor Companies No. 2 holds 4,97,48,760 (Four Crore Ninety-Seven Lacs Forty-Eight Thousand Seven Hundred and Sixty only) Equity Shares of face value of Re. 1/- each of the Transferor Companies No. 1 constituting 17.62% of the total paid up equity share capital of the Transferor Companies No. 1.
iii. The Transferee Company holds 7,25,19,920 (Seven Crore Twenty-Five Lacs Nineteen Thousand Nine Hundred and Twenty only) Equity Shares of face value of Re. 1/- each of the Transferor Companies No. 1 constituting 25.683% of the total paid up equity share capital of the Transferor Companies No. 1.
iv. The Transferor Companies No. 3 holds 90,83,128 (Ninety Lacs Eighty-Three Thousand One Hundred and Twenty-Eight only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 11.17% of the total paid up equity share capital of the Transferee Company.
v. The Transferor Companies No. 4 holds 1,19,30,679 (One Crore Nineteen Lacs Thirty Thousand Six Hundred and Seventy-Nine only) Equity Shares of face value of



Rs. 10/- each of the Transferee Company constituting 14.671% of the total paid up equity share capital of the Transferee Company.

vi. The Transferor Companies No. 5 holds 50,20,194 (Fifty Lacs Twenty Thousand One Hundred and Ninety-Four only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 6.173% of the total paid up equity share capital of the Transferee Company.

Upon the Scheme becoming effective and upon the amalgamation of Transferor Companies with the Transferee Company, the Inter-corporate cross shareholding shall stand cancelled under this Scheme.

4. Slump Sale of 18 MW Power Plant of the Transferor Company No. 1 to the Transferee Company

The Board of Directors of the Transferor Companies No 1 and Transferee Company have decided to transfer by way of Slump Sale 18MW Power Plant Undertaking of Transferor Company No. 1 to Transferee Company and the Board of Directors of all the Transferor Companies and of the Transferee Company have decided to amalgamate the Transferor Companies with the Transferee Company in accordance with the terms and conditions of this Scheme and in accordance with the Act and in compliance with the applicable provisions of the Income Tax Act, 1961 including, in particular Section 50B and Section 2(1B).

Upon the Scheme becoming effective and with effect from Appointed Date of Slump Sale, the Power Plant Undertaking of the Transferor Company No. 1 shall pursuant to section 230 and other applicable provisions of the Act and without any further act or deed be transferred to and be vested or deemed to be vested in the Transferee Company as a going concern, pursuant to a slump sale and for this purpose the approval of the Scheme shall be deemed to be the approval of the shareholders and creditors of Transferor Companies No. 1.

The Transferee Company for acquisition of the Power Plant Undertaking would be liable to pay consideration of Rs. 35 crores.

5. Issue of Shares by the Transferee Company

Pursuant to the terms of the Scheme, 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 Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Re. 1/- each fully paid up held by such member in the Transferor Company No. 1.

- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 2.

AAR COMMERCIAL COMPANY LIMITED

- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.

- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- Rs. 50.38 fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.

- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 5.

6. Transfer and vesting of the undertakings and business

Upon the Scheme becoming effective, all assets, liabilities, contracts, rights, obligations of the Transferor Companies shall stand transferred to the Transferee Company, as a going concern, with effect from the appointed date.

The transfer and vesting of the undertakings and business of the Transferor Companies in the Transferor Company will be effective from Appointed Date.

7. Rationale of the Scheme

The Audit Committee discussed and noted the rationale of the proposed Scheme as set out below:

The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same way, The Transferor Company No. 1 is a pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR. The Transferor Companies No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

The Transferor Companies No. 2 has plan to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Companies No. 1. The Transferor Companies No. 1 is also inter alia engaged in the business of real estate. The Transferor Companies 2 holds significant portion (17.62%) of the equity share capital of the Transferor Companies No. 1. The amalgamation into the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

Transferor Companies No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Companies No. 3 with the Transferee Company would result in clarifying and making transparent the

shareholding of the Transferee Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

The amalgamation particularly of the Transferor Companies No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well.

The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Companies No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power Plant Undertaking of Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

The proposed Scheme will be beneficial, advantageous and not prejudicial to the interests of the shareholders, creditors and other stakeholders of the Company.

7. Approval of the Scheme and Listing of Shares

The Scheme will become effective on obtaining all approvals and upon filing of the certified copy of the Order of the NCLT with the Registrar of Companies, as mentioned in the draft Scheme.

The equity shares to be issued by the Transferee Company to the shareholders of the Transferor Companies pursuant to the Scheme are proposed to be listed on the Stock Exchanges in terms of the Scheme and the SEBI Circular.

RECOMMENDATION OF THE AUDIT COMMITTEE

(i) The Audit Committee having considered the aforesaid documents, its observations and discussion, is of the opinion that the share exchange ratio contained in the Valuation Report is fair and reasonable.

(ii) Accordingly, the Audit Committee do hereby unanimously recommend the Scheme for favourable consideration by the Board of Directors of the Company.

By Order of the Audit Committee
For **AAR COMMERCIAL COMPANY LIMITED**

Nishi Agrawal
CHAIRPERSON OF THE AUDIT COMMITTEE

Date: 18.01.2020
Place: New Delhi

Corporate Office :
1, Crooked Lane,
Room Nos. 222 & 223,
Second Floor,
Kolkata-700069 (W.B.)
Tel. : 033-46004831

REPORT OF THE AUDIT COMMITTEE OF GALLANTT ISPAT LIMITED ("GIL/COMPANY/TRANSFEROR CO. NO. 1") RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION AND SLUMP SALE PROVIDING FOR THE AMALGAMATION OF GALLANTT ISPAT LIMITED, HIPOLINE COMMERCE PRIVATE LIMITED, AAR COMMERCIAL COMPANY LIMITED, LEXI EXPORTS PRIVATE LIMITED AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED WITH GALLANTT METAL LIMITED AND FOR THE SLUMP SALE OF 18 MW POWER PLANT (THE SPECIFIED POWER PLANT UNDERTAKING) OF GALLANTT ISPAT LIMITED TO THE TRANSFEREE COMPANY GALLANTT METAL LIMITED ("SCHEME")

Members of the Audit Committee of the Board of Directors of Gallantt Ispat Limited ("Company or "GIL") present though Video Conferencing in the meeting of the said Committee held on May 25, 2020:

Members:
i. Smt. Smita Modi - Chairperson
ii. Smt. Sangeeta Upadhyay - Member
iii. Sri Prem Prakash Agrawal – Member

A. BACKGROUND:

1. A meeting of the Audit Committee of Gallantt Ispat Limited ("Company or "GIL") was held on May 25, 2020 to consider and recommend the proposed Scheme of Amalgamation and Slump Sale providing for the Amalgamation of Gallantt Ispat Limited (Transferor Company No. 1), AAR Commercial Company Limited (Transferor Company No. 2), Hipoline Commerce Private Limited (Transferor Company No. 3), Lexi Exports Private Limited (Transferor Company No. 4) and Richie Credit and Finance Private Limited (Transferor Company No. 5)(together referred to as the "Transferor Companies") with Gallantt Metal Limited ("Transferee Company") and for the Slump Sale of the Specified Power Plant Undertaking of Gallantt 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.

2. In terms of circular no. CFD/DIL3/CIR/2017 /21 dated March 10, 2017 issued by the

Securities and Exchange Board of India ("SEBI Circular"), a report from the Audit Committee is required to be furnished to the Company's Board of Directors, recommending the draft Scheme under the Companies Act, 2013, taking into consideration, inter alia, the Valuation Report. This report of the Audit Committee is made in order to comply with the requirements of the SEBI Circular and also requirements of the Stock Exchanges.

3. This report is being furnished by the Audit Committee to the Board after perusing inter alia the following necessary documents:

(i) Valuation cum Swap Ratio Report dated 17.01.2020 of Mr. Vikash Goel, Independent Registered Valuer, Registration No. IBBI/RV/01/2018/10339 **including Addendum to the Valuation report dated 21.05.2020.**

(ii) Valuation Report dated 14.01.2020 of 18 MW Power Plant of Mr. Debasish Ghosh, Independent Registered Valuer having Registration No. IBBI/RV/01/2019/11265.

(iii) Fairness Opinion dated January 18, 2020 **and Addendum to the Fairness Opinion dated May 23, 2020 prepared by Intelligent Money Managers Private Limited, Independent Category-I Merchant Banker, providing inter alia the fairness opinion on the share exchange ratio recommended in the Valuation Report, Valuation of the 18 MW Power Plant and Revised Scheme of Amalgamation;**

(iv) The revised draft Scheme of Amalgamation of the Company.

4. The equity shares of the Company are listed on BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE). The Company will be filing the Scheme along with the necessary information/documents with both the BSE and the NSE (collectively "Stock Exchanges").

THE SALIENT FEATURES OF THE PROPOSED SCHEME ARE AS UNDER:

1. **"Appointed Date of Merger"** means the open of business hours on 1st April 2019 after the completion of the slump sale referred to in Part II of the Scheme;

2. **"Appointed Date of Slump Sale"** means the open of business hours on 1st April 2019;

3. **Inter-Company Shareholding and its Cancellation**

i. The Transferor Companies No. 1 is a promoter of the Transferee Company and holds 3,94,62,895 (Three Crore Ninety-Four Lacs Sixty-Two Thousand Eight Hundred and Ninety-Five only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 48.53% of the total paid up equity share capital of the Transferee Company.

ii. The Transferor Companies No. 2 holds 4,97,48,760 (Four Crore Ninety-Seven Lacs Forty-Eight Thousand Seven Hundred and Sixty only) Equity Shares of face value of Re. 1/- each of the Transferor Companies No. 1 constituting 17.62% of the total paid up equity share capital of the Transferor Companies No. 1.

iii. The Transferee Company holds 7,25,19,920 (Seven Crore Twenty-Five Lacs Nineteen Thousand Nine Hundred and Twenty only) Equity Shares of face value of Re. 1/- each of the Transferor Companies No. 1 constituting 25.68% of the total paid up equity share capital of the Transferor Companies No. 1.

iv. The Transferor Companies No. 3 holds 90,83,128 (Ninety Lacs Eighty-Three Thousand One Hundred and Twenty-Eight only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 11.17% of the total paid up equity share capital of the Transferee Company.

v. The Transferor Companies No. 4 holds 1,19,30,679 (One Crore Nineteen Lacs Thirty Thousand Six Hundred and Seventy-Nine only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 14.67% of the total paid up equity share capital of the Transferee Company.

vi. The Transferor Companies No. 5 holds 50,20,194 (Fifty Lacs Twenty Thousand One Hundred and Ninety-Four only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 6.17% of the total paid up equity share capital of the Transferee Company.

Upon the Scheme becoming effective and upon the amalgamation of Transferor Companies with theTransferee Company, the Inter-corporate cross shareholding shall stand cancelled under this Scheme.

4. Slump Sale of 18 MW Power Plant of the Transferor Company No. 1 to the Transferee Company

Corporate Office :
1, Crooked Lane,
Room Nos. 222 & 223,
Second Floor,
Kolkata-700069 (W.B.)
Tel. : 033-46004831

The Board of Directors of the Transferor Companies No 1 and Transferee Company have decided to transfer by way of Slump Sale 18MW Power Plant Undertaking of Transferor Company No. 1 to Transferee Company and the Board of Directors of all the Transferor Companies and of the Transferee Company have decided to amalgamate the Transferor Companies with the Transferee Company in accordance with the terms and conditions of this Scheme and in accordance with the Act and in compliance with the applicable provisions of the Income Tax Act, 1961 including, in particular Section 50B and Section 2(1B).

Upon the Scheme becoming effective and with effect from Appointed Date of Slump Sale, the Power Plant Undertaking of the Transferor Company No. 1 shall pursuant to section 230 and other applicable provisions of the Act and without any further act or deed be transferred to and be vested or deemed to be vested in the Transferee Company as a going concern, pursuant to a slump sale and for this purpose the approval of the Scheme shall be deemed to be the approval of the shareholders and creditors of Transferor Companies No. 1.

The Transferee Company for acquisition of the Power Plant Undertaking would be liable to pay consideration of Rs. 35 crores. The payment of Rs. 35 crores shall be made within a period of one month from the date the Scheme approval order of Honorable National Company Law Tribunal is filed with the Central Government.

5. Issue of Shares by the Transferee Company

Pursuant to the terms of the Scheme, 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 Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Re. 1/- each fully paid up held by such member in the Transferor Company No. 1.

- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 2.

- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.

- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.

- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 5.

6. Transfer and vesting of the undertakings and business

Upon the Scheme becoming effective, all assets, liabilities, contracts, rights, obligations of the Transferor Companies shall stand transferred to the Transferee Company, as a going concern, with effect from the appointed date.

The transfer and vesting of the undertakings and business of the Transferor Companies in the Transferor Company will be effective from Appointed Date.

7. Rationale of the Scheme

The Audit Committee discussed and noted the rationale of the proposed Scheme as set out below:

The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same way, The Transferor Company No. 1 is a pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR. The Transferor Companies No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

The Transferor Companies No. 2 has plan to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Companies No. 1. The Transferor Companies No. 1 is also inter alia engaged in the business of real estate. The Transferor Companies 2 holds significant portion (17.62%) of the equity share capital of the Transferor Companies No. 1. The amalgamation into

the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

Transferor Companies No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Companies No. 3 with the Transferee Company would result in clarifying and making transparent the shareholding of the Transferee Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

The amalgamation particularly of the Transferor Companies No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the

merged entity but also attracting efficient manpower by the merged entity.

The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well.

The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Companies No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power Plant Undertaking of Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

The proposed Scheme will be beneficial, advantageous and not prejudicial to the interestsof the shareholders, creditors and other stakeholders of the Company.

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1, Crooked Lane,
Room Nos. 222 & 225,
Second Floor,
Kolkata-700069 (W.B.)
Tel. : 033-46004831

7. Approval of the Scheme and Listing of Shares

The Scheme will become effective on obtaining all approvals and upon filing of the certified copy of the Order of the NCLT with the Registrar of Companies, as mentioned in the draft Scheme.

The equity shares to be issued by the Transferee Company to the shareholders of the Transferor Companies pursuant to the Scheme are proposed to be listed on the Stock Exchanges in terms of the Scheme and the SEBI Circular.

RECOMMENDATION OF THE AUDIT COMMITTEE

(i) The Audit Committee having considered the aforesaid documents (including revised Scheme of Amalgamation, aforesaid both the valuation reports and fairness opinion and addendum thereto), its observations and discussion, is of the opinion that the share exchange ratio contained in the Valuation Report is fair and reasonable.

(ii) Valuation of the 18 MW Power Plant at Rs. 35 Crores is fair as valued by the Registered Valuer Mr. Debasish Ghosh.

(iii) Revised Scheme of Amalgamation and Slump Sale is in accordance with the requirements of the Stock Exchanges and all other applicable provisions.

(iv) Accordingly, the Audit Committee do hereby unanimously recommend the Revised Scheme for favorable consideration by the Board of Directors of the Company.

	By Order of the Audit Committee For **GALLANTT ISPAT LIMITED** Smita Modi **CHAIRPERSON OF THE AUDIT COMMITTEE**
Date: 25.05.2020	

Corporate Office :
1, Crooked Lane,
Room Nos. 222 & 223,
Second Floor,
Kolkata-700069 (W.B.)
Tel. : 033-46004331

AUDIT COMMITTEE REPORT RECOMMEDNING THE DRAFT SCHEME- **Annexure – 3**

REPORT OF THE AUDIT COMMITTEE OF GALLANTT METAL LIMITED ("GML/COMPANY/TRANSFEREE CO.") RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION AND SLUMP SALE PROVIDING FOR THE AMALGAMATION OF GALLANTT ISPAT LIMITED, HIPOLINE COMMERCE PRIVATE LIMITED, AAR COMMERCIAL COMPANY LIMITED, LEXI EXPORTS PRIVATE LIMITED AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED WITH GALLANTT METAL LIMITED AND FOR THE SLUMP SALE OF 18 MW POWER PLANT (THE SPECIFIED POWER PLANT UNDERTAKING) OF GALLANTT ISPAT LIMITED TO THE TRANSFEREE COMPANY GALLANTT METAL LIMITED ("SCHEME")

Members of the Audit Committee of the Board of Directors of Gallantt Metal Limited ("Company or "GML") present though Video Conferencing in the meeting of the said Committee held on May 25, 2020:

Members:
i. Smt. Richa Bhartiya - Chairperson
ii. Sri Jyotirindra Nath Dey - Member
iii. Sri Nitin Mahavir Prasad Kandoi – Member

A. BACKGROUND:

1. A meeting of the Audit Committee of Gallantt Metal Limited ("Company or "GML") was held on May 25, 2020 to consider and recommend the proposed Scheme of Amalgamation and Slump Sale providing for the Amalgamation of Gallantt Ispat Limited (Transferor Company No. 1), AAR Commercial Company Limited (Transferor Company No. 2), Hipoline Commerce Private Limited (Transferor Company No. 3), Lexi Exports Private Limited (Transferor Company No. 4) and Richie Credit and Finance Private Limited (Transferor Company No. 5) (together referred to as the "Transferor Companies") with Gallantt Metal Limited ("Transferee Company") and for the Slump Sale of the Specified Power Plant Undertaking of Gallantt 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.

2. In terms of circular no. CFD/DIL3/CIR/2017 /21 dated March 10, 2017 issued by the Securities and Exchange Board of India ("SEBI Circular"), a report from the Audit Committee is required to be furnished to the Company's Board of Directors,

recommending the draft Scheme under the Companies Act, 2013, taking into consideration, inter alia, the Valuation Report. This report of the Audit Committee is made in order to comply with the requirements of the SEBI Circular and also requirements of the Stock Exchanges.

3. This report is being furnished by the Audit Committee to the Board after perusing inter alia the following necessary documents:

(i) Valuation cum Swap Ratio Report dated 17.01.2020 of Mr. Vikash Goel, Independent Registered Valuer, Registration No. IBBI/RV/01/2018/10339 **including Addendum to the Valuation report dated 21.05.2020.**

(ii) Valuation Report dated 14.01.2020 of 18 MW Power Plant of Mr. Debasish Ghosh, Independent Registered Valuer having Registration No. IBBI/RV/01/2019/11265.

(iii) Fairness Opinion dated January 18, 2020 **and Addendum to the Fairness Opinion dated May 23, 2020 prepared by Intelligent Money Managers Private Limited, Independent Category-I Merchant Banker, providing inter alia the fairness opinion on the share exchange ratio recommended in the Valuation Report, Valuation of the 18 MW Power Plant and Revised Scheme of Amalgamation;**

(iv) The revised draft Scheme of Amalgamation of the Company.

4. The equity shares of the Company are listed on BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE). The Company will be filing the Scheme along with the necessary information/documents with both the BSE and the NSE (collectively "Stock Exchanges").

THE SALIENT FEATURES OF THE PROPOSED SCHEME ARE AS UNDER:

1. "**Appointed Date of Merger**" means the open of business hours on 1st April 2019 after the completion of the slump sale referred to in Part II of the Scheme;

2. "**Appointed Date of Slump Sale**" means the open of business hours on 1st April 2019;

3. **Inter-Company Shareholding and its Cancellation**

i. The Transferor Companies No. 1 is a promoter of the Transferee Company and holds 3,94,62,895 (Three Crore Ninety-Four Lacs Sixty-Two Thousand Eight Hundred and Ninety-Five only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 48.53% of the total paid up equity share capital of the Transferee Company.

ii. The Transferor Companies No. 2 holds 4,97,48,760 (Four Crore Ninety-Seven Lacs Forty-Eight Thousand Seven Hundred and Sixty only) Equity Shares of face value of Re. 1/- each of the Transferor Companies No. 1 constituting 17.62% of the total paid up equity share capital of the Transferor Companies No. 1.

iii. The Transferee Company holds 7,25,19,920 (Seven Crore Twenty-Five Lacs Nineteen Thousand Nine Hundred and Twenty only) Equity Shares of face value of Re. 1/- each of the Transferor Companies No. 1 constituting 25.68% of the total paid up equity share capital of the Transferor Companies No. 1.

iv. The Transferor Companies No. 3 holds 90,83,128 (Ninety Lacs Eighty-Three Thousand One Hundred and Twenty-Eight only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 11.17% of the total paid up equity share capital of the Transferee Company.

v. The Transferor Companies No. 4 holds 1,19,30,679 (One Crore Nineteen Lacs Thirty Thousand Six Hundred and Seventy-Nine only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 14.67% of the total paid up equity share capital of the Transferee Company.

vi. The Transferor Companies No. 5 holds 50,20,194 (Fifty Lacs Twenty Thousand One Hundred and Ninety-Four only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 6.17% of the total paid up equity share capital of the Transferee Company.

Upon the Scheme becoming effective and upon the amalgamation of Transferor Companies with theTransferee Company, the Inter-corporate cross shareholding shall stand cancelled under this Scheme.

4. Slump Sale of 18 MW Power Plant of the Transferor Company No. 1 to the Transferee Company

Corporate Office :
1, Crooked Lane,
Room Nos. 222 & 223,
Second Floor,
Kolkata-700069 (W.B.)
Tel. : 033-46004831

The Board of Directors of the Transferor Companies No 1 and Transferee Company have decided to transfer by way of Slump Sale 18MW Power Plant Undertaking of Transferor Company No. 1 to Transferee Company and the Board of Directors of all the Transferor Companies and of the Transferee Company have decided to amalgamate the Transferor Companies with the Transferee Company in accordance with the terms and conditions of this Scheme and in accordance with the Act and in compliance with the applicable provisions of the Income Tax Act, 1961 including, in particular Section 50B and Section 2(1B).

Upon the Scheme becoming effective and with effect from Appointed Date of Slump Sale, the Power Plant Undertaking of the Transferor Company No. 1 shall pursuant to section 230 and other applicable provisions of the Act and without any further act or deed be transferred to and be vested or deemed to be vested in the Transferee Company as a going concern, pursuant to a slump sale and for this purpose the approval of the Scheme shall be deemed to be the approval of the shareholders and creditors of Transferor Companies No. 1.

The Transferee Company for acquisition of the Power Plant Undertaking would be liable to pay consideration of Rs. 35 crores. The payment of Rs. 35 crores shall be made within a period of one month from the date the Scheme approval order of Honorable National Company Law Tribunal is filed with the Central Government.

5. Issue of Shares by the Transferee Company

Pursuant to the terms of the Scheme, 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 Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Re. 1/- each fully paid up held by such member in the Transferor Company No. 1.

- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 2.

- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.

- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.

- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 5.

6. Transfer and vesting of the undertakings and business

Upon the Scheme becoming effective, all assets, liabilities, contracts, rights, obligations of the Transferor Companies shall stand transferred to the Transferee Company, as a going concern, with effect from the appointed date.

The transfer and vesting of the undertakings and business of the Transferor Companies in the Transferor Company will be effective from Appointed Date.

7. Rationale of the Scheme

The Audit Committee discussed and noted the rationale of the proposed Scheme as set out below:

The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same way, The Transferor Company No. 1 is a pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR. The Transferor Companies No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

The Transferor Companies No. 2 has plan to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Companies No. 1. The Transferor Companies No. 1 is also inter alia engaged in the business of real estate. The

Transferor Companies 2 holds significant portion (17.62%) of the equity share capital of the Transferor Companies No. 1. The amalgamation into the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

Transferor Companies No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Companies No. 3 with the Transferee Company would result in clarifying and making transparent the shareholding of the Transferee Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

The amalgamation particularly of the Transferor Companies No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well.

The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Companies No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power Plant Undertaking of Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

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Second Floor,
Kolkata-700069 (W.B.)
Tel. : 033-46004831

The proposed Scheme will be beneficial, advantageous and not prejudicial to the interestsof the shareholders, creditors and other stakeholders of the Company.

7. Approval of the Scheme and Listing of Shares

The Scheme will become effective on obtaining all approvals and upon filing of the certified copy of the Order of the NCLT with the Registrar of Companies, as mentioned in the draft Scheme.

The equity shares to be issued by the Transferee Company to the shareholders of the Transferor Companies pursuant to the Scheme are proposed to be listed on the Stock Exchanges in terms of the Scheme and the SEBI Circular.

RECOMMENDATION OF THE AUDIT COMMITTEE

(i) The Audit Committee having considered the aforesaid documents (including revised Scheme of Amalgamation, aforesaid both the valuation reports and fairness opinion and addendum thereto), its observations and discussion, is of the opinion that the share exchange ratio contained in the Valuation Report is fair and reasonable.

(ii) Valuation of the 18 MW Power Plant at Rs. 35 Crores is fair as valued by the Registered Valuer Mr. Debasish Ghosh.

(iii) Revised Scheme of Amalgamation and Slump Sale is in accordance with the requirements of the Stock Exchanges and all other applicable provisions.

(iv) Accordingly, the Audit Committee do hereby unanimously recommend the Revised Scheme for favorable consideration by the Board of Directors of the Company.

	By Order of the Audit Committee For **GALLANTT METAL LIMITED** Richa Bhartiya **CHAIRPERSON OF THE AUDIT COMMITTEE**
Date: 25.05.2020	

AAR COMMERCIAL COMPANY LIMITED

I – 7, JANGPURA EXTENSION, NEW DELHI - 110014
Website: www.aarccl.in; Tel: 011-41645392; Mobile: 8017563471
E-mail ID: investors.commercial@rediffmail.com
CIN: L63090DL1982PLC354818

Corporate Office :
1, Crooked Lane,
Room Nos. 208, Second Floor,
Kolkata-700069 (W.B.)
Tel. : 033-40078021

AUDIT COMMITTEE REPORT RECOMMEDNING THE DRAFT SCHEME- **Annexure – 3**

REPORT OF THE AUDIT COMMITTEE OF AAR COMMERCIAL COMPANY LIMITED ("AAR/COMPANY/TRANSFEROR CO. NO. 2") RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION AND SLUMP SALE PROVIDING FOR THE AMALGAMATION OF GALLANTT ISPAT LIMITED, HIPOLINE COMMERCE PRIVATE LIMITED, AAR COMMERCIAL COMPANY LIMITED, LEXI EXPORTS PRIVATE LIMITED AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED WITH GALLANTT METAL LIMITED AND FOR THE SLUMP SALE OF 18 MW POWER PLANT (THE SPECIFIED POWER PLANT UNDERTAKING) OF GALLANTT ISPAT LIMITED TO THE TRANSFEREE COMPANY GALLANTT METAL LIMITED ("SCHEME")

Members of the Audit Committee of the Board of Directors of AAR Commercial Company Limited ("Company or "AAR") present though Video Conferencing in the meeting of the said Committee held on May 25, 2020:

Members:
i. Smt. Nishi Agarwal - Chairperson
ii. Sri Udit Agarwal – Member

A. BACKGROUND:

1. A meeting of the Audit Committee of AAR Commercial Company Limited ("Company or "AAR") was held on May 25, 2020 to consider and recommend the proposed Scheme of Amalgamation and Slump Sale providing for the Amalgamation of Gallantt Ispat Limited (Transferor Company No. 1), AAR Commercial Company Limited (Transferor Company No. 2), Hipoline Commerce Private Limited (Transferor Company No. 3), Lexi Exports Private Limited (Transferor Company No. 4) and Richie Credit and Finance Private Limited (Transferor Company No. 5)(together referred to as the "Transferor Companies") with Gallantt Metal Limited ("Transferee Company") and for the Slump Sale of the Specified Power Plant Undertaking of Gallantt 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.

2. In terms of circular no. CFD/DIL3/CIR/2017 /21 dated March 10, 2017 issued by the

AAR COMMERCIAL COMPANY LTD. KOLKATA

Securities and Exchange Board of India ("SEBI Circular"), a report from the Audit Committee is required to be furnished to the Company's Board of Directors, recommending the draft Scheme under the Companies Act, 2013, taking into consideration, inter alia, the Valuation Report. This report of the Audit Committee is made in order to comply with the requirements of the SEBI Circular and also requirements of the Stock Exchanges.

3. This report is being furnished by the Audit Committee to the Board after perusing inter alia the following necessary documents:

(i) Valuation cum Swap Ratio Report dated 17.01.2020 of Mr. Vikash Goel, Independent Registered Valuer, Registration No. IBBI/RV/01/2018/10339 **including Addendum to the Valuation report dated 21.05.2020.**

(ii) Valuation Report dated 14.01.2020 of 18 MW Power Plant of Mr. Debasish Ghosh, Independent Registered Valuer having Registration No. IBBI/RV/01/2019/11265.

(iii) Fairness Opinion dated January 18, 2020 **and Addendum to the Fairness Opinion dated May 23, 2020 prepared by Intelligent Money Managers Private Limited, Independent Category-I Merchant Banker, providing inter alia the fairness opinion on the share exchange ratio recommended in the Valuation Report, Valuation of the 18 MW Power Plant and Revised Scheme of Amalgamation;**

(iv) The revised draft Scheme of Amalgamation of the Company.

4. The equity shares of the Company are listed on BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE). The Company will be filing the Scheme along with the necessary information/documents with both the BSE and the NSE (collectively "Stock Exchanges").

THE SALIENT FEATURES OF THE PROPOSED SCHEME ARE AS UNDER:

1. "**Appointed Date of Merger**" means the open of business hours on 1st April 2019 after the completion of the slump sale referred to in Part II of the Scheme;

2. "**Appointed Date of Slump Sale**" means the open of business hours on 1st April 2019;

3. Inter-Company Shareholding and its Cancellation

i. The Transferor Companies No. 1 is a promoter of the Transferee Company and holds 3,94,62,895 (Three Crore Ninety-Four Lacs Sixty-Two Thousand Eight Hundred and Ninety-Five only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 48.53% of the total paid up equity share capital of the Transferee Company.

ii. The Transferor Companies No. 2 holds 4,97,48,760 (Four Crore Ninety-Seven Lacs Forty-Eight Thousand Seven Hundred and Sixty only) Equity Shares of face value of Re. 1/- each of the Transferor Companies No. 1 constituting 17.62% of the total paid up equity share capital of the Transferor Companies No. 1.

iii. The Transferee Company holds 7,25,19,920 (Seven Crore Twenty-Five Lacs Nineteen Thousand Nine Hundred and Twenty only) Equity Shares of face value of Re. 1/- each of the Transferor Companies No. 1 constituting 25.68% of the total paid up equity share capital of the Transferor Companies No. 1.

iv. The Transferor Companies No. 3 holds 90,83,128 (Ninety Lacs Eighty-Three Thousand One Hundred and Twenty-Eight only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 11.17% of the total paid up equity share capital of the Transferee Company.

v. The Transferor Companies No. 4 holds 1,19,30,679 (One Crore Nineteen Lacs Thirty Thousand Six Hundred and Seventy-Nine only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 14.67% of the total paid up equity share capital of the Transferee Company.

vi. The Transferor Companies No. 5 holds 50,20,194 (Fifty Lacs Twenty Thousand One Hundred and Ninety-Four only) Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 6.17% of the total paid up equity share capital of the Transferee Company.

Upon the Scheme becoming effective and upon the amalgamation of Transferor Companies with the Transferee Company, the Inter-corporate cross shareholding shall stand cancelled under this Scheme.

4. Slump Sale of 18 MW Power Plant of the Transferor Company No. 1 to the Transferee Company

The Board of Directors of the Transferor Companies No 1 and Transferee Company have decided to transfer by way of Slump Sale 18MW Power Plant Undertaking of Transferor Company No. 1 to Transferee Company and the Board of Directors of all the Transferor Companies and of the Transferee Company have decided to amalgamate the Transferor Companies with the Transferee Company in accordance with the terms and conditions of this Scheme and in accordance with the Act and in compliance with the applicable provisions of the Income Tax Act, 1961 including, in particular Section 50B and Section 2(1B).

Upon the Scheme becoming effective and with effect from Appointed Date of Slump Sale, the Power Plant Undertaking of the Transferor Company No. 1 shall pursuant to section 230 and other applicable provisions of the Act and without any further act or deed be transferred to and be vested or deemed to be vested in the Transferee Company as a going concern, pursuant to a slump sale and for this purpose the approval of the Scheme shall be deemed to be the approval of the shareholders and creditors of Transferor Companies No. 1.

The Transferee Company for acquisition of the Power Plant Undertaking would be liable to pay consideration of Rs. 35 crores. The payment of Rs. 35 crores shall be made within a period of one month from the date the Scheme approval order of Honorable National Company Law Tribunal is filed with the Central Government.

5. Issue of Shares by the Transferee Company

Pursuant to the terms of the Scheme, 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 Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Re. 1/- each fully paid up held by such member in the Transferor Company No. 1.

- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 2.

- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.

- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.

- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 5.

6. Transfer and vesting of the undertakings and business

Upon the Scheme becoming effective, all assets, liabilities, contracts, rights, obligations of the Transferor Companies shall stand transferred to the Transferee Company, as a going concern, with effect from the appointed date.

The transfer and vesting of the undertakings and business of the Transferor Companies in the Transferor Company will be effective from Appointed Date.

7. Rationale of the Scheme

The Audit Committee discussed and noted the rationale of the proposed Scheme as set out below:

The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same way, The Transferor Company No. 1 is a

pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR. The Transferor Companies No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

The Transferor Companies No. 2 has plan to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Companies No. 1. The Transferor Companies No. 1 is also inter alia engaged in the business of real estate. The Transferor Companies 2 holds significant portion (17.62%) of the equity share capital of the Transferor Companies No. 1. The amalgamation into the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

Transferor Companies No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Companies No. 3 with the Transferee Company would result in clarifying and making transparent the shareholding of the Transferee Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the

merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

The amalgamation particularly of the Transferor Companies No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well.

The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Companies No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power Plant Undertaking of Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

The proposed Scheme will be beneficial, advantageous and not prejudicial to the interests of the shareholders, creditors and other stakeholders of the Company.

7. Approval of the Scheme and Listing of Shares

The Scheme will become effective on obtaining all approvals and upon filing of the certified copy of the Order of the NCLT with the Registrar of Companies, as mentioned in the draft Scheme.

The equity shares to be issued by the Transferee Company to the shareholders of the Transferor Companies pursuant to the Scheme are proposed to be listed on the Stock Exchanges in terms of the Scheme and the SEBI Circular.

RECOMMENDATION OF THE AUDIT COMMITTEE

(i) The Audit Committee having considered the aforesaid documents (including revised Scheme of Amalgamation, aforesaid both the valuation reports and fairness

opinion and addendum thereto), its observations and discussion, is of the opinion that the share exchange ratio contained in the Valuation Report is fair and reasonable.

(ii) Valuation of the 18 MW Power Plant at Rs. 35 Crores is fair as valued by the Registered Valuer Mr. Debasish Ghosh.

(iii) Revised Scheme of Amalgamation and Slump Sale is in accordance with the requirements of the Stock Exchanges and all other applicable provisions.

(iv) Accordingly, the Audit Committee do hereby unanimously recommend the Revised Scheme for favorable consideration by the Board of Directors of the Company.

	By Order of the Audit Committee For **AAR COMMERCIAL COMPANY LIMITED** Nishi Agarwal **CHAIRPERSON OF THE AUDIT COMMITTEE**
Date: 25.05.2020	

ANNEXURE - 4

REPORT ON SHARE EXCHANGE RATIO

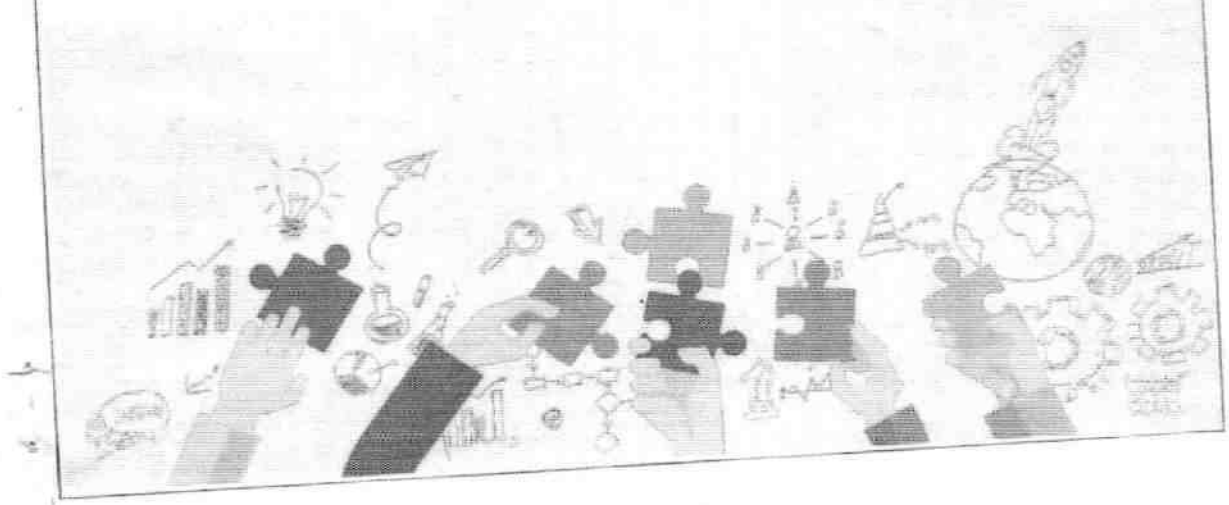
FOR AMALGAMATION OF

GALLANTT ISPAT LIMITED ("GIL" OR "TRANSFEROR COMPANY NO. 1"),
AAR COMMERCIAL COMPANY LIMITED ("AAR" OR "TRANSFEROR COMPANY NO. 2"),
HIPOLINE COMMERCE PVT LTD ("HIPOLINE" OR "TRANSFEROR COMPANY NO. 3"),
LEXI EXPORTS PVT LTD ("LEXI" OR "TRANSFEROR COMPANY NO. 4") **AND**
RICHIE CREDIT AND FINANCE PVT LTD ("RICHIE" OR "TRANSFEROR COMPANY NO. 5")

WITH

GALLANTT METAL LIMITED ("GML" OR "TRANSFEREE COMPANY").

VIKASH GOEL
REGISTERED VALUERS
REGN NO. IBBI/RV/01/2018/10339



VIKASH GOEL
CA, CFA, MS Finance, MBA, IIM-C
Registered Valuer
Regn. No. IBBI/RV/01/2018/10339

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Board of Directors
Gallantt Metal Ltd
"GALLANTT HOUSE",
I-7, Jangpura Extension,
New Delhi – 100014

Dear Sir,

Sub: Report on calculation of share exchange ratio for the proposed amalgamation between the "transferor companies" and the "transferee company".

We have been engaged by the management of **Gallantt Metal Ltd** ("**GML**" or "**Transferee Company**") for the purpose of assessing the share exchange ratio between the transferee company and the transferor companies viz;

- Gallantt Ispat Limited ("**GIL**" OR "**Transferor Company No. 1**").
- Aar Commercial Company Limited ("**AAR**" OR "**Transferor Company No. 2**").
- Hipoline Commerce Pvt Ltd ("**HIPOLINE**" OR "**Transferor Company No. 3**").
- Lexi Exports Pvt Ltd ("**LEXI**" OR "**Transferor Company No. 4**") and
- Richie Credit and Finance Pvt Ltd ("**RICHIE**" OR "**Transferor Company No. 5**") jointly ("the companies").

It has been proposed to amalgamate the business of GIL, AAR, Hipoline, Lexi, and Richie with GML, subject to shareholder's consent, statutory and other approvals. The proposed amalgamation will be on going concern basis and by way of offer of shares of GML to the shareholders of GIL, AAR, Hipoline, Lexi, and Richie in the ratio of their present equity holdings ("the Transaction"). For this purpose, an exercise has been undertaken to estimate the fair market value of the equity shares of GIL, AAR, Hipoline, Lexi, Richie and GML to decide the number of shares to be issued by GML to the shareholders of the other five companies.

We hereby confirm that we have arrived at the swap ratios for each Transferor Company to be issued by GML for shares held by the shareholders of each Transferor Company as at March 31st, 2019.

1) 13 equity shares of GML of INR 10 each fully paid up for every 14 equity shares of GIL of INR 1 each fully paid up.
2) 5 equity shares of GML of INR 10 each fully paid up for every 1 equity shares of AAR of INR 10 each fully paid up.
3) 9 equity shares of GML of INR 10 each fully paid up for every 2 equity shares of HIPOLINE of INR 10 each fully paid up.
4) 84 equity shares of GML of INR 10 each fully paid up for every 1 equity shares of LEXI of INR 10 each fully paid up.
5) 101 equity shares of GML of INR 10 each fully paid up for every 2 equity shares of RICHIE of INR 10 each fully paid up.

6) Any fractional amount of shares would be settled in accordance with the draft scheme of amalgamation (Para 14.4) to ensure that the shareholders of the transferor companies get the full value of their company's worth.

The detailed valuation report including computation of fair value of the equity shares of the Companies has been attached in subsequent pages.

Regards

Vikash Goel
(Regd. No.: IBBI/RV/01/2018/10339)
Date: 17-Jan-2020

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1. Purpose of the engagement

This valuation has been done pursuant to the scheme of Amalgamation ("Scheme" or "merger") under **sections 230 to 232**, read with and other applicable enabling provisions of **the Companies Act, 2013** and provisions of other applicable laws, for amalgamation of Gallantt Ispat Limited ("GIL" or "Transferor Companies No. 1") - a promoter Group Entity, AAR Commercial Co. Limited ('AAR" or "Transferor Companies No. 2") - Hipoline Commerce private Limited ("HIPOLINE" or "Transferor Companies No. 3") - a promoter Group Entity, Lexi Exports Private Limited ("LEXI" or "Transferor Companies No.4") and Richie Credit and Finance Private Limited ("RICHIE" or "Transferor Companies No. 5") with Gallantt Metal Limited ("GML" or "Transferee Company" or the "Company").

Slump Sale: The Board of GML has approved acquisition of 18 MW Power Plant Unit of Gallantt Ispat Limited under Slump Sale and this is a part of the Scheme of Amalgamation as approved by the Board of Directors of GML.

The business of the Transferor Companies and the Transferee Company can be combined and carried forward conveniently with combined strength. The amalgamation will enable the Transferee Company to consolidate its line of business by restructuring and re-organizing its business activities. The proposed amalgamation will enable the companies to broaden their business activities under the roof of the Transferee Company. It will result in economies of scale including reduction in overhead expenses relating to management and administration in better and more productive utilization of various resources. The aforementioned transaction will enable the establishment of a larger company with larger resources and larger capital base leading to further development of the business of the company concerned. The said scheme will strengthen and consolidate the position of the amalgamated company and will enable the company to increase its profitability. It will be beneficial for the Company concerned, the shareholders, employees and all concerned.

Under the circumstances, it is considered desirable and expedient to reorganize and restructure the business of GML by amalgamating the business of GIL, AAR, HIPOLINE, LEXI & RICHIE with effect from 1st April 2019, subject to shareholders' consents, statutory and other approvals. The proposed amalgamation will be on going concern basis and by way of offer of shares of GML to the shareholders of GIL, AAR, HIPOLINE, LEXI & RICHIE in the ratio of their present equity holdings.

For this purpose, an exercise has been undertaken to estimate the fair market value of the equity shares of GIL, AAR, HIPOLINE, LEXI, RICHIE & GML and to decide the number of shares to be issued by GML to the shareholders of all the transferor companies.

The arrangement will also result in better, efficient and more productive utilization of manpower and other resources. The merger of Transferor Companies GIL, AAR, HIPOLINE, LEXI & RICHIE with GML will enable GML to undertake business to be carried out by all the transferor companies in future under a single umbrella of management having greater focus and attention in an efficient manner.

The valuation of shares is done on the basis of internationally accepted pricing methodology on arm's length basis. Given the above requirement, the Company has requested us to compute and conclude the fair value of equity shares of the Company on a 'going concern' basis.

2. Key dates

Appointment Date: We have been appointed by the management vide letter dated 26-Dec-2019.

Valuation date: The valuation exercise has been performed based on the information available to us as of 31ST March 2019. The share exchange ratio based on fair value should be considered to the value as on this date.

Date of report: Our valuation report has been submitted as of 17-Jan-2020.

3. Valuer

3.1 About the Valuer

Vikash Goel (the "Valuer"), is Registered Valuer having Registration No. IBBI/RV/01/2018/10339. The Valuer is registered with the Insolvency and Bankruptcy Board of India to undertake the Valuation of Securities and Financial Assets of the Companies.

Vikash is a Chartered Accountant (Fellow member of ICAI), CFA (ICFAI) and holds MS Finance and MBA in HR. He is also an alumnus of St Xavier's College, Kolkata and hails from Indian Institute of Management Calcutta (IIM-C). Vikash has extensive experience of close to 12 years spanning across Industry and Consulting and has worked with companies like PwC, EY, ICA and Zacks Research in India and Canada.

Vikash has conducted valuation across a variety of spectrum including but not limited to Issue of shares, Mergers and Acquisitions, Intangibles, Valuation of shares under Income Tax, Investment advisory around valuation of shares, mutual funds, hedge funds and derivatives and has been exposed to global valuation and business modelling practices for companies.

3.2 Disclosure of valuer interest or conflict

We hereby confirm that the valuer is suitably qualified and authorized to practice as a valuer; does not have a pecuniary interest, financial or otherwise, that could conflict with the proper valuation of the company (including the parties with whom the company is dealing, including the lender or selling agent, if any). The valuer accepts instructions only from the appointing authority or eligible instructing party with respect to the valuation engagement. We have no present or planned future interest in the company or its group companies, if any and the fee payable for this valuation is not contingent upon the value reported herein.

6. **Reliance on information provided:** In the course of the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to us by the Management through broad inquiry, however we have not carried out a due diligence or audit procedures for the purpose of this engagement, nor have we independently investigated or otherwise verified the data provided. Through the above evaluation, nothing has come to our attention to indicate that the information provided was materially mis-stated/incorrect or would not afford reasonable grounds upon which to base the report.

   We do not imply and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose. The terms of our engagement were such that we were entitled to rely upon the information provided by the Management without detailed inquiry. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness. The Management has indicated to us that it has understood that any omissions, inaccuracies or misstatements may materially affect our analysis/results. Accordingly, we assume no responsibility for any errors in the above information furnished by the Management and their impact on the present exercise.

7. **Actual results may differ:** The assumptions around future projections used in the preparation of this report, are based on the management's present expectation of both – the most likely set of future business events and the management's course of action related to them. Wherever we have not received detailed information from the management, we have used our assessment of value based on experiences and circumstances of the case. It is usually the case that some events and circumstances do not occur as expected or are not anticipated and this may materially affect our result of value. Hence, any changes in the projection or non-achieving of the projected financials will affect our valuation significantly.

8. **Questions or appearances:** Our engagement is limited to preparing the report to be submitted to the management. We shall not be liable to provide any evidence for any matters stated in the report nor shall we be liable or responsible to provide any explanation or written statement for any assumption, information, methodology or any other matter pertaining to the report.

9. **Complete report:** This report shall at all times be read and interpreted in full, no part of it shall be read independently for any reason whatsoever.

10. **Fee:** The fee for the report is not contingent upon the results reported.

11. **Liability:** We owe responsibility to only the management of GML that has retained us and nobody else. We do not accept any liability to any third party (including the shareholders of GML, GIL, AAR, HIPOLINE, LEXI, RICHIE) in relation to this report. In any case, our liability to the Companies or any third party is limited to be not more than 50% of the amount of the fee received by us for the engagement. This provision shall survive the completion of this engagement.

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6. Sources of information

In connections with the preparations of this Valuation Report, we have received the following information from the management of the Companies.

- Brief background of the companies received from the management.
- Audited Financial Statement as on 31st March 2018 and 2019 of GML, GIL, AAR, Hipoline, Lexi and Richie.
- Projected financial statements for GML, GIL and AAR.
- Draft scheme of amalgamation as prepared by the management.
- Independent valuers report for valuation of various assets of GML and GIL
    - Er Naresh Kumar (Plant & Machinery)
    - Lakhan Lal Gupta (Land & Building)
    - Anoop Kumar Goyal (Financial Assets and Securities)
- information about the price and volume of trading of GIL, GML and AAR from bseindia.com
- Details of state of affairs as represented by the management as on the valuation date.
- Interviews and discussions with the management of the Companies to augment our knowledge of the operations of the Companies including taxations related litigation matters.
- Information and documents as provided by the Companies for the purpose of this engagement.
- We have also accessed public documents as available from external sources such as mca.gov.in to better understand and assess the value of the business.
- Market / industry information.

We have also obtained explanations and information considered reasonably necessary for our exercise from the executives and representatives of the Companies. The Companies have been provided with the opportunity to review the draft Valuation Report (excluding the recommend swap ratio) for this engagement to make sure that factual inaccuracies are avoided in our final Valuation Report.

7. Rationale for the amalgamation

1. **Slump Sale:** The management and board of GIL has proposed that effective from opening of the business hour on April 01, 2019, GIL will sell and transfer 18 MW Power Plant to Gallantt Metal Limited on "Slump Sale" basis at a consideration of Rs. 35.00 Crores as a going concern. Slump Sale of the said Power Plant is a part of "Scheme of Amalgamation and Slump Sale" under Section 230 to 232 of the Companies Act, 2013. Sale and Transfer of Power Plant through Slump Sale is a measure of strategic tax planning of the amalgamated entity.

2. **Gallantt Metal Ltd (GML),** the Transferee Company, is a pioneer in the Steel and Power sector and is having its footprints spanning across Gujarat, Maharashtra and Rajasthan.

3. **Gallantt Ispat Ltd (GIL),** the Transferor Company 1, is a pioneer in the Steel, Power and Agro sector and has gained its presence and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR.

4. **AAR Commercial Company Limited (AAR)** is one of the Transferor Companies in this Scheme of Amalgamation and Slump Sale. Presently, AAR is engaged in the business of investing in Industrial Enterprises and advancing of loan and investments as permitted by the Memorandum of Association of the Company but is not carrying out Banking activities. AAR has plan to develop and complete real estate project. It is exploring further opportunities and has in the meantime deployed its funds in investment in securities of the GIL. GIL inter alia engaged in the business of real estate and the AAR is also exploring opportunities in the real estate sector. AAR holds major portion (17.62%) of the equity share capital of GIL. GIL and GML are under same Promoter Group. Thus, the amalgamation may ensure focused management in a single combined entity thereby resulting in efficiency of management and maximizing overall shareholder value.

5. **Hipoline Commerce Private Limited (HIPOLINE)** is a Non-Banking Financial Company and is forming part of the Promoter and Promoter Group of Transferee Company and it holds 11.17% shareholding in the Transferee Company i.e. GML. Amalgamation of HIPOLINE with GML may result in clarifying and making transparent the shareholding of the Transferee Company. The amalgamation may bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies may create strong financial structure and facilitate resource mobilisation and achieve better cash flows.

6. **Lexi Exports Private Limited (LEXI)** and **Richie Credit & Finance Private Limited (RICHIE)** holds 14.671% and 6.173% shareholding respectively in the Transferee Company under the Public Category. Amalgamation of LEXI and RICHIE with the Transferee Company may result in clarifying and making transparent the shareholding of the Transferee Company. Also, the amalgamation may bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies may create strong financial structure and facilitate resource mobilisation and achieve better cash flows.

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7. The management believes that the proposed amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

8. The management believes that the amalgamation will also result in administrative and operational rationalisation and efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

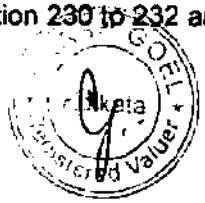
9. The management believes that the amalgamation will result in not only pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

10. The assets of the amalgamated entity may far exceed its liability and rights of the creditors of the Transferor Companies and the Transferee Company are not expected to be prejudiced in any way.

11. The Scheme is expected to be in the larger interest of the public shareholders of the GIL and AAR and Transferee Company as amalgamation of the two companies will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well. These may result into reduced combined paid-up capital leading to higher earnings per share.

12. The Scheme envisages transfer of entire undertaking of the Transferor Companies as a going concern to the Transferee Company and is in the interest of its shareholders, creditors, employees and all concerned.

13. In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of both the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Amalgamation for the transfer and vesting of the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Section 230 to 232 and other relevant provisions of the Companies Act, 2013.



8. Approach and methodology

Valuation is not an exact science and is dependent on various factors such as specific nature of business, economic life cycle in which the industry and company is operating, past financial performance of the business, future growth potential of the business, business model, management of the company, relevance of technology in the business model, liquidity of equity and much more. The results of the valuation exercise may vary significantly depending on the basis used, the specific circumstances and the judgement of the valuer. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue.

8.1 Valuation as per International Valuation Standards

As per International Valuation Standards (IVS), "Valuers are not required to use more than one method for the valuation of an asset, particularly when the valuer has a high degree of confidence in the accuracy and reliability of a single method, given the facts and circumstances of the valuation engagement. However, valuers should consider the use of multiple approaches and methods and more than one valuation approach or method should be considered and may be used to arrive at an indication of value, particularly when there are insufficient factual or observable inputs for a single method to produce a reliable conclusion."

IVS 105 – Valuation Approaches and Bases describes three main approaches to Valuation such as:

1. Market Approach
2. Income Approach
3. Cost Approach

IVS 105 states that *"Although no one approach or method is applicable in all circumstances, price information from an active market is generally considered to be the strongest evidence of value. Some bases of value may prohibit a valuer from making subjective adjustments to price information from an active market. Price information from an inactive market may still be good evidence of value, but subjective adjustments may be needed."* **While we have used the price inputs for valuation of GML, GIL and AAR, that are listed but since these are infrequently traded shares, we have applied other methods of valuation as well.**

Market Approach

Stock exchange quotations reflect the value of shares or the value of investment in a quoted stock. Value of equity shares under this method is computed based on historical average of market price quotations of company's shares on stock exchanges. GML, GIL and AAR are listed on stock exchange. Therefore, we have used this method for valuation of the Companies.

Another variation of Market Approach of valuation is Comparable Companies' Multiples Method. The CCM method uses multiples derived from valuations of comparable companies, as manifested through stock market valuations of listed companies. It is based on the principle that 'comparable

transactions/market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation'. The relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. The commonly used trading multiples in pricing analysis are Enterprise Value (EV) to Sales ratio (EV/Sales) or Market Capitalization / Sales ratio, Enterprise Value to EBITDA ratio (EV/EBITDA), and Price Earning ratio (P/E ratio).

We have also used the P/E multiple approach for the purpose of valuation. The underlying idea of this approach is a valuation theory that similar assets sell at similar prices. We have used comparable companies in the same industry and have arrived at the median P/E representing the industry standard. Consequently, we have arrived at the value of the companies by multiplying the respective earnings.

This method is relevant where separate set of buyers and sellers are involved. Since in this case, the purpose of the merger is to integrate six companies under the same umbrella of management, which will result in improvement of operational and administrative efficiency and create requisite infrastructure for obtaining good business, this method has been used.

Income Approach

Value of the business using Income approach is estimated based on the earning capacity of the entity or net present value of cash flows earned from the business. Profit Earnings Capacity Value (PECV) Method or Discounted Cash Flow (DCF) Method is used to estimate the value of the entity using Earning Approach. Whereas DCF Method estimates the value of business by the cash flows which are forecasted to be earned in future, PECV method capitalizes future maintainable profits (based on past trends and expected change in business activities) to estimate the value of the business.

We have used Discounted Cash Flow Method (DCF Method) for the purpose of valuation of Transferee Company, Viz Gallantt Metal Limited and Transferor Companies, viz. Gallantt Ispat Limited and AAR Commercial Company Limited because each of the companies have positive revenues and fluctuating profits. Based on the financial projections given by the management, the companies are expected to generate positive free cash flows in the future years. The process of amalgamation or merger has been initiated with a view to bringing operations of the six companies under one umbrella and strengthening their long-term viability.

Cost Approach

Value of a business entity using Cost Approach is estimated using either net book value or replacement value or realizable value. Audited Balance Sheets of GML, GIL, AAR, HIPOLINE, LEXI & RICHIE are available as at 31-03-2019. Market value of the fixed assets and quoted investments held by the companies as at 31-03-2019 are also available for HIPOLINE, LEXI & RICHIE. Thus, we have used Net Asset Value method for all the companies and have adjusted them for changes in fair value of assets. Calculation of net asset value and value of equity shares of the companies are as at 31-03-2019.

8.2 Valuation as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations)

As per the SEBI (ICDR) Regulations pricing rules for frequently traded shares states that "if the equity shares of the issuer have been listed on a recognised stock exchange for a period of twenty six weeks or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

a. the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty-six weeks preceding the relevant date; or

b. the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date."

Further, SEBI ICDR) Regulations defines frequently traded shares "means the shares of the issuer, in which the traded turnover on any recognised stock exchange during the twelve calendar months preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer"

On applying the above pricing methodology as per SEBI (ICDR) Regulations, we observed that the shares of the Transferee Company, Gallantt Metal Limited (listed), and two listed Transferor Companies (Gallantt Ispat Limited and AAR Commercial Company Limited) are not frequently traded turnover during the twelve calendar months preceding the relevant date since the turnover in shares is less than ten per cent of the total number of shares.

Therefore, we have applied the methods of valuation provided for infrequently traded shares. In this respect SEBI (ICDR) Regulations, 2018 states that "Where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies: Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent valuer to the stock exchange where the equity shares of the issuer are listed"

Regulation 158 of the SEBI ICDR Regulations specifies that issue of equity shares to shareholders of an unlisted entity pursuant to a National Company Law Tribunal approved scheme shall conform with the pricing provisions of preferential issue specified under Regulation 165 of the ICDR Regulations. Further, as stated hereinabove, Regulation 165 specifies that the price determined by the issuer for infrequently traded listed shares shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies. In the Proposed Amalgamation inter-alia, Hipoline Commerce Private Limited, Lexi Exports Private Limited and Richie Credit & Finance Private Limited are unlisted entities proposed to be amalgamated with Gallantt Metal Limited (listed entity) together with Gallantt Ispat Limited and AAR Commercial Company Limited (both listed entities).

We have, in the capacity of Independent Valuer, accordingly, given due cognizance to the applicable SEBI ICDR Regulations while arriving at the fair valuation and hereby certify that the Issuer is in compliance of the SEBI ICDR Regulation with regard to the pricing of shares.

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9. Background and Valuation – Gallantt Metal Limited

9.1 Gallantt Metal Limited (GML) – Background

CIN	L27109DL2005PLC350524	
Date of Incorporation	07/02/2005	
Registered Address	I - 7, Jangpura Extension New Delhi Dl 110014 In	
Listing status	Listed	
Directors / Signatories	Dindayal Jalan	[DIN: 00006882]
	Jyotirindra Nath Dey	[DIN: 00180925]
	Dinesh R Agrawal	[DIN: 01017125]
	Chandra Prakash Agrawal	[DIN: 01814318]
	Nitin Mahavir Prasad Kandoi	[DIN: 01979952]
	Prashant Jalan	[DIN: 06619739]
	Richa Bhartiya	[DIN: 06905283]
	Ashtbhuja Prasad Srivastava	[DIN: 08434115]
	Sandip Kumar Agarwal	[PAN: ACMPA9249D]
	Arnab Banerji	[PAN: BZCPB5840H]
Authorised Share Capital	INR 83,00,00,000	
Paid up Share Capital	INR 81,32,23,240	

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferee Company as on March 31, 2019 was as under:

Capital Structure

Particulars	**Amount in INR**
Authorised Share Capital	
8,30,00,000 equity shares of Rs. 10/- each all fully paid up	**83,00,00,000/-**
Issued, Subscribed and Paid-up Capital	
8,13,22,324 equity shares of Re. 1/- each all fully paid up.	**81,32,23,240/-**

Gallantt Metal Limited, (CIN: L27109DL2005PLC350524) is a listed public limited company incorporated under the Companies Act, 1956 having its registered office at "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi – 110014 and Corporate Office Is located at 1, Crooked Lane, 2nd Floor, Room Nos. 222 and 223 Kolkata 700 069. The Transferee Company is primarily engaged in the business of Iron & Steel and Power business like converters, producers, exporters, traders, dealers, distributors, stockists, buyers, sellers, agents or merchants in all kinds and forms of iron and steel including sponge iron, pig iron, hot rolling & cold rolling steel strips, ingots. billets, rnild, high carbon, etc. and power generation etc. GML's production facilities is located at Samakhyali, Taluka Bhachau, District Kutch, Bhachau, Gujarat, 370135, India. The equity shares of GML are listed on BSE Limited and National Stock Exchange of India Limited.

9.2 Summary Financial Statements

Profit & Loss Statement (INR Lakhs)	31-Mar-18	31-Mar-19
Revenue from Operations		
Revenue from Operations	84,558.04	106,378.53
Other Income	476.23	540.21
Total Revenue from Operations	**85,034.27**	**106,918.74**
	-	-
Expenses	-	-
Cost of Materials consumed	59,979.66	79,113.89
Purchase of Stock in Trade	1,106.23	1,788.05
Changes in Inventory	814.04	-1,432.63
Excise Duty on Sale of Goods	2,150.49	-
Employee Benefit Expenses	2,518.27	2,989.90
Financial costs	656.16	598.99
Depreciation Expenses	1,496.96	1,409.29
Other expenses	9,378.93	11 451 74
Total Expenses	**78,100.74**	**95,919.23**
Profit before exceptional items	**6,933.53**	**10,999.51**
Exceptional items	-	-
Profit/(Loss) before Tax	6,933.53	10,999.51
Tax (Current Yr / Deferred Tax / MAT Credit)	2,000.24	3,836.86
Profit After Tax	**4,933.29**	**7,162.65**

BALANCE SHEET (INR Lakhs)	31-Mar-18	31-Mar-19
Equity & Liabilities		
Equity		
Equity Share Capital	8,132.23	8,132.23
Other Equity	33,092.03	40,015.23
Total Equity	41,224.26	48,147.46
Liabilities		
Non Current Liabilities		
Provisions	28.32	57.85
Total Non Current Liabilities	28.32	57.85
Current Liabilities		
Financial Liabilities		
Borrowings	5,469.60	5,126.49
Trade Payables	7,891.09	1,846.06
Other Financial Liabilities	297.05	611.24
Other Current Liabilities	1,041.65	512.90
Short Term Provisions	44.13	57.07
Current Income tax liabilities (net)	56.37	15.51
Total Current Liabilities	14,799.89	8,169.27
Total Equity & Liabilities	56,052.47	56,374.58
Assets		
Non Current Assets		
Property, Plant & Equipment	21,881.97	20,790.22
Capital Work in progress	2,860.21	12,748.00
Financial Assets	-	-
- Investments	4,266.08	4,266.08
- Other financial assets	76.68	92.68
Tax Assets (Net)	1,503.99	2,089.49
Other Non Current Assets	1,350.84	21.20
Total Non Current Assets	31,939.77	40,007.67
Current Assets		
Inventories	10,978.77	11,072.50
Financial Assets		
Trade Receivables	5,051.87	3,756.88
Cash & Cash Equivalents	453.72	154.86
Bank Balances other than above	32.68	95.18
Loans	7,014.26	211.28
Other Financial Assets	8.60	10.90
Other Current Assets	572.60	1,065.31
Total Current Assets	24,112.70	16,366.91
Total Assets	56,052.47	56,374.58

9.3 Valuation of Gallantt Metal Ltd

Gallantt Metal Ltd is the transferee company and the management expects it to touch new highs after the amalgamation of the five companies – most important of them being GIL. FY 2018-19 was an excellent year for GML and reported stellar financial performance. GML has reported a Revenue from operations at Rs 1,063.79 Crores grew by 25.69% on year to year basis (standalone) and Profit after tax stood at Rs 71.63 Crores thereby recorded a growth of 45.19% in Net Profit on year to year basis (standalone). As part of the Gallantt Group, GML has also strengthened the internal operations by upgrading technology, streamlining processes and rationalization of human resources.

GML is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. The management team at GML comprises of astute industry professionals and successful entrepreneurs with extensive working experience in Iron & steel industry. Each of the team members brings valuable business insight to the overall operational and management process of the company. The advisory board is pioneered with industry veterans having skills and technical expertise to work alongside the management to achieve business goals. The GML's team is working towards a common goal to supersede over its competitors and create value proposition for shareholders. GML has strong base of reputed Customers like Emami, Reliance, Adani, Sanghi Cement etc.

Plant Capacities: The plant capacity of GML is as follows.

GALLANTT METAL LIMITED				
Facilities	**Unit**	**Existing Capacity**	**Proposed Expansion**	**Total Capacity**
Sponge Iron	MTPA	225,000	148,500	373,500
Steel Melt Shop	MTPA	282,000	147,000	429,000
Rolling Mill	MTPA	274,980	147,420	422,400
Power Plant	MW	33	18	51

As mentioned in Part 8.2, since the shares of GML are infrequently traded, we have not taken the market value of GML for valuation purposes.

9.3.1 Valuation based on Cost Approach:

While calculating the value of GML under Cost approach, we have taken the Net Asset Value of GML and adjusted it for the changes in the Fair Value of assets.

The value of GML under Cost Approach is summarised as under.

Particulars	Amount (INR Lakhs)
Value of Assets	56,374.58
Less: Value of Liabilities	8,227.12
Book Value of Equity	**48,147.46**
Adjustments for Fair Value #	18,519.14
Adjusted Book Value of Equity	**66,666.60**

We have adjusted the book value of Investments against fair value of investments (Shares of Gallantt Ispat Ltd). Although we have calculated the value of GIL using other means subsequently in this report, we have taken the market value of GIL as per stock price information from the Stock Exchanges. Since the GIL and GML invest in each other, using the fair value of GIL in GML would create a circularity. Hence, we have first calculated the value of GML and have taken the market value of GIL (INR 21.85 per share) instead of calculated Fair Value of GIL for calculation of Fair Value of Investments of GML. Further, we have obtained fair value of other assets through representations from the management and Valuation Report on Land & Building and Plant & Machinery obtained from respective registered valuers.

9.3.2 Valuation Based on Market Approach

We have conducted the valuation of GML based on Market Approach using the Price/Earnings of comparable companies that are traded in the stock market. The average price of last 4 months (monthly closing price from valuation report date) was taken to arrive at the average price and it was compared against last reported EPS for the period ending 31st March 2019.:

Gallantt Metal Ltd (Peer Companies)	Profit After Tax (INR Lakhs)	Avg. Price	P/E Ratio
Usha Martin	39,868	30.64	2.34
Sunflag Iron & Steel Co. Ltd	11,059	30.70	4.83
Adhunik Industries Ltd	381	96.09	118.63
Kalyani Steel Ltd	13,205	213.80	7.07
JSW Steel Ltd	825,900	247.39	7.20
Median P/E Ratio			**7.07**

Value based on P/E Ratio Multiple	Amount (INR Lakhs)
Median P/E Multiple in the Industry	7.07
Reported PAT (Rs Lakhs)	7,162.65
Value of Equity (Rs Lakhs)	50,623.95

9.3.3 Valuation Based on Income Approach

We have used the discounted cash flow method to value GML under the Income Approach. The company has shown stellar results in the past and continues to generate positive cash flows. Accordingly, we have valued GML on a going concern basis.

The Free Cash Flow (FCF) approach is the most preferred Discounted Cash flow method for determining the current value of a company using future cash flows adjusted for time value. Free Cash Flow approach leads us to the 'Control perspective' of an acquirer who would like to be in a position to change the firm's policies. Free Cash Flow to the Firm (FCFF) is used to value the firm as a whole (including, shareholders and bondholders). Using FCFF approach, the value of the firm is defined as a FCFF discounted at the Weighted Average Cost of Capital (WACC). The FCFF discounted at WACC gives us the value of the firm's operating assets. We can still find out the Total Value of the Firm that is used for acquisition purposes by adding Non-Operating Assets.

We have used management provided projections around future revenues and expenses and have adjusted them wherever considered necessary to arrive at the Free Cash Flow to the firm. Our key assumptions for FCF valuation are as follows:

Two stage DCF model:
Our DCF model has been classified in two stages; explicit forecast period (till FY 2024) and the long-term terminal growth. Revenues and Expenses along with Balance sheet has been projected till 2024 and we have assumed a long-term terminal growth beyond 2024.

Calculation of discount rate:
We have used Weighted Average Cost of Capital (WACC) as the discount rate which is the weighted average of the Target Debt (0 percent) and Target Equity (100 percent) in the capital structure of the company.

Given the target of NIL debt, our Cost of Debt is NIL.

For Calculation of Cost of Equity (Ke), we have used Capital Asset pricing Model (CAPM) and have assumed a risk-free rate (Rf) of 6.38 percent which is represented by the long term government bond yield. Our Market Return (Rm) assumption is 15.21 percent which is the long return of BSE SENSEX. For Calculation of Beta (B). we have taken a one year price of GML ("GALLANTT") on NSE and compared with NSEx return over the same period. Our Beta arrived at was 0.80. Accordingly, our Cost of Equity is calculated as:

Ke = Rf + (Rm – Rf) * B
Ke = 6.38% + (15.21% - 6.38%) x 0.80
Ke = 13.38%

Accordingly, our Weighted Average Cost of Capital is 13.38 percent.
[WACC = 13.38% x 1.0 + 0% x 1.0]

Calculation of Free Cash Flows:
For the explicit forecast period till 2024, we have assumed Revenues and profits as projected by the management. The Profit After Tax margins are between 2.7 percent and 6.7 percent which is considered to be plausible.

For the purposes of calculation of Free Cash Flows, we have taken the Firm Value approach as follows:

FCFF = PAT + NCC + Interest (1 – t) – FCI – WCI

PAT = Profit After Tax (or Net Income)
NCC = Non-Cash Charges E.g. Depreciation, Provisioned Expenses
t = Marginal Tax Rate
FCI = Fixed Capital Investment (Net Capital Expenditure)
WCI = Working Capital Investment (Changes in Non-Cash Working Capital)

Terminal Value:

We have assumed that the long-term growth rate of Free Cash Flows will be 7 percent.

Calculation of Value of Equity

After considering the Free Cash Flows for the explicit forecast period and terminal value discounted at WACC, we have added back Cash and deducted Debt to arrive at the Equity Value of Operating Assets.

Particulars (INR Lakhs)	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024
Revenue	85,228.13	110,630.64	118,366.89	118,524.37	118,527.64
Profit After Tax	2,057.54	2,617.56	3,057.19	3,159.85	3,232.34
Add: Depreciation	1,409.37	2,467.28	2,467.28	2,467.28	2,467.28
Less: Capital Expenditure	9,910.88	-	-	-	-
Less: Changes in Non-Cash Working Capital	-5,649.95	4,410.80	1,272.36	7.87	0.16
Add: Interest on S T Borrowing (post of tax)	478.13	478.13	478.13	478.13	478.13
Free Cashflows	**-315.89**	**1,152.17**	**4,730.23**	**6,097.38**	**6,177.58**
A) Present Value of Cash Flows (Explicit Forecast Period)	**-278.63**	**896.35**	**3,245.80**	**3,690.31**	**3,297.75**
B) Present Value of Terminal Cash Flows	19,603.31				
C) Enterprise Value (A + B)	**30,454.89**				
Add: Cash on Valuation Date	250.04				
Less: Debt on Valuation Date	0				
Value of Equity	**30,704.93**				

Note that we have not adjusted the fair value of Non-Operating Assets (Investment in Gallantt Ispat Ltd) as post-merger, GIL will be amalgamated as part of GML and hence the value of Non-operating assets will be NIL.

9.2.4 Valuation based on three approaches

Particulars	Amount (INR Lakhs)
Adjusted Net Asset Value	66,666.60
DCF Value of Equity	30,704.93
Relative Valuation (P/E Ratio)	50,623.95
Value of Equity (Equal Weighted average) (INR Lakhs)	**49,331.83**

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10. Background and Valuation - Gallantt Ispat Limited

10.1 Gallantt Ispat Limited (GIL) – Background

CIN	L27109DL2005PLC350523	
Date of Incorporation	11/02/2005	
Registered Address	I - 7, Jangpura Extension New Delhi Dl 110014 In	
Listing status	Listed	
Directors	Dindayal Jalan	[DIN: 00006882]
	Mayank Agrawal	[PAN: AFYPA4212K]
	Santosh Kumar Agrawal	[DIN: 01045228]
	Smita Modi	[DIN: 01141396]
	Nitesh Kumar	[PAN: AQJPK5734A]
	Prem Prakash Agarwal	[DIN: 01397585]
	Chandra Prakash Agrawal	[DIN: 01814318]
	Nitin Mahavir Prasad Kandoi	[DIN: 01979952]
	Sangeeta Upadhyay	[DIN: 06920195]
	Ashtbhuja Prasad Srivastava	[DIN: 08434115]
	Amit Jalan	[PAN: ABNPJ6926C]
Authorised Share Capital	INR 49,88,50,000	
Paid up Share Capital	INR 28,23,61,720	

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Companies as on March 31, 2019 was as under:

Capital Structure	
Particulars	Amount in INR
Authorised Share Capital	
49,88,50,000 equity shares of Re. 1/- each all fully paid up	49,88,50,000/-
Issued, Subscribed and Paid-up Capital	
28,23,60,720 equity shares of Re.1/- each all fully paid up	28,23,60,720/-

Gallantt Ispat Limited (CIN; L27109DL2005PLC350523) is a listed Company, registered under Companies Act, 1956, having its registered office at "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi – 110014 and Corporate Office Is located at 1, Crooked Lane, 2nd Floor, Room Nos. 222 and 223 Kolkata 700 069. At present, the company is running an integrated steel plant at GIDA Industrial Area, Gorakhpur, Uttar Pradesh to manufacture Sponge Iron, Mild steel billets, Re-Rolled products (TMT bars) and a Modern Roller Flour Mill unit. The company was incorporated to deal in and carry on in India and elsewhere the business as manufacturers, processors, converters, producers, exporters, traders, dealers, distributors, stockists, buyers, sellers, agents or merchants in all kinds and forms of iron and steel including Sponge iron, pig iron,

hot rolling & cold rolling steel strips, ingots, billets, rnild, high carbon, spring, high speed, tool, alloy, stainless steels, iron-metals and blooms, slabs, bars, joists, rods, squares, structurals, tubes, poles, flanges, beams, joints, pipes sheets casting, wires, rails, rolling materials, rollers etc semi-manufactured and other materials made usually or partly of iron, steel alloys and metal products required in or used for industrial, defence, agricultural, transport, commercial, domestic, building power. Transmission and/or constructional purposes including the rerolling activity and the activity of generation of power for captive consumption and/or for sale/transmission. Apart from Iron & Steel and Power businesses, this Company is also engaged in real estate business and Agro business.

10.2 Summary Financial Statements

Profit & Loss Statement (INR Lakhs)	31-Mar-18	31-Mar-19
Revenue from Operations		
Revenue from Operations	58,688.23	122,927.06
Other Income	152.89	204.50
Total Revenue from Operations	58,841.12	123,131.56
Expenses		
Cost of Materials consumed	43,461.41	93,613.29
Purchase of Stock in Trade	-	-
Changes in Inventory	-1,993.06	934.60
Excise Duty on Sale of Goods	1,142.78	-
Employee Benefit Expenses	1,340.64	2,632.95
Financial costs	857.17	967.94
Depreciation Expenses	1,836.71	2,589.53
Other expenses	5,513.51	6,939.54
Total Expenses	52,159.16	107,677.85
Profit before exceptional items	6,681.96	15,453.71
Exceptional items	-	1,177.67
Profit/(Loss) before Tax	6,681.96	16,631.38
Tax (Current Yr / Deferred Tax / MAT Credit)	1,320.16	3,609.34
Profit After Tax	5,361.80	13,022.04

BALANCE SHEET (INR Lakhs)	31/Mar/18	31/Mar/19
Equity & Liabilities		
Equity		
Equity Share Capital	2,823.61	2,823.61
Other Equity	41,773.24	73,577.37
Total Equity	44,596.85	76,400.98
Liabilities		
Non Current Liabilities		
Financial Liabilities		
- Borrowings	11,949.39	11,584.66
- Other Non Current Liabilities	1,359.30	1,241.96
- Provisions	17.58	71.02
Total Non Current Liabilities	13,326.27	12,897.64
Current Liabilities		
Financial Liabilities		
Borrowings	11,794.91	12,565.58
Trade Payables	6,124.94	600.84
Other Financial Liabilities	0.52	1.29
Other Current Liabilities	21,825.26	2,292.52
Current Income tax liabilities (net)	0.73	-
Total Current Liabilities	39,746.36	15,460.23
Total Equity & Liabilities	97,669.48	104,758.85
Assets		
Non Current Assets		
Property, Plant & Equipment	46,875.12	44,243.66
Intangible Assets	0.25	47.00
Capital Work in progress	1,111.71	6,007.30
Financial Assets	-	-
- Investments	4,634.11	4,267.98
- Other financial assets	0.87	0.68
Tax Assets (Net)	1,425.58	1,371.67
Other Non Current Assets	86.49	63.94
Total Non Current Assets	54,134.13	56,002.23
Current Assets		
Inventories	12,165.51	13,109.12
Financial Assets		
Trade Receivables	4,755.92	7,863.26
Cash & Cash Equivalents	120.52	88.28
Bank Balances other than above	625.87	246.61
Loans	-	-
Other Financial Assets	24,521.95	24,518.02
Other Current Assets	1,345.58	2,931.33
Total Current Assets	43,535.35	48,756.62
Total Assets	97,669.48	104,758.85

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10.3 Valuation of Gallantt Ispat Limited

Gallantt Ispat Limited (GIL) is a pioneer in the Steel, Power, Agro and Real Estate sector and is able to attract the best talents available in the industry. It is having its footprints spanning across U.P., Bihar, Jharkhand and Delhi NCR. The management team at GIL comprises of astute industry professionals and successful entrepreneurs with extensive working experience in Iron & steel industry. Each of the team members brings valuable business insight to the overall operational and management process of the company. The advisory board is pioneered with industry veterans having skills and technical expertise to work alongside the management to achieve business goals. The GIL's team is working towards a common goal to supersede over its competitors and create value proposition for shareholders. GIL has strong base of reputed Customers like Shalimar Corp., Uttar Pradesh Rajkiya Nirman Nigam, National Construction Company, etc.

Plant Capacities: The plant capacity of GIL is as follows.

GALLANTT ISPAT LIMITED		
Capacity Utilization	**Project**	**FY2019**
Rolling Mill (TMT Bars)	V	85%
Sponge Iron IV (Phase V)	V	90%
Pellet Plant (Including Grinding)	V	90%
Induction Furnace	V	85%
Sponge Iron	ALL	90%
Billets I (MS)	II	85%
Silico Manganese	III	40%
18MW Power	III	75%
Billets II	IV	0%
35MW Power	IV	55%
ERW Rolling Mill (MS)	IV	85%
Rolling Mill II (Billets)	IV	0%

10.3.1 Goodwill / Brand Value of GIL

While calculating the value of equity of GIL, we have also taken into account the premium that GIL may command on account of its inherent goodwill and brand. While we have accessed the same and identified separately in the value of GIL, this value of goodwill and brand is embedded in the value of GIL. The value of GIL's brand is calculated as INR 274.62 crore. The above value is independent of accounting requirements and may not be construed to be the value of Goodwill that may arise for accounting purposes under Ind AS 103 – Business Combination.

Goodwill Method	**Value (INR Lakhs)**	**Weights**	**Weighted Value (INR Lakhs)**
Number of Years' Purchase	26,333.14	50%	13,166.57
Future Maintainable Profit Approach	28,591.31	50%	14295.66
Goodwill Value (Rs Lakhs)			**27,462.23**

10.3.2 Valuation based on Cost Approach:

While calculating the value of GIL under Cost approach, we have taken the Net Asset Value of GIL and adjusted it for the changes in the Fair Value of assets. We have received representations from the management around the fair value of assets. In the course of assessment of fair value of assets, we have also accessed the independent valuers reports as provided by the management.

The value of GIL under Cost Approach is summarised as under:

Particulars	Amount (INR Lakhs)
Value of Assets	1,04,758.85
Less: Value of Liabilities	28,357.87
Book Value of Equity	**76,400.98**
Less: Book Value of Investments	4,267.98
Less: Book Value of Land	2,073.28
Less: Book Value of PP&E (Other than Land)	35,511.38
Less: Book Value of Other Assets	59,747.21
Add: Fair Value of Investments	23,939.02
Add: Far Value of Land	29,636.63
Add: Fair Value of PP&E (Other than Land)	38,908.98
Add: Fair Value of Other Assets	59,169.81
Adjusted Book Value of Equity	**1,26,455.57**

The Fair Value of Gallantt Metal Ltd is identified separately in this report. Since the shares are not frequently traded, the value is arrived at using other methods such as Cost Approach, Income Approach and Market Approach.

10.3.3 Valuation based on Market Approach

We have done the valuation of GIL based on Market Approach using the Price/Earnings:

Gallantt Ispat Ltd (Peer Companies)	PAT (INR Lakhs)	Price 31-Dec	Price 29-Nov	Price 31-Oct	Price 30-Sep	Avg. Price	P/E Ratio
Usha Martin	**39,868**	27.00	29.85	38.65	27.05	**30.64**	**2.34**
Sunflag Iron & Steel Co. Ltd	**11,059**	37.80	31.35	25.15	28.50	**30.70**	**4.83**
Adhunik Industries Ltd	**381**	49.20	116.75	122.70	95.70	**96.09**	**118.63**
Kalyani Steel Ltd	**13,205**	248.55	223.60	192.90	190.15	**213.80**	**7.07**
JSW Steel Ltd	**825,900**	270.05	261.55	228.00	229.95	**247.39**	**7.20**
Median P/E Ratio							**7.07**

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Value based on P/E Ratio Multiple	Amount (INR Lakhs)
Median P/E Multiple in the Industry	7.07
Reported PAT (Rs Lakhs)	13,022.04
Value of Equity (Rs Lakhs)	92,036.79

10.3.4 Valuation based on Income Approach

We have used the discounted cash flow method to value GIL under the Income Approach. The company has shown stellar results in the past and continues to generate positive cash flows. Accordingly, we have valued GIL on a going concern basis.

The Free Cash Flow (FCF) approach is the most preferred Discounted Cash flow method for determining the current value of a company using future cash flows adjusted for time value. Free Cash Flow approach leads us to the 'Control perspective' of an acquirer who would like to be in a position to change the firm's policies.

Free Cash Flow to the Firm (FCFF) is used to value the firm as a whole (including, shareholders and bondholders). Using FCFF approach, the value of the firm is defined as a FCFF discounted at the Weighted Average Cost of Capital (WACC). The FCFF discounted at WACC gives us the value of the firm's operating assets. We can still find out the Total Value of the Firm that is used for acquisition purposes by adding Non-Operating Assets.

We have used management provided projections around future revenues and expenses and have adjusted them wherever considered necessary to arrive at the Free Cash Flow to the firm. Our key assumptions for FCF valuation are as follows:

Two stage DCF model:
Our DCF model has been classified in two stages; explicit forecast period (till FY 2024) and the long-term terminal growth. Revenues and Expenses along with Balance sheet has been projected till 2024 and we have assumed a long-term terminal growth beyond 2024.

Calculation of discount rate:
We have used Weighted Average Cost of Capital (WACC) as the discount rate which is the weighted average of the Debt (13.37 percent) and Equity (86.83 percent) in the capital structure of the company.

We have taken Pre-Tax cost of Debt as 8.5 percent and adjusted with a 25 percent tax rate to arrive at a Post Tax Cost of Debt of 6.38 percent.

For Calculation of Cost of Equity (Ke), we have used Capital Asset pricing Model (CAPM) and have assumed a risk-free rate (Rf) of 6.38 percent which is represented by the long-term government bond yield. Our Market Return (Rm) assumption is 15.21 percent which is the long return of BSE SENSEX. For Calculation of Beta (B), we have taken a one-year price of GIL ("GALLISPAT") on NSE and compared with NSE return over the same period. While the Beta arrived at was 0.40, we

have taken an additional unsystematic risk premium of 5 percent because the company does not trade high volumes in the market.

The Cost of Equity is calculated as:
Ke = Rf + (Rm – Rf) * B + Adjusted Unsystematic Risk Premium
Ke = 6.38% + (15.21% - 6.38%) x 0.40 + 5%
Ke = 14.87%

Consequently, our Weighted Average Cost of Capital is.
WACC = 14.87% x 0.8683 + 6.38% x 0.1367
WACC = 13.75%

Calculation of Free Cash Flows:
For the explicit forecast period till 2024, we have assumed Revenues and profits as projected by the management. The Profit Before Tax Margins are consistent with management projections and range from 8.6 percent to 17.6 percent over the explicit forecast period while the Profit After Tax margins are between 7.1 percent and 14.5 percent which is considered to be plausible.

In our calculation of Free Cash Flows, we have included the effect of Brand value of INR 274.62 crore that's embedded in the Free cash flows of GIL.

For the purposes of calculation of Free Cash Flows, we have taken the Firm Value approach as follows:

FCFF = PAT + NCC + Interest (1 – t) – FCI – WCI

PAT	=	Profit After Tax (or Net Income)
NCC	=	Non-Cash Charges E.g. Depreciation, Provisioned Expenses
t	=	Marginal Tax Rate
FCI	=	Fixed Capital Investment (Net Capital Expenditure)
WCI	=	Working Capital Investment (Changes in Non-Cash Working Capital)

Terminal Value:
We have assumed that the long-term growth rate of Revenues will be 7 percent. We have further assumed that in the long run, Depreciation will be offset by Capital Expenditure and hence these numbers set off each other. Working Capital would be 20 percent of Revenues and Interest will be maintained.

Value of Non Operating Assets
The Discounted Cash Flow Method typically values the operating assets that are used to generate cash flows. However, there are non operating assets (e.g. Land and Investments) that may drive further valuation of the company. In case of GIL, we have added the difference between the fair value and book value of Investments and Land to arrive at the total Value of Equity.

Calculation of Value of Equity

After considering the Free Cash Flows for the explicit forecast period and terminal value discounted at WACC, we have added back Cash and deducted Debt to arrive at the Equity Value of Operating Assets.

Particulars (INR Lakhs)	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024
Revenue	1,08,514.69	1,07,768.67	1,63,183.89	1,64,373.77	1,92,335.97
Profit After Tax	7,382.50	7,689.60	12,595.61	13,305.67	27,904.76
Add: Depreciation	2,467.86	2,101.62	3,249.56	3,268.60	4,549.78
Less: Capital Expenditure	7,333.70	9,500.00	13,840.00	19,960.00	-
Less: Changes in Working Capital (Excl Cash)	-19,766.82	6.51	7,255.86	57.19	131.75
Add: Interest on S T Borrowing (post of tax)	522.78	496.52	884.83	1,158.36	832.10
Free Cashflows	22,806.26	794.24	4,366.06	2,284.56	33,154.90
A) Present Value of Cash Flows (Explicit Forecast Period)	20,048.86	613.80	2,966.17	1,364.41	17,407.05
B) Present Value of Terminal Cash Flows	**1,92,165.76**				
C) Enterprise Value (A + B)	**2,25,904.88**				
Add: Cash on Valuation Date	334.89				
Less: Debt on Valuation Date	11,584.66				
Value of Equity (Operations)	**214,655.11**				
Value of Non-Operating Assets	47,234.39				
Value of Equity	**261,889.50**				

10.2.4 Valuation based on three approaches

Particulars	Amount (INR Lakhs)
Adjusted Net Asset Value	1,26,455.57
DCF Value of Equity	2,61,889.50
Relative Valuation (P/E Ratio)	92,036.79
Value of Equity (Equal Weighted average)	**1,60,127.28**

As mentioned in Part 8.2, since the shares of GML are infrequently traded, we have not taken the market value of GML for valuation purposes and the fair value may be treated as calculated above.

11. Background and Valuation - AAR Commercial Company Limited

11.1 AAR Commercial Company Limited (AAR) – Background

CIN	L63090DL1982PLC354818	
Date of Incorporation	28/06/1982	
Registered Address	Flat No. 22, Second Floor, Right Side, Bazar Lane, Bhogal, New Delhi Dl 110014 In	
Listing status	Listed	
Directors	Avijit Das	[PAN: AHXPD4883E]
	Uma Sharma	[DIN: 06862354]
	Anupam Khetan	[DIN: 07003797]
	Udit Agarwal	[DIN: 07036864]
	Nishi Agrawal	[DIN: 08441260]
	Arvind Kumar Modi	[PAN: AUHPM5239Q]
Authorised Share Capital	INR 12,45,00,000	
Paid up Share Capital	INR 10,01,40,000	

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Companies as on March 31, 2019 was as under:

Capital Structure	
Particulars	Amount in Rs.
Authorised Share Capital	
1,24,50,000 equity shares of Rs. 10/- each all fully paid up	12,45,00,000/-
Issued, Subscribed and Paid-up Capital	
1,00,14,000equity shares of Rs.10/- each all fully paid up	10,01,40,000/-

AAR Commercial Company Limited (CIN: L63090DL1982PLC354818) is a listed as well as commercial company, engaged in the business of trading and investment in shares and trading in fabrics and general merchandise. The Company's activities comprises primarily of investing in long term investments in equity shares, listed and unlisted, and equity related securities of companies in a wide range of industries. The company was incorporated to carry on the business as carriers of passengers and goods by land, air and water and/or that purpose to hire, take on lease, acquire by purchase any taxi cabs, omnibuses, motor-lorries, motor trucks etc. to purchase for investment or re-sale, to reclaim or take on lease or exchange, hire for any term of use or otherwise acquire any lands, buildings etc. Subject to Section 58A, and directions issued by the RBI to carry on the business of and to act as financiers and to lend and, advance, or deposit money to such person or persons, firm or firms, Company or Companies with or without security upon such terms as may be thought proper/ and/or to accept deposit and to guarantee the performance of contracts by any such person or persons, firm or firms, company or companies, provided however that the Company shall not carry on any banking business as defined in the Banking Regulations Act, 1949. Apart

from the above, to carry on the business of financing Industrial Enterprises whether by way of making loans or advances to or subscribing to the Capital of Industrial Enterprises in India.

11.2 Summary Financial Statements

Profit & Loss Statement (INR Lakhs)	31-Mar-18	31-Mar-19
Revenue from Operations		
Revenue from Operations	-	-
Other Income	29.18	127.37
Total Revenue from Operations	29.18	127.37
Expenses		
Cost of Materials consumed	-	-
Purchase of Stock in Trade	-	-
Changes in Inventory	-	-
Excise Duty on Sale of Goods	-	-
Employee Benefit Expenses	3.55	11.32
Financial costs	-	-
Depreciation Expenses	-	-
Other expenses	7.74	15.23
Total Expenses	11.29	26.55
Profit/(Loss) before Tax	17.89	100.83
Tax (Current Yr / Deferred Tax / MAT Credit)	0.64	20.18
Profit After Tax	17.25	80.64
Transfers	-3,898.19	3,165.79
Total Comprehensive Profit/(Loss) for the year / Profit Transferred to Balance Sheet	3,915.44	-3,085.14

BALANCE SHEET (INR Lakhs)	31/Mar/18	31/Mar/19
	-	-
Equity & Liabilities		
Equity		
Equity Share Capital	1,001	1,001
Other Equity	10,365	13,612
Total Equity	11,367	14,613
Liabilities		
Non Current Liabilities		
Financial Liabilities	-	-
Deferred Tax Liabilities (Net)	951	2,063
Total Non Current Liabilities	951	2,063
Current Liabilities		
Financial Liabilities	-	-
Other Financial Liabilities	1	3
Other Current Liabilities	-	-
Short Term Provisions	-	-
Current Income tax liabilities (net)	-	-
Total Current Liabilities	1	3
Total Equity & Liabilities	12,318	16,678
Assets		
Non Current Assets		
Property, Plant & Equipment	-	-
Intangible Assets	-	-
Capital Work in progress	-	-
Financial Assets	-	-
- Investments	12,212	14,974
- Other financial assets	-	-
Tax Assets (Net)	-	-
Other Non Current Assets	22	9
Total Non Current Assets	12,235	14,983
Current Assets		
Inventories	-	-
Financial Assets		
Trade Receivables	-	-
Cash & Cash Equivalents	25	1,658
Bank Balances other than above	-	-
Loans	46	26
Other Financial Assets	-	-
Other Current Assets	13	11
Total Current Assets	83	1,696
Total Assets	12,318	16,678

11.3 Valuation of AAR Commercial Co Ltd

11.3.1 Valuation based on Cost Approach:

While calculating the value of AAR under Cost approach, we have taken the Net Asset Value of AAR and adjusted it for the changes in the Fair Value of assets.

The value of AAR under Cost Approach is summarised as under:

Particulars	Amount (INR Lakhs)
Value of Assets	16,678.46
Less: Value of Liabilities	2,065.41
Book Value of Equity	**14,613.05**
Less: Book Value of Investments	14,974.38
Add: Fair Value of Investments #	28,212.61
Adjusted Book Value of Equity	**27,851.29**

We have adjusted the book value of Investments against fair value of investments (Shares of Gallantt Ispat Ltd). We have taken the Fair value of GIL as calculated above in this report. Further, we have obtained fair value of other assets through representations from the management and Valuation Report on Land & Building and Plant & Machinery obtained from respective registered valuers.

11.3.2 Valuation based on Market Approach

We have done the valuation of AAR based on Market Approach using the Price/Earnings:

AAR Commercial (Peer Companies)	PAT (INR Lakhs)	Price 31-Dec	Price 29-Nov	Price 31-Oct	Price 30-Sep	Average Price	P/E Ratio
Radhey Trade	**23,22,130**	25.95	26.00	21.00	17.40	**22.59**	**31.37**
JMD Ventures	**-75,81,701**	4.66	4.93	5.23	5.13	**4.99**	-
Kabsons Industries	**89,31,406**	2.75	2.95	3.04	3.05	**2.95**	**5.78**
Vosagar Polytex							**36.00**
New Light Apparell							**49.44**
Maxgrow India							**62.00**
Median P/E Ratio							**36.00**

Value based on P/E Ratio Multiple	Amount (INR Lakhs)
Median P/E Multiple in the Industry	36.00
Reported PAT (Rs Lakhs)	87.10
Value of Equity (Rs Lakhs)	3,135.46
Value of Non-Operating Assets	28,212.61
Value of Equity (Rs Lakhs)	**31,348.07**

VIKASH GOEL Kolkata Registered Valuer

11.3.3 Valuation based on Income Approach

We have used the discounted cash flow method to value AAR under the Income Approach. The company has shown stellar results in the past and continues to generate positive cash flows. Accordingly, we have valued AAR on a going concern basis.

The Free Cash Flow (FCF) approach is the most preferred Discounted Cash flow method for determining the current value of a company using future cash flows adjusted for time value. Free Cash Flow approach leads us to the 'Control perspective' of an acquirer who would like to be in a position to change the firm's policies. Free Cash Flow to the Firm (FCFF) is used to value the firm as a whole (including, shareholders and bondholders). Using FCFF approach, the value of the firm is defined as a FCFF discounted at the Weighted Average Cost of Capital (WACC). The FCFF discounted at WACC gives us the value of the firm's operating assets. We can still find out the Total Value of the Firm that is used for acquisition purposes by adding Non-Operating Assets.

We have used management provided projections around future revenues and expenses and have adjusted them wherever considered necessary to arrive at the Free Cash Flow to the firm. Our key assumptions for FCF valuation are as follows:

Two stage DCF model:
Our DCF model has been classified in two stages; explicit forecast period (till FY 2024) and the long-term terminal growth. Revenues and Expenses along with Balance sheet has been projected till 2024 and we have assumed a long-term terminal growth beyond 2024.

Calculation of discount rate:
We have used Weighted Average Cost of Capital (WACC) as the discount rate which is the weighted average of the Target Debt (0 percent) and Target Equity (100 percent) in the capital structure of the company.

We have arrived at a Post Tax Cost of Debt of 6.38 percent by adjusting it with a 25 percent tax rate. But as given the target of debt is NIL, our Cost of Debt will be NIL.

For Calculation of Cost of Equity (Ke), we have used Capital Asset pricing Model (CAPM) and have assumed a risk-free rate (Rf) of 6.38 percent which is represented by the long-term government bond yield. Our Market Return (Rm) assumption is 15.20 percent which is the long return of BSE SENSEX. For Calculation of Beta (B), we have taken a one-year price of AAR ("AAR") on NSE and compared with NSE return over the same period. Our Beta arrived at was 1. Accordingly, our Cost of Equity is calculated as:

Ke = Rf + (Rm – Rf) * B
Ke = 6.38% + (15.20% - 6.38%) x 1
Ke = 16.20%

Accordingly, our Weighted Average Cost of Capital
WACC = 16.20% x 1.0 + 6.38% x 0
WACC = 16.20%

Calculation of Free Cash Flows:

For the purposes of calculation of Free Cash Flows, we have taken the Firm Value approach as follows:

FCFF = PAT + NCC + Interest (1 – t) – FCI – WCI

PAT = Profit After Tax (or Net Income)
NCC = Non-Cash Charges E.g. Depreciation, Provisioned Expenses
t = Marginal Tax Rate
FCI = Fixed Capital Investment (Net Capital Expenditure)
WCI = Working Capital Investment (Changes in Non-Cash Working Capital)

Terminal Value:

We have assumed that the long-term growth rate of Free Cash Flows will be 7 percent.

Value of Non Operating Assets

The Discounted Cash Flow Method typically values the operating assets that are used to generate cash flows. However, there are non operating assets (e.g. Land and Investments) that may drive further valuation of the company. In case of AAR, the company has substantial investment in GIL. Accordingly, we have added the difference between the fair value and book value of Investments in GIL to arrive at the total Value of Equity.

Calculation of Value of Equity

After considering the Free Cash Flows for the explicit forecast period and terminal value discounted at WACC, we have added back Cash and deducted Debt to arrive at the Equity Value of Operating Assets.

Our assessment and observations did not reveal substantial operations of AAR on DCF basis. This is in line with our discussions with the management. Hence our Free Cash Flows are similar to the Profits After Tax of the Company.

Year	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024
Revenue	159.22	199.02	248.78	310.97	388.72
Profit After Tax	94.67	111.13	130.46	153.15	179.79
Add: Depreciation	-	-	-	-	-
Less: Capital Expenditure	-	-	-	-	-
Less: Changes in Working Capital (Excl Cash)	-	-	-	-0.00	-
Add: Interest (post of tax)	-	-	-	-	-
Free Cashflows	**94.67**	**111.13**	**130.46**	**153.15**	**179.79**
Present Value of Cash Flows	**81.47**	**82.31**	**83.15**	**84.00**	**84.86**
Present Value of Terminal Value	504.47				
Enterprise Value	**920.26**				
Add: Cash	1,658.32				
Less: Debt	0.00				
Value of Equity (Operating Assets)	**2,578.58**				
Value of Non-Operating Assets	28,212.61				
Value of Equity	**30,791.20**				

11.3.4 Valuation based on three approaches

Particulars	Amount (INR Lakhs)
Adjusted Net Asset Value	27,851.29
DCF Value of Equity	30,791.20
Relative Valuation (P/E Ratio)	31,348.07
Value of Equity (Equal Weighted average) (INR Lakhs)	**29,996.85**

12. Background and Valuation - Hipoline Commerce Private Limited

12.1 Hipoline Commerce Private Limited (HIPOLINE) – Background

CIN	U51909WB1995PTC076045	
Date of Incorporation	18/12/1995	
Registered Address	27A, Waterloo Street, First Floor, Room No. 118 Kolkata WB 700069 IN	
Listing status	Unlisted	
Directors	Sunita Dinesh Agarwal Akash Dineshkumar Agarwal Shree Raman	[DIN: 02014941] [DIN: 02015012] [DIN: 07967646]
Authorised Share Capital	INR 4,72,83,000	
Paid up Share Capital	INR 2,12,63,100	

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Companies as on March 31, 2019 was as under:

Capital Structure	
Particulars	Amount in Rs.
Authorised Share Capital	
47,28,300 equity shares of Rs. 10/- each all fully paid up	4,72,83,000/-
Issued, Subscribed and Paid-up Capital	
21,26,310 equity shares of Rs.10/- each all fully paid up	2,12,63,100/-

Hipoline Commerce Private Limited (CIN: U51909WB1995PTC076045) is a Non-Banking Finance Company engaged in the business of Investment, Financing, advancing loan and making inter-corporate loan and investments. The Company is Registered with the Reserve Bank of India as a Non-Banking Finance Company vide Registration No. B. 05. 03563. Company is a Non-listed Private Limited Company incorporated under the Companies Act, 1956. The Registered Office of the Company is located at "Mehta House", 27A, Waterloo Street, Room No. 118, Kolkata – 700069, West Bengal.

12.2 Summary Financial Statements

Profit & Loss Statement (INR Lakhs)	31-Mar-18	31-Mar-19
Revenue from Operations		
Revenue from Operations	40.66	531.46
Other Income	-	23.10
Total Revenue from Operations	40.66	554.56
Expenses		
Cost of Materials consumed	-	811.03
Purchase of Stock in Trade	-	-
Changes in Inventory	-	-
Excise Duty on Sale of Goods	-	-
Employee Benefit Expenses	-	1.17
Financial costs	-	0.87
Depreciation Expenses	0.24	-
Other expenses	0.85	0.52
Total Expenses	1.09	813.59
Profit before exceptional items	39.58	-259.03
Exceptional items	-	-
Profit/(Loss) before Tax	39.58	-259.03
Tax (Current Yr / Deferred Tax / MAT Credit)	11.09	-
Profit After Tax	28.48	-259.03
Transfers	-	-
Total Comprehensive Profit/(Loss) for the year / Profit Transferred to Balance Sheet	28.48	-259.03

BALANCE SHEET (INR Lakhs)	31/Mar/18	31/Mar/19
	-	-
Equity & Liabilities		
Equity		
Equity Share Capital	422.71	212.63
Other Equity	2,840.78	3,539.42
Total Equity	3,263.50	3,752.05
Liabilities		
Non Current Liabilities		
Financial Liabilities		
Borrowings	-	23.62
Deferred Tax Liabilities (Net)	-	-
Total Non Current Liabilities	-	23.62
Current Liabilities		
Financial Liabilities		
Borrowings	-	0.69
Trade Payables	-	102.41
Other Financial Liabilities	-	-
Other Current Liabilities	-	0.24
Short Term Provisions	5.28	0.16
Current Income tax liabilities (net)	-	-
Total Current Liabilities	5.28	103.50
Total Equity & Liabilities	3,268.78	3,879.16
Assets		
Non Current Assets		
Property, Plant & Equipment	11.27	11.27
Intangible Assets	-	-
Capital Work in progress	-	-
Financial Assets	-	-
- Investments	2,742.56	3,669.49
- Other financial assets	-	-
Tax Assets (Net)	-	-
Other Non Current Assets	-	-
Total Non Current Assets	2,753.83	3,680.76
Current Assets		
Inventories	-	57.22
Financial Assets		
Trade Receivables	-	-
Cash & Cash Equivalents	30.87	3.86
Bank Balances other than above	-	-
Loans	391.89	45.13
Other Financial Assets	-	-
Other Current Assets	92.19	92.19
Total Current Assets	514.95	198.40
Total Assets	3,268.78	3,879.16

12.3. Valuation of Hipoline Commerce Private Limited

12.3.1 Valuation based on Cost Approach:

While calculating the value of Hipoline under Cost approach, we have taken the Net Asset Value of Hipoline and adjusted it for the changes in the Fair Value of assets.

The investments in quoted shares have been revalued using the fair market values as on the valuation date. We have observed that most of these quoted investments are not frequently traded on the respective stock exchanges.

Hipoline has investments in a number of unquoted investments totalling to INR 244.75 Lakhs. Based on the representations received from the management, it is difficult to obtain the financial statements of these companies. However, as per the management, there is no reason to believe that there would be a significant change in the value of these investments from their cost of acquisition. Accordingly, we have valued the unquoted investments at cost.

The value of Hipoline under Cost Approach is summarised as under:

Particulars	**Amount (INR Lakhs)**
Value of Assets	3,879.16
Less: Value of Liabilities	127.12
Book Value of Equity	**3,752.05**
Less: Book Value of Investments	3,669.49
Add: Fair Value of Investments	5,768.66
Adjusted Book Value of Equity	**5,851.22**

12.3.2 Valuation based on Income and Market Approach:

Hipoline is a private company and operates as a Non-Banking Finance Company under RBI. Based on the representations received from the management, the company does not have active NBFC operations. Given the nature of operations, we did not observe any comparable companies that are traded which could be used for valuation of Hipoline under Market Approach. Accordingly, we have not valued the company under Market Approach.

Since the operations of Hipoline does not allow us to forecast the future cash flows with reasonable certainty, we believe that using the Income approach would significantly jeopardise our valuation assessment. Accordingly, we have not valued Hipoline under Income Approach.

13. Background and Valuation - Lexi Exports Private Limited

13.1 Lexi Exports Private Limited (LEXI) – Background

CIN	U51909WB1993PTC058926	
Date of Incorporation	24/05/1993	
Registered Address	207, Maharshi Devendra Road 1st Floor, Room No. 27 Kolkata WB 700007 IN	
Listing status	Unlisted	
Directors	Ashwin Gupta	[DIN: 00098712]
	Shweta Gupta	[DIN: 00098835]
Authorised Share Capital	INR 3,30,00,000	
Paid up Share Capital	INR 14,29,670	

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Companies as on March 31, 2019 was as under:

Capital Structure	
Particulars	Amount in Rs.
Authorised Share Capital	
34,30,000 equity shares of Rs. 10/- each all fully paid up	3,43,00,000/-
Issued, Subscribed and Paid-up Capital	
1,42,967 equity shares of Rs.10/- each all fully paid up	14,29,670/-

Lexi Exports Pvt Ltd (CIN: U51909WB1993PTC058926) is a Private incorporated on 24 May 1993. It is classified as Non-govt company and is Registered with the Reserve Bank of India as a Non-Banking Finance Company vide Registration No. B. 05. 04965. This Non-Banking Finance Company is engaged in the business of Investment, Financing, advancing loan and making inter-corporate loan and investments.

VIKASH GOEL * Kolkata * Registered Valuer

13.2 Summary Financial Statements

Profit & Loss Statement (INR Lakhs)	31-Mar-18	31-Mar-19
Revenue from Operations		
Revenue from Operations	0.08	50.07
Other Income	-	0.04
Total Revenue from Operations	0.08	50.11
Expenses		
Cost of Materials consumed	-	-
Purchase of Stock in Trade	-	-
Changes in Inventory	-	-
Excise Duty on Sale of Goods	-	-
Employee Benefit Expenses	0.05	1.08
Financial costs	-	-
Depreciation Expenses	-	-
Other expenses	0.20	1.26
Total Expenses	0.24	2.34
Profit before exceptional items	-0.17	47.77
Exceptional items	-	-
Profit/(Loss) before Tax	-0.17	47.77
Tax (Current Yr / Deferred Tax / MAT Credit)	-	3.70
Profit After Tax	-0.17	44.07
Transfers	-	8.81
Total Comprehensive Profit/(Loss) for the year / Profit Transferred to Balance Sheet	-0.17	35.26

BALANCE SHEET (INR Lakhs)	31/Mar/18	31/Mar/19
Equity & Liabilities		
Equity		
Equity Share Capital	328.84	14.30
Other Equity	1,764.74	2,120.37
Total Equity	2,093.58	2,134.67
Liabilities		
Non Current Liabilities		
Financial Liabilities		
Borrowings	-	-
Other Non Current Liabilities	-	-
Provisions	0.06	0.10
Deferred Tax Liabilities (Net)	-	-
Total Non Current Liabilities	0.06	0.10
Current Liabilities		
Financial Liabilities		
Borrowings	-	4.65
Trade Payables	-	-
Other Financial Liabilities	-	-
Other Current Liabilities	24.82	0.24
Short Term Provisions	-	-
Current Income tax liabilities (net)	-	-
Total Current Liabilities	24.82	4.89
Total Equity & Liabilities	2,118.45	2,139.66
Assets		
Non Current Assets		
Property, Plant & Equipment	-	-
Intangible Assets	-	-
Capital Work in progress	-	-
Financial Assets	-	-
- Investments	2,102.28	2,094.35
- Other financial assets	-	0.34
Tax Assets (Net)	-	-
Other Non Current Assets	-	-
Total Non Current Assets	2,102.28	2,094.69
Current Assets		
Inventories	-	-
Financial Assets	-	-
Trade Receivables	-	-
Cash & Cash Equivalents	1.96	3.76
Bank Balances other than above	-	-
Loans	14.20	41.21
Other Financial Assets	-	-
Other Current Assets	-	0.00
Total Current Assets	16.16	44.97
Total Assets	2,118.45	2,139.66

VIKASH GOEL Kolkata Registered Valuer

13.3 Valuation of Lexi Exports Private Limited

13.3.1 Valuation based on Cost Approach:

While calculating the value of Lexi under Cost approach, we have taken the Net Asset Value of Lexi and adjusted it for the changes in the Fair Value of assets. The value of Lexi under Cost Approach is summarised as under:

Particulars	Amount (INR Lakhs)
Value of Assets	2,139.66
Less: Value of Liabilities	4.99
Book Value of Equity	**2,134.67**
Less: Book Value of Investments	2,094.35
Add: Fair Value of Investments	7,237.40
Adjusted Book Value of Equity	**7,277.72**

13.3.2 Valuation based on Income and Market Approach:

LEXI is a private company and operates as a Non Banking Finance Company under RBI. Based on the representations received from the management, the company does not have active NBFC operations. Given the nature of operations, we did not observe any comparable companies that are traded which could be used for valuation of LEXI under Market Approach. Accordingly, we have not valued the company under Market Approach.

Since the operations of LEXI does not allow us to forecast the future cash flows with reasonable certainty, we believe that using the Income approach would significantly jeopardise our valuation assessment. Accordingly, we have not valued LEXI under Income Approach.

14. Background and Valuation - Richie Credit & Finance Private Limited

14.1 Richie Credit & Finance Private Limited (RICHIE) – Background

CIN	U65921WB1985PTC117558	
Date of Incorporation	07/11/1985	
Registered Address	207, Maharshi Devendra Road 1st Floor, Room No. 27 Kolkata WB 700007 IN	
Listing status	Unlisted	
Directors	Ashwin Gupta	[DIN: 00098712]
	Shweta Gupta	[DIN: 00098835]
Authorised Share Capital	INR 3,51,00,000	
Paid up Share Capital	INR 10,20,000	

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Companies as on March 31, 2019 was as under:

Capital Structure	
Particulars	Amount in Rs.
Authorised Share Capital	
35,10,000 equity shares of Rs. 10/- each all fully paid up	3,51,00,000/-
Issued, Subscribed and Paid-up Capital	
1,02,000 equity shares of Rs.10/- each all fully paid up	10,20,000/-

Richie Credit & Finance Private Limited (CIN: U65921WB1985PTC117558) was incorporated to carry on the business of a Non-Banking Finance Company engaged in the business of Investment, Financing, advancing loan and making inter-corporate loan and investments. The Company is Registered with the Reserve Bank of India as a Non-Banking Finance Company vide Registration No. B.05.06989. The Company is a Non-listed Private Limited Company incorporated under the Companies Act, 1956.

14.2 Summary Financial Statements

Profit & Loss Statement (INR Lakhs)	31-Mar-18	31-Mar-19
Revenue from Operations		
Revenue from Operations	4.14	18.07
Other Income	0.03	-
Total Revenue from Operations	4.18	18.07
	-	-
Expenses	-	-
Cost of Materials consumed	-	-
Purchase of Stock in Trade	-	-
Changes in Inventory	-	-
Excise Duty on Sale of Goods	-	-
Employee Benefit Expenses	-	0.24
Financial costs	-	-
Depreciation Expenses	-	-
Other expenses	1.03	2.09
Total Expenses	1.03	2.33
Profit before exceptional items	3.14	15.73
Exceptional items	-	-
Profit/(Loss) before Tax	3.14	15.73
Tax (Current Yr / Deferred Tax / MAT Credit)	0.82	0.88
Profit After Tax	2.32	14.86
Transfers	0.46	2.97
Total Comprehensive Profit/(Loss) for the year / Profit Transferred to Balance Sheet	1.86	11.89

BALANCE SHEET (INR Lakhs)	31/Mar/18	31/Mar/19
Equity & Liabilities		
Equity		
Equity Share Capital	282.99	10.20
Other Equity	1,097.48	1,400.91
Total Equity	1,380.47	1,411.11
Liabilities		
Non Current Liabilities		
Financial Liabilities		
Borrowings	-	-
Other Non Current Liabilities	-	-
Provisions	0.22	0.22
Deferred Tax Liabilities (Net)	-	-
Total Non Current Liabilities	0.22	0.22
Current Liabilities		
Financial Liabilities		
Borrowings	-	1.75
Other Current Liabilities	35.10	0.20
Short Term Provisions	0.41	0.29
Current Income tax liabilities (net)	-	-
Total Current Liabilities	35.51	2.24
Total Equity & Liabilities	1,416.20	1,413.58
Assets		
Non Current Assets		
Property, Plant & Equipment	-	-
Intangible Assets	-	-
Capital Work in progress	-	-
Financial Assets		
- Investments	1,342.44	1,338.14
- Other financial assets	-	-
Tax Assets (Net)	-	-
Other Non Current Assets	-	-
Total Non Current Assets	1,342.44	1,338.14
Current Assets		
Inventories	-	-
Financial Assets		
Trade Receivables	-	-
Cash & Cash Equivalents	24.37	11.44
Bank Balances other than above	-	-
Loans	41.76	59.34
Other Financial Assets	-	-
Other Current Assets	7.63	4.65
Total Current Assets	73.76	75.43
Total Assets	1,416.20	1,413.58

14.3 Valuation of Richie Credit & Finance Private Limited

14.3.1 Valuation based on Cost Approach:

While calculating the value of Richie under Cost approach, we have taken the Net Asset Value of Richie and adjusted it for the changes in the Fair Value of assets. The value of Richie under Cost Approach is summarised as under:

Particulars	**Amount (INR Lakhs)**
Value of Assets	1,413.58
Less: Value of Liabilities	2.46
Book Value of Equity	**1,411.11**
Less: Book Value of Investments	1,338.14
Add: Fair Value of Investments	3,045.70
Adjusted Book Value of Equity	**3,118.67**

14.3.2 Valuation based on Income and Market Approach:

RICHIE is a private company and operates as a Non Banking Finance Company under RBI. Based on the representations received from the management, the company does not have active NBFC operations. Given the nature of operations, we did not observe any comparable companies that are traded which could be used for valuation of RICHIE under Market Approach. Accordingly, we have not valued the company under Market Approach.

Since the operations of RICHIE does not allow us to forecast the future cash flows with reasonable certainty, we believe that using the Income approach would significantly jeopardise our valuation assessment. Accordingly, we have not valued RICHIE under Income Approach.

15. Computation of Fair Share Exchange Ratio:

Particulars	GML	Weight	GIL	Weight	AAR	Weight	Hipoline	Weight	Lexi	Weight	Richie	Weight
Cost Approach (INR lakhs)	66,666.60	33.33%	1,26,455.57	33.33%	27,851.29	33.33%	5,851.22	100 %	7,277.72	100%	3,118.67	100%
Income Approach (INR lakhs)	30,704.93	33.33%	2,61,889.50	33.33%	30,791.20	33.33%	-		-			
Market Approach (INR Lakhs)	50,623.95	33.33%	92,036.79	33.33%	31,348.07	33.33%	-		-			
Value of Equity (INR Lakhs)	49,331.83		1,60,127.28		29,996.85		5,851.22		7,277.72		3,118.67	
Number of shares	81,322,324		282,360,720		10,014,000		2,126,310		142,967		102,000	
Relative Value per share (INR)	60.66		56.71		299.55		275.18		5,090.49		3,057.52	
Share Exchange Ratio with GML	1		0.93		4.91		4.54		83.92		50.40	
Share Exchange Ratio with GML (Rounded)	1		13 : 14		5 : 1		9 : 2		84 : 1		101 : 2	

Based on the calculations above, The Transferee Company (GML) will issue shares to Transferor companies in the following ratio:

- 13 equity shares of GML of INR 10 each fully paid up for every 14 equity shares of GIL Ltd of INR 1 each fully paid up.
- 5 equity shares of GML of INR 10 each fully paid up for every 1 equity shares of AAR Ltd of INR 10 each fully paid up.
- 9 equity shares of GML of INR 10 each fully paid up for every 2 equity shares of HIPOLINE Ltd of INR 10 each fully paid up.
- 84 equity shares of GML of INR 10 each fully paid up for every 1 equity shares of LEXI Ltd of INR 10 each fully paid up.
- 101 equity shares of GML of INR 10 each fully paid up for every 2 equity shares of RICHIE Ltd of INR 10 each fully paid up.
- Any fractional amount of shares would be settled in accordance with the draft scheme of amalgamation (Para 14.4) to ensure that the shareholders of the transferor companies get the full value of their company's worth.

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Note: Rationale for not using Income Approach and Market Approach for HIPOLINE, LEXI and RICHIE

HIPOLINE, LEXI and RICHIE are private companies and operate as Non-Banking Finance Companies under RBI. Based on the representations received from the management of the respective companies, these companies do not have active or substantial NBFC operations.

Given the nature of operations, we did not observe any comparable companies that are traded which could be used for valuation of HIPOLINE, LEXI and RICHIE under Market Approach. Accordingly, we have not valued these companies under Market Approach.

Since the operations of HIPOLINE, LEXI and RICHIE does not allow us to forecast the future cash flows with reasonable certainty, we believe that using the Income approach would significantly jeopardise our valuation assessment. Accordingly, we have not valued these companies under Income Approach.

16. Annexure: Comparative summary of financial statements of the companies

Profit & Loss Statement	LEXI 31-Mar-19	Richie 31-Mar-19	Hipoline 31-Mar-19	AAR 31-Mar-19	GIL 31-Mar-19	GML 31-Mar-19
Revenue from Operations						
Revenue from Operations	5,006,690	1,806,514	53,146,165	-	12,292,706,000	10,637,853,000
Other Income	4,377		2,310,006	12,737,423	20,450,000	54,021,000
Total Revenue from Operations	**5,011,067**	**1,806,514**	**55,456,171**	**12,737,423**	**12,313,156,000**	**10,691,874,000**
Expenses						
Cost of Materials consumed			81,102,612	-	9,361,329,000	7,911,389,000
Purchase of Stock in Trade				-	-	178,805,000
Changes in Inventory				-	93,460,000	-143,263,000
Excise Duty on Sale of Goods				-	-	-
Employee Benefit Expenses	108,000	24,000	117,000	1,131,600	263,295,000	298,990,000
Financial costs			87,411	-	96,794,000	59,899,000
Depreciation Expenses				-	258,953,000	140,929,000
Other expenses	126,205	209,345	52,142	1,523,108	693,954,000	1,145,174,000
Total Expenses	**234,205**	**233,345**	**81,359,165**	**2,654,708**	**10,767,785,000**	**9,591,923,000**
Profit before exceptional items	**4,776,862**	**1,573,168**	**-25,902,994**	**10,082,715**	**1,545,371,000**	**1,099,951,000**
Exceptional items	-	-	-	-	**117,767,000**	-
Profit/(Loss) before Tax	4,776,862	1,573,168	-25,902,994	10,082,715	1,663,138,000	1,099,951,000
Tax (Current Yr / Deferred Tax / MAT Credit)	369,501	87,543		2,018,263	360,934,000	383,686,000
Profit After Tax	**4,407,361**	**1,485,625**	**-25,902,994**	**8,064,452**	**1,302,204,000**	**716,265,000**
Transfers	881,472	297,125		316,578,519	-	-
Profit Transferred to Balance Sheet	**3,525,889**	**1,188,500**	**-25,902,994**	**-308,514,067**	**1,302,204,000**	**716,265,000**
Number of Shares	142,967	102,000	2,126,310	10,014,000	282,360,720	81,322,324
EPS (Reported)	24.66	11.65	-12.18	0.81	4.61	-

VINAYAK GOEL Kolkata Registered Valuer

BALANCE SHEET	LEXI 31/Mar/19	Richie 31/Mar/19	Hipoline 31/Mar/19	AAR 31/Mar/19	GIL 31/Mar/19	GML 31/Mar/19
Equity Share Capital	1,429,670	1,020,000	21,263,100	100,140,000	282,361,000	813,223,000
Other Equity	212,037,465	140,091,345	353,941,659	1,361,165,254	7,357,737,000	4,001,523,000
Total Equity	**213,467,135**	**141,111,345**	**375,204,759**	**1,461,305,254**	**7,640,098,000**	**4,814,746,000**
Borrowings			2,362,123	-	1,158,466,000	-
Other Non-Current Liabilities				-	124,196,000	-
Provisions	10,303	22,146		-	7,102,000	5,785,000
Deferred Tax Liabilities (Net)				206,286,800	-	-
Total Non-Current Liabilities	**10,303**	**22,146**	**2,362,123**	**206,286,800**	**1,289,764,000**	**5,785,000**
Borrowings	465,000	175,000	68,547	-	1,256,558,000	512,649,000
Trade Payables			10,241,452	-	60,084,000	184,606,000
Other Financial Liabilities				254,200	129,000	61,124,000
Other Current Liabilities	23,600	20,000	23,741	-	229,252,000	51,290,000
Short Term Provisions		29,116	15,860	-	-	5,707,000
Current Income tax liabilities (net)				-	-	1,551,000
Total Current Liabilities	488,600	224,116	10,349,600	254,200	1,546,023,000	816,927,000
Total Equity & Liabilities	**213,966,038**	**141,357,607**	**387,916,482**	**1,667,846,254**	**10,475,885,000**	**5,637,458,000**
Property, Plant & Equipment			1,127,000	-	4,424,366,000	2,079,022,000
Intangible Assets				-	4,700,000	-
Capital Work in progress				-	600,730,000	1,274,800,000
- Investments	209,435,434	133,814,110	366,949,403	1,497,437,676	426,798,000	426,608,000
- Other financial assets	33,614			-	68,000	9,268,000
Tax Assets (Net)					137,167,000	208,949,000
Other Non-Current Assets				854,172	6,394,000	2,120,000
Total Non-Current Assets	**209,469,048**	**133,814,110**	**368,076,403**	**1,498,291,848**	**5,600,223,000**	**4,000,767,000**
Inventories			5,722,006	-	1,310,912,000	1,107,250,000
Trade Receivables				-	786,326,000	375,688,000
Cash & Cash Equivalents	375,501	1,144,180	385,747	165,831,970	8,828,000	15,486,000
Bank Balances other than above				-	24,661,000	9,518,000
Loans	4,121,036	5,934,318	4,513,312	2,578,462	-	21,128,000
Other Financial Assets				-	2,451,802,000	1,090,000
Other Current Assets	453	465,000	9,219,014	1,143,974	293,133,000	106,531,000
Total Current Assets	4,496,990	7,543,498	19,840,079	169,554,406	4,875,662,000	1,636,691,000
Total Assets	**213,966,038**	**141,357,607**	**387,916,482**	**1,667,846,254**	**10,475,885,000**	**5,637,458,000**

End of Report

VIKASH GOEL * Registered Valuer *

VIKASH GOEL
CA, CFA, MS Finance, MBA, IIM-C
Registered Valuers
Securities & Financial Assets
Regn. No. IBBI/RV/01/2018/10339

Diamond City North, 11-5C
68 Jessore Road, Kolkata 700055
vikashgoel@hotmail.com
+91 98302 92370

www.investmentvaluation.in

Addendum to Valuation Report dated 17-Jan-2020 for Share Exchange Ratio for amalgamation of Transferor companies with Gallantt Metal Ltd

We wish to clarify that the aforesaid Valuation Report was prepared after considering the impact of the Proposed Slump Sale in the Draft Scheme of Merger shared with us.

Our Report Section 7.1 (Rationale for the amalgamation – Slump Sale) states the following:
The management and board of GIL has proposed that effective from opening of the business hour on April 01, 2019, GIL will sell and transfer 18 MW Power Plant to Gallantt Metal Limited on "Slump Sale" basis at a consideration of Rs. 35.00 Crores as a going concern. Slump Sale of the said Power Plant is a part of "Schema of Amalgamation and Slump Sale" under Section 230 to 232 of the Companies Act, 2013. Sale and Transfer of Power Plant through Slump Sale is a measure of strategic tax planning of the amalgamated entity.

The reference of Rs 35 Crore was taken into account after referring to the Valuation Report (dated 14-Jan-2020) of Mr Debasish Ghosh, a Registered Valuer registered with IBBI. This report was made available to us by the management, during the course of our valuation exercise. We have relied on the valuation conducted by the Registered Valuer and have found the number to be plausible based on our assessment.

Mr Debasish Ghosh has considered the Cost Approach (Reproduction Cost Method) to value the Plant as a whole. The summary of the valuation is as follows:

	Book Value	Current Reproduction Cost	Depreciation	Depreciated Value	Slump Sale Value
Power Plant & Machinery	300,759,469	1,232,936,519	325,881,755	907,054,763	274,538,311
Land (5000 Sq Mtr) (Based on Market Rates)		3,350,000			3,350,000
Buildings (Coal Yard and TG)	33,726,037	142,091,934	31,497,045	110,594,889	71,886,678
Value of 18MW Plant For Slump Sale					349,774,989
Value (Rounded off)					35 Crore

[Please refer to the attached detailed report for calculation and the report from the Registered Valuer Mr Debasish Ghosh]

This addendum should be read along and as part of the aforesaid valuation and not in isolation.

Regards

Vikash Goel
Registered Valuer
Regn. No. IBBI/RV/01/2018/10339

ANNEXURE – 5

COMPUTATION OF

ESIMATED SLUMP SALE VALUE OF

18 MW POWER PLANT

OF

GALLANT ISPAT LIMITED

AS ON 31.03.2019

TO BE SOLD TO M/s GALLANTT METAL LTD

THROUGH SCHEME OF AMALGAMATION

Conducted By

DEBASISH GHOSH

IBBI Registered Valuer

Registration no: IBBI/RV/01/2019/11265

Address: 187 , BARASAT ROAD, SAMASRIPALLI,

BARRACKPORE , KOLKATA- 700122.

Mobile: +91-9830353177

14.01.2020

DEBASISH GHOSH
BACHELOR OF MECHANICAL ENGINEERING
CHARTERED ENGINEER , IBBI REGISTERED VALUER ,
Address - 187 Barasat Road , Samasripalli
PO- N.C.Pukur , Barrackpore-700122
M- 9830353177

VALUATION REPORT OF M/S GALLANT ISPAT LIMITED

18 MW POWER PLANT

Computation of Estimated Slumpsale value of 18 MW Power Plant of M/s Gallant Ispat Ltd to be sold to M/s Gallantt Metal Ltd through scheme of Amalgamation.

Executive summary

I , DEBASISH GHOSH, hereby certify that I have ascertained the estimated Slumpsale value of the 18 MW Power Plant of M/s Gallant Ispat Ltd as on as on 31/03/19 in compliance of the mandate dated 09/01/20 received from Mr Nitesh Kumar , Company Secretary of GIL.

SLUMP SALE VALUE = Rs 35 crores (rounded off)

Purpose of the Engagement

To ascertain value as Slumpsale of 18 MW power plant as a Going Concern to M/s Gallantt Metal Limited from Gallant Ispat Ltd through scheme of Amalgamation.

Premise of Value

Slumpsale as going concern

valuation date ---- 31/03/19

Report date — 14/01/20

Approach of Valuation -- COST APPROACH

Assumptions and Disclaimer –

All the figures and facts were provided to me from M/s Gallant Ispat Ltd

The accuracy or correctness of the facts and figures were not verified by me.

The valuation is done on the basis of data provided to me . I will not be responsible

if the input data or figures are wrong in any way.

During Valuation I assumed that the 18 MW power plant is in running condition

as the same fact was passed to me as an input data.

REPORT PREPARED BY -- **DEBASISH GHOSH** , Registered Valuer (P&M),IBBI/RV/01/2019/11265
Dated – 14/01/20

DEBASISH GHOSH
Chartered Engineer
Registered Valuer (Plant & Machinery)
IBBI/RV/01/2019/11265
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SUMMARY OF SLUMP SALE

Sl No	Item Description	WDV	INR Slumpsale value
1	Plant and Machinery	300759469	27,45,38,311
2	Building	33726037	7,18,86,678
3	Land		3350000
	TOTAL		**34,97,74,989** (35 crores rounded off)

Rupees Thirty Five crores (rounded off)

SLUMP SALE VALUE = RS THIRTY FIVE CRORES (rounded off)

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POWER PLANT PLANT AND MACHINERY VALUATION FOR SLUMP-SALE

Sl No	DATE	ITEM	Index no in capitalisation year	Net Amount	WDV	Useful life	Age(31/03/19)	Balance life	Current reproduction cost	Depreciated value	Slump sale value
		Turbine Set									
1	31-07-2011	15Mw Power Plant	184	62,79,68,558							
2	31-01-2012	15Mw Power Plant	184	4,24,24,504	234106679	25	7	18	98,63,20,181	72,39,59,013	217187704
3	15-03-2012	15Mw Power Plant	184	99,753	19141936	25	7	18	6,66,34,139	4,89,09,458	14672838
4	01-04-2012	15Mw Power Plant	200	8,27,250	45013	25	7	18	1,56,693	1,15,013	34504
5	01-05-2012	18Mw Power Plant	200	5,35,846	373255	25	6	19	11,95,376	9,22,830	276849
6	24-05-2012	18Mw Power Plant	200	2,80,500	241774	25	6	19	7,74,267	5,97,758	179327
7	10-05-2012	18Mw Power Plant	200	1,83,006	126362	25	6	19	4,05,323	3,12,909	93873
8	31-05-2012	18Mw Power Plant	200	2,69,30,922	82572	25	6	19	2,64,444	2,04,151	61245
9	31-07-2012	Motor Bearing Etc	200	3,68,492	12151232	25	6	19	3,89,15,162	3,00,42,520	9012756
10	07-08-2012	Motor Bearing Etc	200	20,650	166264	25	6	19	5,32,471	4,11,068	1,23,320
11	16-08-2012	Motor Bearing Etc	200	8,69,101	9317	25	6	19	29,839	23,036	6,911
12	01-09-2012	Motor Bearing Etc	200	6,06,108	292138	25	6	19	12,55,811	9,69,517	2,90,855
13	05-09-2012	Motor Bearing Etc	200	39,263	273476	25	6	19	8,75,826	6,76,138	2,02,841
14	23-12-2012	Motor Bearing Etc	200	7,09,045	17715	25	6	19	56,735	43,799	13,140
15	28-12-2012	Motor Bearing Etc	200	4,66,698	375510	25	6	19	10,24,570	7,90,968	2,37,290
16	01-01-2013	Motor Bearing Etc	200	49,500	247163	25	6	19	6,74,379	5,20,620	1,56,186
17	04-02-2013	Motor Bearing Etc	200	10,73,619	26215	25	6	19	71,528	55,219	16,566
18	08-02-2013	Motor Bearing Etc	200	22,100	568589	25	6	19	15,51,380	11,97,665	3,59,300
19	13-02-2013	Motor Bearing Etc	200	44,000	11704	25	6	19	31,935	24,653	7,396
20	19-02-2013	Motor Bearing Etc	200	29,000	23302	25	6	19	63,580	49,084	14,725
21	03-03-2013	Motor Bearing Etc	200	5,98,146	15358	25	6	19	41,905	32,351	9,705
22	04-03-2013	Motor Bearing Etc	200	6,74,738	316778	25	6	19	8,64,321	6,67,256	2,00,177
23	31-07-2011	E.S.P. foundation	184	39,83,650	357341	25	6	19	9,74,996	7,52,697	2,25,809
24	31-07-2011	Chimney	184	1,13,45,050	1485105	25	7	18	62,56,928	45,92,585	13,77,776
25	31-07-2011	AFBC & WHRB Foundation	184	85,24,909	4229435	25	7	18	1,78,19,327	1,30,79,239	39,23,772
26	31-07-2011	I.D. Fan Foundation	184	21,56,801	2432436	25	7	18	1,02,48,363	75,22,298	22,56,690
27	31-07-2011	P.A. & F.D. Fan	184	10,61,669	804016	25	7	18	33,87,585	24,86,487	7,45,946
28	31-07-2011	B.F.P. Pump Foundation	184	18,33,540	395790	25	7	18	16,67,512	12,23,954	3,67,186
29	31-07-2011	Cooling Tower	184	1,41,57,000	483544	25	7	18	28,79,853	21,13,812	6,34,144
30	31-07-2011	TG Foundation	184	89,30,526	5277730	25	7	18	2,22,35,723	1,63,21,021	48,96,306
31	31-07-2011	D.M. Water supply Pump Foundation	184	1,85,157	3329300	25	7	18	1,40,24,750	1,02,95,634	30,01,472
32	31-07-2011	Cooling Tower Pump Foundation	184	11,39,472	69027	25	7	18	2,90,817	2,13,460	74,731
33	31-07-2011	Condensor Foundation	184	10,55,492	424795	25	7	18	17,89,714	13,13,650	4,59,778
34	31-07-2011	TG Copies Foundation	184	5,61,191	353488	25	7	18	16,57,811	12,16,833	4,25,892
35	31-07-2011	WHRB to Power Plant Steam Sno Foundation	184	10,42,152	209213	25	7	18	8,81,436	6,46,974	2,26,441
36	31-07-2011	Cells Foundation	184	12,70,989	384514	25	7	18	16,36,859	12,01,454	4,20,509
37	31-07-2011	Reservoir Tank	184	1,59,56,879	473825	25	7	18	19,96,281	14,65,270	5,12,845
38	31-07-2011	Water Pump Foundation	184	1,90,000	5948724	25	7	18	2,50,62,706	1,83,96,026	64,38,606
39	31-07-2011	D.M. Water Tank Foundation	184	3,50,000	70832	25	7	18	2,98,424	2,19,043	76,665
40	31-07-2011	Colling Tower Pipe Line Foundation	184	96,000	130480	25	7	18	5,49,728	4,03,501	1,41,225
41	31-07-2011	Compresor Foundation	184	34,500	35789	25	7	18	1,50,783	1,10,674	38,736
42	31-07-2011	Reciver Tank Foundation	184	1,05,000	12862	25	7	18	54,188	39,774	13,921

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43	31-07-2011	Transformer Foundation	184	9,00,000	39144	25	7	18	1,64,918	1,21,050	42,368
44	31-07-2011	C.C.P. Pump Foundation	184	6,24,872	335520	25	7	18	14,13,587	10,37,573	3,63,150
45	31-07-2011	L.P. Dosing Pump Foundation	184	30,000	232952	25	7	18	9,81,456	7,20,389	2,52,136
46	31-07-2011	A.T.M. Fuse Tank Foundation	184	20,000	31184	25	7	18	47,120	34,586	12,105
47	31-07-2011	Center Pole System Foundation	184	25,000	7455	25	7	18	31,413	23,057	8,070
48	31-07-2011	Cable Trench	184	1,00,000	5520	25	7	18	39,266	26,821	10,088
49	31-07-2011	H.T.Cable Tower Foundation	184	54,000	37280	25	7	18	1,57,065	1,15,286	40,350
50	31-07-2011	Earth Pit for Earthing	184	1,36,500	20133	25	7	18	84,815	62,254	21,789
51	31-07-2011	D.M./ R.O. Plant Foundation	184	5,61,279	50887	25	7	18	2,14,394	1,57,365	55,078
52	31-07-2011	Water Tank D.M. / R.O. Plant	184	1,45,800	209245	25	7	18	8,81,574	6,47,075	2,26,476
53	31-01-2012	Silo Foundation	184	8,96,282	54354	25	7	18	2,29,001	1,68,087	58,830
54	31-01-2012	Coal Conveyor	184	15,03,935	804402	25	7	18	34,07,747	10,33,286	3,61,650
55	31-01-2012	Acid Tank	184	3,96,891	678575	25	7	18	23,62,158	17,33,824	6,06,838
56	31-01-2012	Coal Vading Storage	184	22,77,433	179077	25	7	18	6,23,377	4,57,559	1,60,146
57	31-05-2012	Ground Hopper	200	10,62,785	1027578	25	7	18	35,77,055	26,25,558	9,18,945
58	31-05-2012	Crusher House Foundation	200	14,78,445	479529	25	5	19	15,35,724	11,85,579	4,14,953
59	31-05-2012	Screen & Building Foundation	200	9,99,278	667074	25	6	19	21,36,353	16,49,265	5,77,243
					450874	25	6	19	14,43,957	11,14,735	3,90,157
				78,80,13,284							
					300759469				1,23,29,36,519	90,70,54,763	27458831

Note - The useful life of power plant machinery asset is considered as 25 years as per current practice.
The current reproduction cost as calculated = Rs 123 crores which is approx 6.8 crores/MW
which is justified for a new thermal power plant in present days.
However , as per WDV figure provided by the merged company , the per MW cost = 300759469/18 = Rs 1.67 crores
And estimated per MW slumpsale value = 272116429/18= Rs 1.51 crores which is justified by the above per MW WDV figure.

An obsolescence factor of 70% is applied over depreciated reproduction cost to arrive at the slumpsale value for items sl no 1 to 30 , for remai
items obsolescence factor of 65% is applied . This factor is applied to cover up Technological and economic obsolescences

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VALUATION OF LAND								
Description	current circle rate		Current market value			Slump sale value		
	(Rs/sq mtr)		(Rs)			(Rs)		
Land of 18	670		33,50,000			**33,50,000**		
(5000 sq mtr)								

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POWER PLANT BUILDING VALUATION

INR

Sl No	DATE	ITEM	Index no in capitalisation year	Net Amount	WDV	useful life	balance life	current reproduction cost	Depreciated value	slump sale value
1	07.10.11	Coal yard Building	184	29602678	11035879	30	22	46495511	36189006	23522854
2	07.10.11	TG Building	184	60864159	22690158	30	22	95596424	74405883	48363824
		TOTAL		90466837	33726037			142091934	110594889	**71886678**

Note -- The useful life is taken as 30 years for the factory buildings. The valuation has been done as per cost approach. The original cost incurred is inflated as per CII and then depreciation is calculated as per actual age . An additional obsolescence of 35% is considered for coal yard building and TG building on depreciated reproduction cost to arrive at the slump sale value.

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Slump Sale: The management and board of GIL has proposed that effective from opening of the business hour on April 01, 2019, GIL will sell and transfer 18 MW Power Plant to Gallantt Metal Limited on "Slump Sale" basis as a going concern. Slump Sale of the said Power Plant is a part of "Scheme of Amalgamation and Slump Sale" under Section 230 to 232 of the Companies Act, 2013. Sale and Transfer of Power Plant through Slump Sale is a measure of strategic tax planning of the amalgamated entity.

Plant Location:

Plot No. AL-5, Sector 23, Gorakhpur Industrial Development Authority (GIDA), Sahjanwa, Gorakhpur, Uttar Pradesh

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Gallantt Ispat Limited (GIL) – Background

CIN	L27109DL2005PLC350523	
Date of Incorporation	11/02/2005	
Registered Address	I - 7, Jangpura Extension New Delhi Dl 110014 In	
Listing status	Listed	
Directors	Dindayal Jalan	[DIN: 00006882]
	Mayank Agrawal	[PAN: AFYPA4212K]
	Santosh Kumar Agrawal	[DIN: 01045228]
	Smita Modi	[DIN: 01141396]
	Nitesh Kumar	[PAN: AQJPK5734A]
	Prem Prakash Agarwal	[DIN: 01397585]
	Chandra Prakash Agrawal	[DIN: 01814318]
	Nitin Mahavir Prasad Kandoi	[DIN: 01979952]
	Sangeeta Upadhyay	[DIN: 06920195]
	Ashtbhuja Prasad Srivastava	[DIN: 08434115]
	Amit Jalan	[PAN: ABNPJ6926C]
Authorised Share Capital	INR 49,88,50,000	
Paid up Share Capital	INR 28,23,61,720	

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Gallantt Ispat Limited (CIN; L27109DL2005PLC350523) is a listed Company, registered under Companies Act, 1956, having its registered office at "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi – 110014 and Corporate Office Is located at 1, Crooked Lane, 2nd Floor, Room Nos. 222 and 223 Kolkata 700 069. At present, the company is running an integrated steel plant at GIDA Industrial Area, Gorakhpur, Uttar Pradesh to manufacture Sponge Iron, Mild steel billets, Re-Rolled products (TMT bars) and a Modern Roller Flour Mill unit. The company was incorporated to deal in and carry on in India and elsewhere the business as manufacturers, processors, converters, producers, exporters, traders, dealers, distributors, stockists, buyers, sellers, agents or merchants in all kinds and forms of iron and steel including Sponge iron, pig iron, hot rolling & cold rolling steel strips, ingots, billets, mild, high carbon, spring, high speed, tool, alloy, stainless steels, iron-metals and blooms, slabs, bars, joists, rods, squares, structurals, tubes, poles, flanges, beams, joints, pipes sheets casting, wires, rails, rolling materials, rollers etc semi-manufactured and other materials made usually or partly of iron, steel alloys and metal products required in or used for industrial, defence, agricultural, transport, commercial, domestic, building power. Transmission and/or constructional purposes including the rerolling activity and the activity of generation of power for captive consumption and/or for sale/transmission. Apart from Iron & Steel and Power businesses, this Company is also engaged in real estate business and Agro business.

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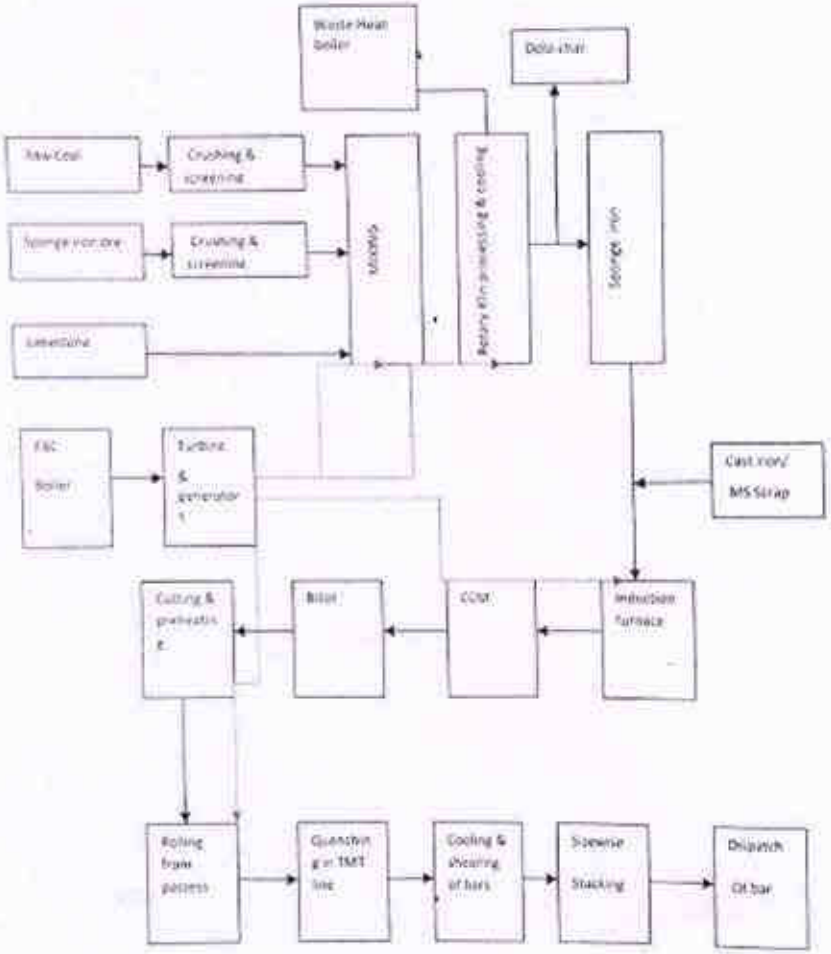
Gallant Ispat Limited is bouquet of processes under one head. The basic flow chart is given below



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W.B.

Assumptions, Limiting Conditions & Important Notice Cum Disclaimer:

- *This report is only to be used in its entirety, and for the purpose stated in the report. No third parties should rely on the information or data contained in this report without the advice of their lawyer, attorney or accountant. I acknowledge that I have no present or contemplated financial interest in the Company. My fees for this valuation are based upon my normal billing rates, and not contingent upon the results or the value of the business or in any other manner.*
- *I have no responsibility to modify this report for events and circumstances occurring subsequent to the date of this report. I have, however, used conceptually sound and generally accepted methods, principles and procedures of valuation in determining the value estimate included in this report.*
- *The valuation analyst, by reason of performing this valuation and preparing this report, is not to be required to give expert testimony nor to be in attendance in court or at any government hearing with reference to the matters contained herein, unless prior arrangements have been made with an analyst regarding such additional engagement and which, the analyst shall be at a liberty to accept or decline.*
- *Any matters related to legal title and ownership are outside the purview and scope of this valuation exercise. Further, no legal advice regarding the title and ownership of the subject property has been obtained while conducting this valuation exercise. Valuation may be significantly influenced by adverse legal, title or ownership, encumbrance issues.*
- *For the present valuation exercise, I have also relied upon information made available to me . However, the accuracy and timeliness of the same has not been independently verified by me.*
- *Provision of valuation recommendations and considerations of the issues described herein are areas of my regular corporate advisory practice. The services do not represent accounting, assurance, financial due diligence review, consulting, transfer pricing or domestic/international tax-related services that may otherwise be provided by me.*
- *This Report contains proprietary and strictly confidential information, which has been prepared by me under a specific mandate.*
- *By accepting a copy of this Report, the recipient agrees to keep its contents and any other information which is disclosed to the recipient, confidential, and shall not divulge, distribute or disseminate any information contained herein, in part or in full, without my prior written approval.*
- *This Report and information contained herein or any part of this report, does not constitute or purport to constitute investment advice in publicly accessible media and should not be printed, reproduced, transmitted, sold, distributed or published by or on behalf of the recipient without the prior written approval from me. The recipient also agrees to indemnify me against any claims that may arise as a result of a breach of any confidentiality arrangement, which governs the contents of this Report.*

DEBASISH GHOSH
Chartered Engineer
Registered Valuer (Plant & Machinery)
IBBI/RV/01/2019/11265
187, Barasat Road, Barrackpore-700122
W.B.

- *This Report and opinions contained herein have been prepared by me, inter alia, on the basis of information and documents available in the public domain, information provided by the company, data available on the company website.*
- *I have not carried out any independent verification for the accuracy or truthfulness or completeness of the same and hence, no representation or warranty, express or implied is made that it is accurate, authentic, fair, correct or complete. I do not accept any responsibility or liability for any such information or opinions and therefore, any liability or responsibility is expressly disclaimed.*
- *This Report has been prepared for the specific purpose as mentioned in the Report, and does not constitute any recommendation, and should not be construed as an offer to sell or the solicitation of an offer to buy, purchase or subscribe to any securities mentioned therein, and neither this Report nor anything contained herein shall form the basis of or be relied upon in connection with any contract or commitment whatsoever, apart from the specific purpose as mentioned above. It may be noted however, that nothing in these materials is intended to be construed as legal, accounting, technical or tax advice.*
- *This Report constitutes an opinion expressed by me and each party concerned has to draw its own conclusions on making independent enquiries and verifications and I should not be held liable for any financial loss incurred by anyone based on this report. I shall not be liable for any damages whether direct or indirect, incidental, special or consequential including lost revenue or lost profits that may arise from or in connection with the use of this Report. Further, by accepting a copy this Report, the recipient accepts the terms of this Notice cum Disclaimer, which forms an integral part of this Report and the recipient shall be deemed to have agreed to indemnify us against any claims that may be raised as a result of or in connection with the data and opinions presented in this Report.*
- *The delivery of this Report at any time does not imply that the information in it is correct as of any time after the date set out on the cover page hereof, or that there has been no change in the status of the subject or anyone else since that date. Analysis including the Valuation analysis and results under this Report are specific to the purpose of valuation under this Report and is as on a particular date. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity. I, however, have no obligation to update this Report for events, trends or transactions relating to the Company or the market/economy in general and occurring subsequent to the date of this Report.*
- *I am not responsible for arithmetical inaccuracies/logical inconsistencies of any financial model or business plan or other information / data provided by the Company and used in connection with this Report. Also, I have been given to understand that it has not omitted any relevant and material facts and that it has checked out relevance or materiality of any specific information to the present exercise with me in case of any doubt. I assume no responsibility for any errors in the information furnished and their impact on the present exercise.*

DEBASISH GHOSH
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- *There will usually be differences between estimated and actual results because events and circumstances may not occur as expected, and those differences may be material. Under such circumstances, no assurance can be provided that the assumptions or data upon which any estimates have been based are accurate or whether these estimates will actually materialize. All assumptions and commercial inputs with regard to financial projections have been obtained and in certain cases such inputs/assumptions have been modified as per the updates provided by them. I have not carried out any due diligence independently in verifying the accuracy or veracity of data provided by the Company. Therefore, financial projections and ratios (if any) presented in this Report are forecast on the basis of these given information. Neither I nor any of its associates, nor any of their respective directors, employees or advisors or controlling persons make any expressed or implied representation or warranty and no responsibility or liability whether direct or indirect, express or implied, contractual, tortuous, statutory or otherwise, is accepted by any of them with respect to the accuracy, completeness or reasonableness of the facts, opinions, estimates, forecasts, or other information set forth in this Report or the underlying assumptions on which they are based or the accuracy of any computer model used or for any errors, omissions or misstatements or for any loss /damage be it tangible or intangible, howsoever arising, from the use of this Report and nothing contained herein is, or shall be relied upon as a promise or representation regarding the historic or current position.*

- *This Report has not been approved and will or may not be reviewed or approved by any statutory or regulatory authority in India or by any Stock Exchange in India. While due care and prudence has been exercised to incorporate all the necessary and material important information required to carry out the present engagement, I wish to state that this Report may not be all inclusive and may not contain all the information that the recipient may consider material.*
- *The distribution / taking / sending / dispatch / transmission of this document in certain foreign jurisdictions may be restricted by law, and persons into whose possession this document comes should inform themselves about, and observe, any such restrictions.*
- *This Report is divided into sections & sub-sections only for the purpose of reading convenience. Any partial reading of this Report may lead to inferences, which may be at divergence with the conclusions and opinions based on the entirety of this Report. Neither this Report, nor the information contained herein, may be reproduced or passed-on to any person or used for any purpose other than stated above.*
- *I am not responsible for authentication of the Ownership of the properties valued by me.*
- *Public information estimates and industry and statistical information contained in this report have been obtained from sources considered to be reliable. However, I independently did not verify such information and make*

DEBASISH GHOSH
Chartered Engineer
Registered Valuer (Plant & Machinery)
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no representation as to the accuracy or completeness of such information obtained from or provided by such sources.

- *Possession of this report, or a copy thereof, does not carry with it the right of publication of all or part of it nor may it be used for any purpose by anyone other than those enumerated in this report without the written consent of me. This report and the conclusion of value arrived at herein are for the exclusive use of my client for the sole and specific purposes as noted herein.*
- *My valuation report is confidential to the addressees and should be used only for the purpose as required by the relevant regulations. It should not be quoted from or used by any other party without my prior written consent. No other party is entitled to rely on my report for any purpose whatsoever.*
- *Valuation is an economic concept and various valuation approaches provide only an estimate of value based on the assumptions involved. It is pertinent to note that valuation, being a highly subjective exercise dependent on assumptions, is a matter of individual perception, and hence may vary from valuer to valuer.*
- *Financial information of the subject company is included solely to assist in the development of a value conclusion presented in this report and should not be used to obtain credit or for other purpose. Because of the limited purpose of theinformationpresented, it may be incomplete and contain departures from generally accepted accounting principles. We have not audited, reviewed or compiled this information and express no assurance on it.*
- *I have not carried out any verification and certification and attestation of the financial information provided to me and I assume no responsibility for their accuracy, though I have reviewed the basis of preparation of the same and cross checked with the various statutory records in a broad manner.*
- *The conclusion of value arrived at herein is valid only for the stated purpose as of the date of the valuation and may not be used out of the context presented herein.*
- *The valuation contemplates facts and conditions existing as of the valuation date. Events and conditions occurring after that date have not been considered, and I have no obligation to update my report for such events and conditions. I have not any present or contemplated future interest in Corporate Debtor, any personal interest with respect to the parties involved, or any other interest that might prevent me from performing an unbiased valuation. My compensation is not contingent on any action or event resulting from the analyses, opinions, or conclusions in, or the use of, this report.*

DEBASISH GHOSH
Chartered Engineer
Registered Valuer (Plant & Machinery)
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ANNEXURE - 6

Intelligent Money Managers Private Limited

Category 1 Merchant Banker
SEBI Regn No. INM000012169

CIN: U65923WB2010PTC156220
Website : www.imoney.co.in

FAIRNESS OPINION

SCHEME OF ARRANGEMENT

UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013

BETWEEN

GALLANTT ISPAT LIMITED (TRANSFEROR COMPANY - 1)

AND

AAR COMMERCIAL COMPANY LIMITED (TRANSFEROR COMPANY - 2)

AND

HIPOLINE COMMERCE PRIVATE LIMITED (TRANSFEROR COMPANY - 3)

AND

LEXI EXPORTS PRIVATE LIMITED (TRANSFEROR COMPANY - 4)

AND

RICHIE CREDIT AND FINANCE PRIVATE LIMITED (TRANSFEROR COMPANY - 5)

AND

GALLANTT METAL LIMITED (TRANSFEREE COMPANY)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

To,

The Board of Directors **Gallantt Metal Limited** "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi –100014	**The Board of Directors** **Gallantt Ispat Limited** "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi –100014	**The Board of Directors** **AAR Commercial Company Limited** "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi –100014

Regd Office : Y.M.C.A. Building, 2nd Floor, 25, Jawaharlal Nehru Road, Kolkata 700 087
Ph No. : +91 33 4065 6289, Email : info@imoney.co.in

The Board of Directors **Hipoline Commerce Private Limited** 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata - 700069	The Board of Directors **Lexi Exports Private Limited** 207, Maharshi Devendra Road, First Floor, Room No.27, Kolkata – 700007	The Board of Directors **Richie Credit and Finance Private Limited** 207, Maharshi Devendra Road, First Floor, Room No. 27, Kolkata – 700007

Dear Sirs,

Re: 'Fairness Opinion' on proposed Amalgamation of Gallantt Ispat Limited, AAR Commercial Company Limited, Hipoline Commerce Private Limited, Lexi Exports Private Limited and Richie Credit and Finance Private Limited with Gallantt Metal Limited

We, Intelligent Money Managers Private Limited (hereinafter "IMM"), refer to our discussions on the captioned matter of providing Fairness Opinion Certificate to yourselves in connection with the Amalgamation of **Gallantt Ispat Limited** (hereinafter "Transferor Company-1", **"GIL"**), **AAR Commercial Company Limited** (hereinafter "Transferor Company-2", **"AAR"**), **Hipoline Commerce Private Limited** (hereinafter "Transferor Company-3", **"HIPOLINE"**), **Lexi Exports Private Limited** (hereinafter "Transferor Company-4", **"LEXI"**) and **Richie Credit and Finance Private Limited** (hereinafter "Transferor Company-5", **"RICHIE"**), jointly ("the Transferor Companies") with **Gallantt Metal Limited** (hereinafter "Transferee Company", **"GML"**).

1. **PURPOSE**

   This Fairness Opinion Certificate has been issued pursuant to section 230 to 232 and other provisions of Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

2. **MERCHANT BANKER: INTELLIGENT MONEY MANAGERS PRIVATE LIMITED (IMM)**

   IMM is a Category - 1 Merchant Banker bearing SEBI Registration Number INM000012169. Its Registered Office is situated at YMCA Building, 2nd floor, 25, Jawaharlal Nehru Road, Kolkata - 700 087.

3. **RATIONALE OF THE SCHEME**

   The Scheme of Amalgamation provides for the amalgamation of **Gallantt Ispat Limited** (Transferor Company-1), **AAR Commercial Company Limited** (Transferor Company-2), **Hipoline Commerce Private Limited** (Transferor Company-3), **Lexi Exports Private Limited** (Transferor Company-4) and **Richie Credit and Finance Private Limited** (Transferor

Company-5) with **Gallantt Metal Limited** (Transferee Company) pursuant to Sections **230 to 232 and other provisions of the Companies Act, 2013**.

A brief background of each of the aforesaid companies is as under:-

A. Gallantt Ispat Limited (CIN: L27109DL2005PLC350523) is a listed public limited company incorporated under the Companies Act, 1956 having its registered office at "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi – 100014. The Transferee Company is primarily engaged in the business of Iron, Steel, Power, Real Estate and Agro. GIL's production facilities are located at "GALLANTT ESTATE", Sector-23, Gorakhpur Industrial Development Authority, Sahjanwa, Gorakhpur, Uttar Pradesh – 273209. The equity shares of GIL are listed on BSE Limited and National Stock Exchange of India Limited.

At present, the GIL is engaged in the manufacturing of Sponge Iron, Mild steel billets, Re-Rolled products (TMT bars) and running a Modern Roller Flour Mill unit.

Gallantt Ispat Limited is the Promoter Company of the Gallantt Metal Limited and is holding 48.53% of the issued, subscribed and paid up share capital of the Gallantt Metal Limited.

The share capital of Gallantt Ispat Limited as on March 31, 2019 is as under:

Particulars	Amount (in INR)
Authorized:	
49,88,50,000 Equity shares of INR 1/- each	49,88,50,000/-
Total ::	**49,88,50,000/-**
Issued, Subscribed and Paid-up:	
28,23,60,720 Equity Shares of INR 1/- each	28,23,60,720/-
Total ::	**28,23,60,720/-**

B. AAR Commercial Company Limited (CIN: L63090DL1982PLC354818) is a listed public limited company incorporated under the Companies Act, 1956 having its registered office at I-7, Jangpura Extension, New Delhi-110014, India. Presently the Company is engaged in the business of investing in Industrial Enterprises and advancing of loan and investments as permitted by the Memorandum of Association of the Company but not carrying out Banking activities. The equity shares of AAR are listed on BSE Limited and the Calcutta Stock Exchange Limited.

AAR Commercial Company Limited is holding 17.62% of the issued, subscribed and paid up share capital of the Gallantt Ispat Limited.

The share capital of AAR Commercial Company Limited as on March 31, 2019 is as under:

Particulars	Amount (in INR)
Authorized:	
1,24,50,000 Equity shares of INR 10/- each	12,45,00,000/-
Total ::	**12,45,00,000/-**
Issued, Subscribed and Paid-up:	
1,00,14,000 Equity Shares of INR 10/- each	10,01,40,000/-
Total ::	**10,01,40,000/-**

C. **Hipoline Commerce Private Limited** (CIN: U51909WB1995PTC076045) is a Non-Banking Finance Company engaged in the business of Investment, Financing, advancing loan and making inter-corporate loan and investments. The Company is Registered with the Reserve Bank of India as a Non-Banking Finance Company vide Registration No. B. 05. 03563. Company is a Non-listed Private Limited Company incorporated under the Companies Act, 1956. The Registered Office of the Company is located at 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata - 700069, West Bengal.

Hipoline Commerce Private Limited is holding 11.17% of the issued, subscribed and paid up share capital of the Gallantt Metal Limited.

The share capital of Hipoline Commerce Private Limited as on March 31, 2019 is as under:

Particulars	Amount (in INR)
Authorized:	
47,28,300 Equity shares of INR 10/- each	4,72,83,000/-
Total ::	**4,72,83,000/-**
Issued, Subscribed and Paid-up:	
21,26,310 Equity Shares of INR 10/- each	2,12,63,100/-
Total ::	**2,12,63,100/-**

D. **Lexi Exports Private Limited** (CIN: U51909WB1993PTC058926) is a Non-Banking Finance Company engaged in the business of Investment, Financing, advancing loan and making inter-corporate loan and investments. The Company is Registered with the Reserve Bank of India as a Non-Banking Finance Company vide Registration No. B. 05. 04965. Company is a Non-listed Private Limited Company incorporated under the Companies

Act, 1956. The Registered Office of the Company is located at 207, Maharshi Devendra Road, First Floor, Room No. 27, Kolkata – 700007, West Bengal.

Lexi Exports Private Limited is holding 14.67% of the issued, subscribed and paid up share capital of the Gallantt Metal Limited.

The share capital of Lexi Exports Private Limited as on March 31, 2019 is as under:

Particulars	Amount (in INR)
Authorized:	
34,30,000 Equity shares of INR 10/- each	3,43,00,000/-
Total ::	**3,43,00,000/-**
Issued, Subscribed and Paid-up:	
1,42,967 Equity Shares of INR 10/- each	14,29,670/-
Total ::	**14,29,670/-**

E. **Richie Credit and Finance Private Limited** (CIN: U65921WB1985PTC117558) is a Non-Banking Finance Company engaged in the business of Investment, Financing, advancing loan and making inter-corporate loan and investments. The Company is Registered with the Reserve Bank of India as a Non-Banking Finance Company vide Registration No. B. 05. 06989. Company is a Non-listed Private Limited Company incorporated under the Companies Act, 1956. The Registered Office of the Company is located at 207, Maharshi Devendra Road, First Floor, Room No. 27, Kolkata – 700007, West Bengal.

Richie Credit and Finance Private Limited is holding 6.17% of the issued, subscribed and paid up share capital of the Gallantt Metal Limited.

The share capital of Richie Credit and Finance Private Limited as on March 31, 2019 is as under:

Particulars	Amount (in INR)
Authorized:	
35,10,000 Equity shares of INR 10/- each	3,51,00,000/-
Total ::	**3,51,00,000/-**
Issued, Subscribed and Paid-up:	
1,02,000 Equity Shares of INR 10/- each	10,20,000/-
Total ::	**10,20,000/-**

F. **Gallantt Metal Limited** (CIN: L27109DL2005PLC350524) is a listed public limited company incorporated under the Companies Act, 1956 having its registered office at "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi – 100014. The Transferee Company is primarily engaged in the business of Iron & Steel and Power business. GML's production facilities are located at Samakhyali, Taluka Bhachau, District Kutch, Bhachau, Gujarat, 370135, India. The equity shares of GML are listed on BSE Limited and National Stock Exchange of India Limited.

Gallantt Metal Limited is a promoter of Gallantt Ispat Limited and is holding 25.68% of the issued, subscribed and paid up share capital of the Gallantt Ispat Limited.

The share capital of Gallantt Metal Limited as on March 31, 2019 is as under:

Particulars	Amount (in INR)
Authorized:	
8,30,00,000 Equity shares of INR 10/- each	83,00,00,000/-
Total ::	**83,00,00,000/-**
Issued, Subscribed and Paid-up:	
8,13,22,324 Equity Shares of INR 10/- each	81,32,23,240/-
Total ::	**81,32,23,240/-**

The circumstances that necessitate or justify the proposed Scheme of Amalgamation for its benefits are summarized as under:

i. The scheme envisages the amalgamation of Transferor Company-1, Transferor Company-2, Transferor Company-3, Transferor Company-4 and Transferor Company-5 with Transferee Company, resulting in consolidation of the business of six companies in one entity and strengthening the position of the merged entity, by enabling it to harness and optimize the synergies of the business, which is in the best interest of all the companies and their shareholders.

ii. The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same way, The Transferor Company-1 is a pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR.

iii. Slump Sale of entire Power Plant Undertaking of the Transferor Company- 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

iv. The Transferor Company-2 has plans to enter new business and to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Company-1. The Transferor Company-1 is also inter alia engaged in the business of real estate. The Transferor Company-2 holds significant portion (17.62%) of the equity share capital of the Transferor Company-1. The amalgamation into the Transferee Company of the Transferor Company-1 and the Transferor Company-2 will lead to consolidation of the real estate business.

v. The overall scale of operations for the Transferee Company would increase post the proposed merger of the Transferor Companies with the Transferee Company. The proposed amalgamation would benefit the Transferee Company in the usual economies of scale of a centralized and a large company including elimination of duplication of work, reduction in overheads, better and more productive utilization of human and other resources and enhancement of overall business efficiency.

vi. The amalgamation aims to achieve consolidation, integration and thereby greater financial strength which are ultimately aimed at maximizing shareholders value. The merged entity is likely to achieve higher ability to garner funds for the long term and consequently achieve stable long-term financial returns for the merged entity. Besides achieving increased financial strength, the merged entity can reap benefits of cost reduction and efficiencies of operation.

vii. The amalgamation will provide opportunities for pooling of managerial, technical and financial resources helping the merged entity achieve competitiveness.

viii. The Amalgamation will enable exploring economy of scale and reduction in various costs and optimal utilization of resources.

ix. The Amalgamation will result in significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by Transferor Companies and the Transferee Company.

4. SOURCES OF INFORMATION

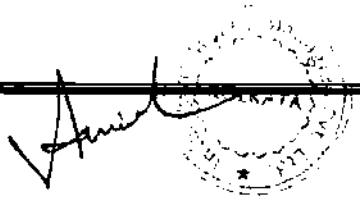
- A Copy of Memorandum and Articles of Association of Transferor companies and Transferee company;
- A certified true copy of draft scheme of Amalgamation;
- Audited Financial Statements of Transferor companies for financial year 31st March 2019;
- Audited Financial Statements of Transferee Company for financial year 31st March 2019;
- Pre and Post Amalgamation Shareholding pattern of the Transferee Company;
- Valuation cum Swap Ratio Report of Mr. Vikash Goel, Registered Valuer, Registration No. IBBI/RV/01/2018/10339 dated 17.01.2020.

5. FAIRNESS OPINION

With reference to the above and based on information and explanation given to us by the management of **Transferor Companies and Transferee Company** and perusal of the draft scheme of Amalgamation, we understand that;

- *All the investment in the equity share capital of Transferor Companies as appear in the books of accounts of Transferee Company and vice versa shall stand cancelled.*
- *for every 14 equity shares of face value of INR 1 each held by the shareholders of the transferor company-1, the transferee Company shall issue and allot 13 equity shares of face value of Rs. 10 each fully paid up.*
- *for every 1 equity shares of face value of INR 10 each held by the shareholders of the transferor company-2, the transferee Company shall issue and allot 5 equity shares of face value of Rs. 10 each fully paid up.*
- *for every 2 equity shares of face value of INR 10 each held by the shareholders of the transferor company-3, the transferee Company shall issue and allot 9 equity shares of face value of Rs. 10 each fully paid up.*
- *for every 1 equity share of face value of INR 10 each held by the shareholders of the transferor company-4, the transferee Company shall issue and allot 84 equity shares of face value of Rs. 10 each fully paid up.*
- *for every 2 equity share of face value of INR 10 each held by the shareholders of the transferor company-5, the transferee Company shall issue and allot 101 equity shares of face value of Rs. 10 each fully paid up.*

Based on the above information and valuation report, we are of opinion that the valuation of both the transferor companies and the transferee company is satisfactory and the swap ratio as derived for the proposed Amalgamation of the Transferor



Companies with Transferee Company as per the scheme of the Amalgamation is fair and reasonable to the equity shareholders of Gallantt Metal Limited, Gallantt Ispat Limited, AAR Commercial Company Limited, Hipoline Commerce Private Limited, Lexi Exports Private Limited and Richie Credit and Finance Private Limited.

6. LIMITATIONS OF THE FAIRNESS OPINION

This Fairness Opinion does not include the following and / or the following are the limitations of this Fairness Opinion:

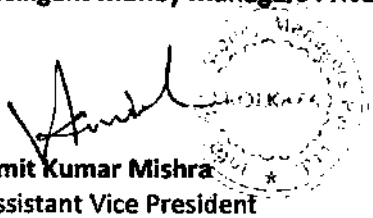
- Audit of the financial statements of the Transferor or Transferee Companies;
- Legal or compliance due diligence of the Transferor or Transferee Companies;
- Evaluation of adequacy or inadequacy of regulatory compliance requirements by the Transferor or Transferee Companies;
- Carrying out market survey / detailed financial feasibility;
- Our fairness opinion is based on the information made available to us by the management of Transferor and Transferee Companies. Any subsequent changes to the financial and other information provided to us, may affect the result of the value analysis set out in this report;
- We have not carried out tests or audit to establish the accuracy of the financial statements and information. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of the Company;
- Our fairness opinion should not be construed as an investment advice, specifically, we do not express any opinion on the suitability or otherwise of entering into the proposed transaction;
- In rendering this opinion, we have not provided any legal, regulatory, tax, accounting or actuarial advice and accordingly we does not assume any responsibility in respect thereof. Further, we have assumed that the Scheme of Amalgamation will be implemented on the terms and conditions as set out in the draft Scheme of Amalgamation, without any material changes to or waiver of its terms and conditions;

We hereby declare that we do not have any direct or indirect material pecuniary relationship with the Transferor or Transferee Companies, except to the extent to professional fees agreed amongst us for this assignment of Fairness Opinion.

This report is issued on the understanding that it is solely for the use of the persons to whom it is addressed and for the purpose described above. We will not accept any liability or responsibility to any person other than those to whom it is addressed. This report is prepared only in connection with the proposed amalgamation exclusively for the use of the Companies and for the submission to any regulatory / statutory authority as maybe required under any law.

Our liability direct or indirect, whether arising in contract, tort or otherwise for any loss or damage arising out of or in connection with rendering this fairness opinion shall be limited to the amount of fees received / receivable for rendering this opinion.

For & on behalf of-
Intelligent Money Managers Private Limited,



Amit Kumar Mishra
Assistant Vice President

Date: 18th January, 2020

ADDENDUM TO THE FAIRNESS OPINION

SCHEME OF AMALGAMATION AND SLUMP SALE

UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013

BETWEEN

GALLANTT ISPAT LIMITED (TRANSFEROR COMPANY - 1)
AND

AAR COMMERCIAL COMPANY LIMITED (TRANSFEROR COMPANY - 2)
AND

HIPOLINE COMMERCE PRIVATE LIMITED (TRANSFEROR COMPANY - 3)
AND

LEXI EXPORTS PRIVATE LIMITED (TRANSFEROR COMPANY - 4)
AND

RICHIE CREDIT AND FINANCE PRIVATE LIMITED (TRANSFEROR COMPANY - 5)
AND

GALLANTT METAL LIMITED (TRANSFEREE COMPANY)
AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

To,

The Board of Directors **Gallantt Metal Limited** "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi –100014	**The Board of Directors** **Gallantt Ispat Limited** "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi –100014	**The Board of Directors** **AAR Commercial Company Limited** "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi –100014

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The Board of Directors Hipoline Commerce Private Limited 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069	The Board of Directors Lexi Exports Private Limited 207, Maharshi Devendra Road, First Floor, Room No.27, Kolkata – 700007	The Board of Directors Richie Credit and Finance Private Limited 207, Maharshi Devendra Road, First Floor, Room No. 27, Kolkata – 700007

Dear Sirs,

Re: Addendum to the 'Fairness Opinion' dated January 18, 2020 on proposed Scheme of Amalgamation and Slump Sale of Gallantt Ispat Limited, AAR Commercial Company Limited, Hipoline Commerce Private Limited, Lexi Exports Private Limited and Richie Credit and Finance Private Limited with Gallantt Metal Limited.

We, Intelligent Money Mangers Private Limited (hereinafter "IMM") Category - 1 Merchant Banker bearing SEBI Registration Number INM000012169, refer to our discussions on the captioned matter and had been engaged to provide a Fairness Opinion on the recommendation of fair equity shares exchange ratio issued by Vikash Goel, Chartered Accountants ("Registered Valuer") vide their report dated January 17, 2020 ("Valuation Report") in terms of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular"), for the proposed Amalgamation of **Gallantt Ispat Limited** (hereinafter "Transferor Company-1", **"GIL"**), **AAR Commercial Company Limited** (hereinafter "Transferor Company-2", **"AAR"**), **Hipoline Commerce Private Limited** (hereinafter "Transferor Company-3", **"HIPOLINE"**), **Lexi Exports Private Limited** (hereinafter "Transferor Company-4", **"LEXI"**) and **Richie Credit and Finance Private Limited** (hereinafter "Transferor Company-5", **"RICHIE"**), jointly ("the Transferor Companies") with **Gallantt Metal Limited** (hereinafter "Transferee Company", **"GML"**) and Slump Sale (collectively referred to as 'Original Scheme of Amalgamation').

Pursuant to the same, we had issued the signed Fairness Opinion dated January 18, 2020 ("Signed Fairness Opinion") for the purpose of complying with the provisions of Section 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013, along with the applicable provisions of the Securities and Exchange Board of India (SEBI') and Reserve Bank of India ('RBI').

1. PURPOSE

As per the Original Scheme of Amalgamation, Transferor Company No. 1 has proposed to sell and transfer 18 MW Power Plant to Gallantt Metal Limited on "Slump Sale" basis at a consideration of Rs. 35.00 Crores as a going concern. Slump Sale of the said Power plant is a part of Scheme of Amalgamation and Slump Sale" under Section 230 to 232 of the Companies Act, 20.13. Sale and Transfer of Power Plant through Slump Sale is a measure of strategic tax planning of the amalgamated entity. Valuation of 18 MW Power Plant at Rs. 35.00 Crores has been done by Mr. Debasish Ghosh, IBBI Registered Valuer having Registration No. IBBI/RV/01/2019/11265. In relation to the Slump Sale, we had been provided with the

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Valuation Report of 18MW Power Plant dated January 14, 2020 issued by the Valuer Mr. Debasish Ghosh.

Further, as per the observation of the Stock Exchanges, Company is required to amend the draft Original Scheme of Amalgamation to incorporate certain provisions and to give more clarity in few clauses in the Original Scheme.

In accordance with the requirements of the Stock Exchanges, Merchant Banker's revised Fairness Opinion is required on the valuation of assets/shares done by the Registered valuer for the listed entity and unlisted entity *with taking note of two valuation reports involved in the scheme)* and to note the *changes/suggested amendment in scheme.*

Hence, as per the above, we are issuing this addendum to our Signed Fairness Opinion dated January 18, 2020.

2. SOURCES OF INFORMATION

- A Copy of Memorandum and Articles of Association of Transferor companies and Transferee company;
- **A certified true copy of draft scheme of Amalgamation and Slump Sale (as amended);**
- Audited Financial Statements of Transferor companies for financial year 31st March 2019;
- Audited Financial Statements of Transferee Company for financial year 31st March 2019;
- Pre and Post Amalgamation Shareholding pattern of the Transferee Company;
- Valuation cum Swap Ratio Report of Mr. Vikash Goel, Registered Valuer, Registration No. IBBI/RV/01/2018/10339 dated 17.01.2020.
- Addendum to the Valuation cum Swap Ratio Report dated 17.01.2020 of Mr. Vikash Goel, Registered Valuer dated 21.05.2020
- **Valuation Report of 18 MW Power Plant of Mr. Debasish Ghosh, IBBI Registered Valuer having Registration No. IBBI/RV/01/2019/11265 dated 14.01.2020.**

3. FAIRNESS OPINION

With reference to the above and based on information and explanation given to us by the management of **Transferor Companies and Transferee Company** and perusal of the draft amended scheme of Amalgamation, and In light of the forgoing, this is to confirm and certify that:-

- we have taken into consideration, Valuation Report of 18 MW Power Plant of Mr. **Debasish Ghosh, IBBI Registered Valuer having Registration No. IBBI/RV/01/2019/11265 dated 14.01.2020;**

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- we have taken into consideration, Valuation cum Swap Ratio Report of Mr. Vikash Goel, Registered Valuer, Registration No. IBBI/RV/01/2018/10339 dated 17.01.2020 along with its addendum dated 21.05.2020.
- **we have taken into consideration the amended draft Scheme of Amalgamation;**
- the valuation of 18 MW Power Plant at Rs. 35.00 Crores is fair and reasonable. The reference of Rs 35 Crore was taken into account after referring to the Valuation Report (dated 14-Jan-2020) of Mr Debasish Ghosh, a Registered Valuer registered with IBBI. This report was made available to us by the management. We had relied on the valuation conducted by the Registered Valuer and have found the valuation to be fair based on our assessment.

- The value of slum sale is also considered by the Registered Valuer in its original valuation Report dated 17.01.2020 for the valuation of transferee Company and Transferor company and it is already incorporated in the Calculation of share exchange/ swap ratio

- the share exchange / swap ratio as given below, recommended by the Registered Valuer vide its Valuation Report dated 17.01.2020, for the proposed draft Scheme of Amalgamation would be fair and reasonable:

  - *All the investment in the equity share capital of Transferor Companies as appear in the books of accounts of Transferee Company and vice versa shall stand cancelled.*

  - *for every 14 equity shares of face value of INR 1 each held by the shareholders of the transferor company-1, the transferee Company shall issue and allot 13 equity shares of face value of Rs. 10 each fully paid up.*
  - *for every 1 equity shares of face value of INR 10 each held by the shareholders of the transferor company-2, the transferee Company shall issue and allot 5 equity shares of face value of Rs. 10 each fully paid up.*
  - *for every 2 equity shares of face value of INR 10 each held by the shareholders of the transferor company-3, the transferee Company shall issue and allot 9 equity shares of face value of Rs. 10 each fully paid up.*
  - *for every 1 equity share of face value of INR 10 each held by the shareholders of the transferor company-4, the transferee Company shall issue and allot 84 equity shares of face value of Rs. 10 each fully paid up.*
  - *for every 2 equity share of face value of INR 10 each held by the shareholders of the transferor company-5, the transferee Company shall issue and allot 101 equity shares of face value of Rs. 10 each fully paid up.*

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CONCLUSION: -

Based on the above information and valuation report, we are of opinion that the valuation of both the transferor companies and the transferee company is satisfactory and the swap ratio as derived for the proposed Amalgamation of the Transferor Companies with Transferee Company as per the Scheme of the Amalgamation and Slump Sale is fair and reasonable to the equity shareholders of Gallantt Metal Limited, Gallantt Ispat Limited, AAR Commercial Company Limited, Hipoline Commerce Private Limited, Lexi Exports Private Limited and Richie Credit and Finance Private Limited.

We believe that this addendum to the Fairness Opinion must be considered as a whole and in conjunction with the Signed Fairness Opinion dated January 18, 2020.

Our liability direct or indirect, whether arising in contract, tort or otherwise for any loss or damage arising out of or in connection with rendering this fairness opinion shall be limited to the amount of fees received / receivable for rendering this opinion.

For & on behalf of-
Intelligent Money Managers Private Limited,

Amit Kumar Mishra
Assistant Vice President

Date: 23rd May, 2020

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ANNEXURE - 7

BSE Limited Registered Office: Floor 25, P J Towers, Dalal Street, Mumbai – 400 001, India
T : +91 22 2272 8045 / 8055 F : +91 22 2272 3457 www.bseindia.com
Corporate Identity Number: L67120MH2005PLC155188

DCS/AMAL/JR/R37/1838/2020-21 **"E-Letter"** **November 12, 2020**

The Company Secretary,
Gallantt Metal Limited
GALLANTT HOUSE, I-7, Jungpura Extension,
New Delhi, Delhi, 110014

Sir,

Sub: Observation letter regarding the Draft Composite Scheme of Amalgamation ('The scheme') of Gallantt Metal Limited (GML), Gallantt Ispat Limited (GIL), AAR Commercial Company Limited (AAR), Hipoline Commerce Private Limited (Hipoline), Lexi Exports Private Limited (Lexi) and Richie Credit and Finance Private Limited (Richie) and slump sale of power plant undertaking of GIL to GML.

We are in receipt of the Draft Composite Scheme of Amalgamation by Gallantt Metal Limited filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated November 12, 2020 has inter alia given the following comment(s) on the draft Composite Scheme of Amalgamation:

- **"Company shall ensure to disclose to Hon'ble National Company Law Tribunal (NCLT) that Reserve Bank of India ('RBI') was requested to provide their comments on Non-Banking Financial Companies (NBFC) registered with RBI namely Hipoline, Lexi and Richie. However, till date, RBI has not provided any comments to SEBI."**

- **"Company shall ensure to disclose the following information/facts to the shareholders":**

  i. For valuation of the NBFCs involved in the scheme (i.e. Hipoline, Lexi and Richie), only one method (i.e. asset approach) has been used and other methods such as Market Approach and Income Approach were not used.

  ii. Further, valuation of the NBFCs has been calculated after revaluing the investment made by the aforesaid NBFCs in GML/GIL/AAR.

  iii. Pursuant to the scheme, the unsecured loan given by Lexi and Richie of Rs 37.7 lacs and Rs 33.6 Lacs respectively to Ganesh Laxmi Processors Private Limited (GLPPL) wherein Shri Dinesh Agarwal is a Director (he is a Director on GML as well) shall be transferred in the balance sheet of GML.

  iv) GML, GIL and AAR shall separately disclose to the shareholders and Hon'ble NCLT regarding details including breakup of the following secured and unsecured Loans:

	GML	GIL	AAR
Secured Loans as on December 31, 2019 (In Rs Lacs)	7368	4808	0
Unsecured Loans as on December 31, 2019 (In Rs Lacs)	4000	20,680	1657

  v) As per the swap ratio mentioned in the scheme, a person holding 1 share (Rs 6.02[1]) in AAR would receive 5 shares (Rs 159) in GML implying that a shareholder in AAR for Rs 6.02 would receive Rs 159.

1 Calculated based on the shares price observed between 12:05 to 12:10 PM, checked on BSE website

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- **"Company shall ensure that suitable disclosure about the latest financials of the companies involved in the Scheme being not more than 6 months old is done before filing the same with the Hon'ble NCLT."**

- **"Company shall ensure that the proposed scheme is acted upon only if approved by the NCLT and if the majority votes cast by the public shareholders are in favour of the proposal."**

- **"Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."**

- **"Company shall duly comply with various provisions of the Circular."**

- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT."**

- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order

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passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

sd/-

Nitinkumar Pujari
Senior Manager

National Stock Exchange Of India Limited

Ref: NSE/LIST/23239_II November 23, 2020

The Company Secretary
Gallantt Metal Limited
"Gallantt House", I-7,
Jungpura Extension,
New Delhi- 110 014

Kind Attn.: Mr. Arnab Banerji

Dear Sir,

Sub: **Observation Letter for Draft Composite Scheme of Arrangement and Slump Sale between Gallantt lspat Limited, AAR Commercial Company Limited, Hipoline Commerce Private limited, Lexi Exports Private Limited, Richie Credit and Finance Private Limited and Gallantt Metal Limited and their respective shareholders and creditors**

We are in receipt of the Draft Composite Scheme of Amalgamation and Slump Sale ('the Scheme'), between Gallantt Ispat Limited (Transferor Company 1/ GIL), AAR Commercial Company Limited (Transferor Company 2/ AAR), Hipoline Commerce Private limited (Transferor Company 3/ Hipoline), Lexi Exports Private Limited (Transferor Company 4/ Lexi) and Richie credit and Finance Private Limited (Transferor Company 5/ Richie) with Gallantt Metal Limited (Transferee Company/ GML) and their respective shareholders and creditors vide application dated February 20, 2020.

Based on our letter reference no Ref: NSE/LIST/23239_I submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), kindly find following comments on the draft scheme:

a. *The Company shall disclose to Hon'ble National Company Law Tribunal (NCLT) that Reserve Bank of India ('RBI') was requested to provide their comments on Non- Banking Financial Companies (NBFC) registered with RBI namely Hipoline, Lexi and Richie. However, till date, RBI has not provided any comments to SEBI.*

b. *The Companies involved in the scheme are advised to separately and prominently disclose the following information/facts to the shareholders:*

   i. *For valuation of the NBFCs involved in the scheme (i.e Hipoline, Lexi and Richie), only one method (i.e. asset approach) has been used and other methods such as Market Approach and Income Approach were not used.*

   ii. *Further, valuation of the NBFCs has been calculated after revaluing the investment made by the aforesaid NBFCs in GML/GIL/AAR.*

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Signer: Jiten Bharat Patel
Date: Mon, Nov 23, 2020 21:39:37 IST
Location: NSE

iii. *Pursuant to the scheme, the unsecured loan given by Lexi and Richie of Rs. 37.7 lacs and Rs. 33.6 Lacs respectively to Ganesh Laxmi Processors Private Limited (GLPPL) wherein Shri Dinesh Agarwal is a Director (he is a Director on GML as well) shall be transferred in the balance sheet of GML.*

iv. *GML, GIL and AAR shall separately disclose to the shareholders and Hon'ble NCLT regarding details including break-up of the following secured and unsecured loans:*

	GML	GIL	AAR
Secured Loans as on December 31, 2019 (ln Rs Lacs)	*7368*	*4808*	*0*
Unsecured Loans as on December 31, 2019 (ln Rs Lacs)	*4000*	*20680*	*1657*

v. *As per the swap ratio mentioned in the scheme, a person holding 1 share (Rs.6.02*) in AAR would receive 5 shares (Rs.159) in GML implying that a shareholder in AAR for Rs.6.02 would receive Rs.159.*

c. *The Company shall ensure that suitable disclosure about the latest financials of the companies involved in the Scheme being not more than 6 months old is done before filing the same with the Hon'ble NCLT.*

d. *The Company shall ensure that the proposed scheme is acted upon only if approved by the NCLT and if the majority votes cast by the public shareholders are in favour of the proposal.*

e. *The Company shall ensure that the additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of the receipt of this letter, is displayed on the website of the listed company.*

f. *The Company shall duly comply with various provisions of the Circular.*

g. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.*

h. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.*

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Signer: Jiten Bharat Patel
Date: Mon Mar 23, 2020 18:09:37 IST
Location: NSE

* *Calculation based on the share price observed between 12:05 to 12:10 PM on the Date of BSE intimation*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/ representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No-objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from November 23, 2020 within which the scheme shall be submitted to NCLT.

Yours faithfully,
For National Stock Exchange of India Limited

Jiten Patel
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

This Document is Digitally Signed

Signer: Jiten Bharat Patel
Date: Mon, Nov 23, 2020 21:39:37 IST
Location: NSE

BSE Limited Registered Office: Floor 25, P J Towers, Dalal Street, Mumbai – 400 001, India
T : +91 22 2272 8045 / 8055 F : +91 22 2272 3457 www.bseindia.com
Corporate Identity Number: L67120MH2005PLC155188

DCS/AMAL/JR/R37/1837/2020-21 **"E-Letter"** **November 12, 2020**

The Company Secretary,
Gallantt Ispat Limited
GALLANTT HOUSE, I-7, Jungpura Extension,
New Delhi, Delhi, 110014

Sir,

Sub: Observation letter regarding the Draft Composite Scheme of Amalgamation ('The scheme') of Gallantt Metal Limited (GML), Gallantt Ispat Limited (GIL), AAR Commercial Company Limited (AAR), Hipoline Commerce Private Limited (Hipoline), Lexi Exports Private Limited (Lexi) and Richie Credit and Finance Private Limited (Richie) and slump sale of power plant undertaking of GIL to GML.

We are in receipt of the Draft Composite Scheme of Amalgamation by Gallantt Ispat Limited filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated November 12, 2020 has inter alia given the following comment(s) on the draft Composite Scheme of Amalgamation:

- **"Company shall ensure to disclose to Hon'ble National Company Law Tribunal (NCLT) that Reserve Bank of India ('RBI') was requested to provide their comments on Non-Banking Financial Companies (NBFC) registered with RBI namely Hipoline, Lexi and Richie. However, till date, RBI has not provided any comments to SEBI."**

- **"Company shall ensure to disclose the following information/facts to the shareholders":**

  i. For valuation of the NBFCs involved in the scheme (i.e. Hipoline, Lexi and Richie), only one method (i.e. asset approach) has been used and other methods such as Market Approach and Income Approach were not used.

  ii. Further, valuation of the NBFCs has been calculated after revaluing the investment made by the aforesaid NBFCs in GML/GIL/AAR.

  iii. Pursuant to the scheme, the unsecured loan given by Lexi and Richie of Rs 37.7 lacs and Rs 33.6 Lacs respectively to Ganesh Laxmi Processors Private Limited (GLPPL) wherein Shri Dinesh Agarwal is a Director (he is a Director on GML as well) shall be transferred in the balance sheet of GML.

  iv. GML, GIL and AAR shall separately disclose to the shareholders and Hon'ble NCLT regarding details including breakup of the following secured and unsecured Loans:

	GML	GIL	AAR
Secured Loans as on December 31, 2019 (In Rs Lacs)	7368	4808	0
Unsecured Loans as on December 31, 2019 (In Rs Lacs)	4000	20,680	1657

  v. As per the swap ratio mentioned in the scheme, a person holding 1 share (Rs 6.02[1]) in AAR would receive 5 shares (Rs 159) in GML implying that a shareholder in AAR for Rs 6.02 would receive Rs 159.

1 Calculated based on the shares price observed between 12:05 to 12:10 PM, checked on BSE website

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- **"Company shall ensure that suitable disclosure about the latest financials of the companies involved in the Scheme being not more than 6 months old is done before filing the same with the Hon'ble NCLT."**

- **"Company shall ensure that the proposed scheme is acted upon only if approved by the NCLT and if the majority votes cast by the public shareholders are in favour of the proposal."**

- **"Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."**

- **"Company shall duly comply with various provisions of the Circular."**

- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT."**

- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as

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the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

sd/-

Nitinkumar Pujari
Senior Manager

National Stock Exchange Of India Limited

Ref: NSE/LIST/23240_II November 23, 2020

The Company Secretary
Gallantt lspat Limited
Gallantt House, I-7, Jungpura Extension,
New Delhi- 110014

Kind Attn.: Mr. Nitesh Kumar

Dear Sir,

Sub: **Observation Letter for the Draft Composite Scheme of Amalgamation and Slump Sale between Gallantt lspat Limited, AAR Commercial Company Limited, Hipoline Commerce Private limited, Lexi Exports Private Limited, Richie Credit and Finance Private Limited and Gallantt Metal Limited and their respective shareholders and creditors**

We are in receipt of the Draft Composite Scheme of Amalgamation and Slump Sale ('the Scheme'), between Gallantt Ispat Limited (Transferor Company 1/ GIL), AAR Commercial Company Limited (Transferor Company 2/ AAR), Hipoline Commerce Private limited (Transferor Company 3/ Hipoline), Lexi Exports Private Limited (Transferor Company 4/ Lexi) and Richie credit and Finance Private Limited (Transferor Company 5/ Richie) with Gallantt Metal Limited (Transferee Company/ GML) and their respective shareholders and creditors vide application dated February 20, 2020.

Based on our letter reference no Ref: NSE/LIST/23240_I submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), kindly find following comments on the draft scheme:

a. *The Company shall disclose to Hon'ble National Company Law Tribunal (NCLT) that Reserve Bank of India ('RBI') was requested to provide their comments on Non- Banking Financial Companies (NBFC) registered with RBI namely Hipoline, Lexi and Richie. However, till date, RBI has not provided any comments to SEBI.*

b. *The Companies involved in the scheme are advised to separately and prominently disclose the following information/facts to the shareholders:*

   i. *For valuation of the NBFCs involved in the scheme (i.e Hipoline, Lexi and Richie), only one method (i.e. asset approach) has been used and other methods such as Market Approach and Income Approach were not used.*

   ii. *Further, valuation of the NBFCs has been calculated after revaluing the investment made by the aforesaid NBFCs in GML/GIL/AAR.*

   iii. *Pursuant to the scheme, the unsecured loan given by Lexi and Richie of Rs. 37.7 lacs and Rs. 33.6 Lacs respectively to Ganesh Laxmi Processors Private Limited (GLPPL)*

This Document is Digitally Signed
Signer: Jiten Bharat Patel
Date: Mon, Nov 23, 2020 21:44:44 IST
Location: NSE

wherein Shri Dinesh Agarwal is a Director (he is a Director on GML as well) shall be transferred in the balance sheet of GML.

iv. *GML, GIL and AAR shall separately disclose to the shareholders and Hon'ble NCLT regarding details including break-up of the following secured and unsecured loans:*

	GML	GIL	AAR
ured Loans as on December 31, 2019 (ln Rs Lacs)	7368	4808	0
secured Loans as on December 31, 2019 (ln Rs Lacs)	4000	20680	1657

v. *As per the swap ratio mentioned in the scheme, a person holding 1 share (Rs.6.02*) in AAR would receive 5 shares (Rs. 159) in GML implying that a shareholder in AAR for Rs.6.02 would receive Rs. 159.*

c. *The Company shall ensure that suitable disclosure about the latest financials of the companies involved in the Scheme being not more than 6 months old is done before filing the same with the Hon'ble NCLT.*

d. *The Company shall ensure that the proposed scheme is acted upon only if approved by the NCLT and if the majority votes cast by the public shareholders are in favour of the proposal.*

e. *The Company shall ensure that the additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of the receipt of this letter, is displayed on the website of the listed company.*

f. *The Company shall duly comply with various provisions of the Circular.*

g. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.*

h. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.*

** Calculation based on the share price observed between 12:05 to 12:10 PM checked on BSE website.*

This Document is Digitally Signed

Signer: Jiten Bharat Patel
Date: Mon, Nov 23, 2020 21:44:44 IST
Location: NSE

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/ representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No-objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from November 23, 2020 within which the scheme shall be submitted to NCLT.

Yours faithfully,
For National Stock Exchange of India Limited

Jiten Patel
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm

This Document is Digitally Signed

Signer: Jiten Bharat Patel
Date: Mon, Nov 23, 2020 21:44:44 IST
Location: NSE

BSE Limited Registered Office: Floor 25, P J Towers, Dalal Street, Mumbai – 400 001, India
T : +91 22 2272 8045 / 8055 F : +91 22 2272 3457 www.bseindia.com
Corporate Identity Number: L67120MH2005PLC155188

DCS/AMAL/JR/R37/1839/2020-21 **"E-Letter"** **November 12, 2020**

The Company Secretary,
AAR Commercial Company Limited
I-7, Jangpura Extension,
New Delhi, Delhi, 110014

Sir,

Sub: Observation letter regarding the Draft Composite Scheme of Amalgamation ('The scheme') of Gallantt Metal Limited (GML), Gallantt Ispat Limited (GIL), AAR Commercial Company Limited (AAR), Hipoline Commerce Private Limited (Hipoline), Lexi Exports Private Limited (Lexi) and Richie Credit and Finance Private Limited (Richie) and slump sale of power plant undertaking of GIL to GML.

We are in receipt of the Draft Composite Scheme of Amalgamation by AAR Commercial Company Limited filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated November 12, 2020 has inter alia given the following comment(s) on the draft Composite Scheme of Amalgamation:

- **"Company shall ensure to disclose to Hon'ble National Company Law Tribunal (NCLT) that Reserve Bank of India ('RBI') was requested to provide their comments on Non-Banking Financial Companies (NBFC) registered with RBI namely Hipoline, Lexi and Richie. However, till date, RBI has not provided any comments to SEBI."**

- **"Company shall ensure to disclose the following information/facts to the shareholders":**

  i. For valuation of the NBFCs involved in the scheme (i.e. Hipoline, Lexi and Richie), only one method (i.e. asset approach) has been used and other methods such as Market Approach and Income Approach were not used.

  ii. Further, valuation of the NBFCs has been calculated after revaluing the investment made by the aforesaid NBFCs in GML/GIL/AAR.

  iii. Pursuant to the scheme, the unsecured loan given by Lexi and Richie of Rs 37.7 lacs and Rs 33.6 Lacs respectively to Ganesh Laxmi Processors Private Limited (GLPPL) wherein Shri Dinesh Agarwal is a Director (he is a Director on GML as well) shall be transferred in the balance sheet of GML.

  iv) GML, GIL and AAR shall separately disclose to the shareholders and Hon'ble NCLT regarding details including breakup of the following secured and unsecured Loans:

	GML	GIL	AAR
Secured Loans as on December 31, 2019 (In Rs Lacs)	7368	4808	0
Unsecured Loans as on December 31, 2019 (In Rs Lacs)	4000	20,680	1657

  v) As per the swap ratio mentioned in the scheme, a person holding 1 share (Rs 6.02[1]) in AAR would receive 5 shares (Rs 159) in GML implying that a shareholder in AAR for Rs 6.02 would receive Rs 159.

1 Calculated based on the shares price observed between 12:05 to 12:10 PM, checked on BSE website

BSE - INTERNAL

- **"Company shall ensure that suitable disclosure about the latest financials of the companies involved in the Scheme being not more than 6 months old is done before filing the same with the Hon'ble NCLT."**

- **"Company shall ensure that the proposed scheme is acted upon only if approved by the NCLT and if the majority votes cast by the public shareholders are in favour of the proposal."**

- **"Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."**

- **"Company shall duly comply with various provisions of the Circular."**

- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT."**

- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of

BSE - INTERNAL

compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

sd/-

Nitinkumar Pujari
Senior Manager

ANNEXURE - 8

GML/KOL/2020-21
08.04.2020

Corporate Relationship Manager **Bombay Stock Exchange Limited** Floor 25, P J Towers, Dalal Street, Mumbai- 400 001 INDIA Scrip Code: 532726	Mr. Hari K. – V.P.-Listing **National Stock Exchange of India Limited** "EXCHANGE PLAZA", Bandra – Kurla Complex, Bandra (East), Mumbai- 400 051 INDIA Symbol: GALLANTT

Dear Sir/Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Amalgamation of Gallantt Ispat Limited, AAR Commercial Company Limited, Hipoline Commerce Private Limited, Lexi Exports Private Limited and Richie Credit and Finance Private Limited with Gallantt Metal Limited

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Please find enclosed herewith the Complaints Report for the period 07-03-2020 to 27-03-2020 as per the format specified in SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.

You are hereby requested to take on record the above submission and oblige.

Thanking You,

Yours faithfully,
For **GALLANTT METAL LIMITED**

S/d-
Arnab Banerji
COMPANY SECRETARY
M. No. A59335
Contact No. 8697548464

Encl: As above

COMPLAINTS REPORT

Period of Report from 07.03.2020 to 27.03.2020

Part - A

Sl. No.	Particulars	Number of Complaints
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	**Total Number of complaints/comments received (1+2)**	Nil
4.	Number of complaints resolved	Nil
5.	Number of complaints pending	Nil

Part – B

Sl. No.	Name of Complainant	Date of Complaint	Status (Resolved/Pending)
1.	Nil	Nil	Nil

For GALLANTT METAL LIMITED

S/d-
Arnab Banerji
COMPANY SECRETARY
M. No. A59335
Contact No. 8697546484

Date: 08-04-2020
Place: Kolkata

 # Note:
Please note that due to the outbreak of COVID – 19 pandemic, Company has adopted work from home policy for all its employees and hence this submission cannot be signed. We sincerely regret the inconvenience caused. Further, due to the sudden lock down of states and entire country by the respective State Governments and the Central Government as a measure to fight COVID-19, our Registered, Corporate and Head Offices are closed and it was difficult to find out whether any physical complaints have been filed by any investors/stakeholders. Complaints, if any, come to our notice regarding the Scheme, we will forthwith inform to you.

GIL/KOL/2020-21
08.04.2020

Corporate Relationship Manager **Bombay Stock Exchange Limited** Floor 25, P J Towers, Dalal Street, Mumbai- 400 001 INDIA Scrip Code: 533265	Mr. Hari K. – V.P.-Listing **National Stock Exchange of India Limited** "EXCHANGE PLAZA", Bandra – Kurla Complex, Bandra (East), Mumbai- 400 051 INDIA Symbol: GALLISPAT

Dear Sir/Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Amalgamation of Gallantt Ispat Limited, AAR Commercial Company Limited, Hipoline Commerce Private Limited, Lexi Exports Private Limited and Richie Credit and Finance Private Limited with Gallantt Metal Limited

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Please find enclosed herewith the Complaints Report for the period 07-03-2020 to 27-03-2020 as per the format specified in SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.

You are hereby requested to take on record the above submission and oblige.

Thanking You,

Yours faithfully,
For **GALLANTT ISPAT LIMITED**

S/d-
Nitesh Kumar
COMPANY SECRETARY
M. No. F7496
Contact No. 9903462248

Encl: As above

COMPLAINTS REPORT

Period of Report from 07.03.2020 to 27.03.2020

Part - A

Sl. No.	Particulars	Number of Complaints
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	**Total Number of complaints/comments received (1+2)**	Nil
4.	Number of complaints resolved	Nil
5.	Number of complaints pending	Nil

Part – B

Sl. No.	Name of Complainant	Date of Complaint	Status (Resolved/Pending)
1.	Nil	Nil	Nil

For Gallantt Ispat Limited

S/d-
Nitesh Kumar
Company Secretary
M. No. F7496
Contact No. 9903462248

Date: 08-04-2020
Place: Kolkata

 # Note:
Please note that due to the outbreak of COVID – 19 pandemic, Company has adopted work from home policy for all its employees and hence this submission cannot be signed. We sincerely regret the inconvenience caused. Further, due to the sudden lock down of states and entire country by the respective State Governments and the Central Government as a measure to fight COVID-19, our Registered, Corporate and Head Offices are closed and it was difficult to find out whether any physical complaints have been filed by any investors/stakeholders. Complaints, if any, come to our notice regarding the Scheme, we will forthwith inform to you.

AAR COMMERCIAL COMPANY LIMITED

Registered Office: I – 7, Jangpura Extension, New Delhi - 110014
Website: www.aarccl.in; Tel: 011-46145392, E mail: investors.commercial@rediffmail.com
Corporate Office: 1, Crooked Lane, Second Floor, Room no. 208, Kolkata – 700069 (W.B.), Tel: 033-40078021
CIN: L63090DL1982PLC354818

AAR/KOL/2020-21
08.04.2020

The Manager
Bombay Stock Exchange Limited
Floor 25, P J Towers,
Dalal Street, Mumbai- 400 001
INDIA
Scrip Code: 539632

Dear Sir/Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Amalgamation of Gallantt Ispat Limited, AAR Commercial Company Limited, Hipoline Commerce Private Limited, Lexi Exports Private Limited and Richie Credit and Finance Private Limited with Gallantt Metal Limited

---

Please find enclosed herewith the Complaints Report for the period 07-03-2020 to 27-03-2020 as per the format specified in SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.

You are hereby requested to take on record the above submission and oblige.

Thanking You,

Yours faithfully,
For AAR Commercial Company Limited

S/d-
Arvind Kumar Modi
Company Secretary
M. No. A47365
Contact No. 8017563471

Encl: As above

AAR COMMERCIAL COMPANY LIMITED

Registered Office: I – 7, Jangpura Extension, New Delhi - 110014
Website: www.aarccl.in; Tel: 011-46145392, E mail: investors.commercial@rediffmail.com
Corporate Office: 1, Crooked Lane, Second Floor, Room no. 208, Kolkata – 700069 (W.B.), Tel: 033-40078021
CIN: L63090DL1982PLC354818

COMPLAINTS REPORT

Period of Report from 07.03.2020 to 27.03.2020

Part - A

Sl. No.	Particulars	Number of Complaints
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	**Total Number of complaints/comments received (1+2)**	Nil
4.	Number of complaints resolved	Nil
5.	Number of complaints pending	Nil

Part – B

Sl. No.	Name of Complainant	Date of Complaint	Status (Resolved/Pending)
1.	Nil	Nil	Nil

For AAR Commercial Company Limited

S/d-
Arvind Kumar Modi
Company Secretary
M. No. A47365
Contact No. 8017563471

Date: 08-04-2020
Place: Kolkata

Note:
We have verified whether any physical complaint from investors/stakeholders have been received at our Registered Office, Head Office and Corporate Office. As per our verification there are no complaints at present. In case, if any complaint has not come to our notice and is found later we will submit the same separately.

 # Please note that due to the outbreak of COVID – 19 pandemic Company has adopted work from home policy for all its employees and hence this submission cannot be signed. We sincerely regret the inconvenience caused.

ANNEXURE - 9

GALLANTT

STATEMENT OF STANDALONE AND CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31ST, 2019

Rs. in Lakhs

Sl No.	Particulars	STANDALONE					CONSOLIDATED		
		Quarter ended			Year ended		Year ended		
		31.03.2019	31.03.2018	31.12.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018	
		Audited	Audited	Unaudited	Audited	Audited	Audited	Audited	
1.	**Income from operations**								
	(a) Revenue from operations	**26,643.30**	26,618.52	26,399.53	1,06,378.53	84,558.04	1,06,378.53	84,558.04	
	(b) Other income	244.89	432.77	128.52	540.21	476.23	540.21	476.23	
3.	**Total income (1 + 2)**	**26,888.19**	**27,251.29**	**26,518.05**	**1,06,918.74**	**85,034.27**	**1,06,918.74**	**85,034.27**	
4.	**Expenses**								
	(a) Cost of raw materials consumed	21,247.35	18,374.48	18,302.41	79,113.89	59,979.66	79,113.89	59,979.66	
	(b) Purchase of stock in trade	319.40	1,106.23	1,042.84	1,788.05	1,106.23	1,788.05	1,106.23	
	(c) Changes in inventories of finished products, work in progress and contracts in progress	(1,007.51)	170.42	1,526.69	(1,432.63)	814.04	(1,432.64)	814.04	
	(d) Employee benefits expense (Refer Note 7)	909.07	704.82	654.24	2,989.90	2,518.27	2,989.90	2,518.27	
	(e) Finance costs	197.48	179.18	79.71	598.99	656.16	598.99	656.16	
	(f) Depreciation and amortization expense	352.74	324.49	343.99	1,409.29	1,496.96	1,409.29	1,496.96	
	(g) Excise duty	-	-	-	-	2,150.49	-	2,150.49	
	(h) Other expenses	3,157.24	3,088.90	3,005.94	11,451.74	9,378.93	11,451.74	9,378.93	
	Total expenses (4(a) to 4(h))	**25,175.75**	**23,948.32**	**24,956.02**	**95,919.23**	**78,100.74**	**95,919.22**	**78,100.74**	
5.	**Profit / (loss) before exceptional items and tax (3 - 4)**	**1,712.44**	**3,302.97**	**1,562.03**	**10,999.51**	**6,933.53**	**10,999.52**	**6,933.53**	
6.	Exceptional items	-	-	-	-	-	-	-	
7.	**Profit / (loss) before tax (5 + 6)**	**1,712.44**	**3,302.97**	**1,562.03**	**10,999.51**	**6,933.53**	**10,999.52**	**6,933.53**	
8.	Tax expense / (credit)								
	(a) Current tax	560.04	1,076.95	458.38	3,597.56	2,097.00	3,597.56	2,097.00	
	(b) Deffered tax	83.49	(343.45)	79.23	239.30	(96.76)	239.30	(96.76)	
	Total tax expense / (credit)	**633.53**	733.50	537.59	3,836.86	2,000.24	3,836.86	2,000.24	
9.	**Net Profit / (loss) for the period (7 - 8)**	**1,068.91**	**2,569.47**	**1,024.44**	**7,162.65**	**4,933.29**	**7,162.66**	**4,933.29**	
10	Share of Profit from Associates						3,271.34	1,340.67	
11	**Net Profit after taxes and Share of Profit from Associates**						10,434.20	6,273.96	
12	Other comprehensive income (Net of tax)								
	A. Items that will not be reclassified to profit or loss	8.13	(36.28)	(0.63)	5.65	(3.32)	5.65	(3.32)	
	B. Items that will be reclassified to profit or loss	-	-	-	-	-	-	-	
	Total other comprehensive income (A + B)	**8.13**	**(36.28)**	**(0.63)**	**5.65**	**(3.32)**	**5.65**	**(3.32)**	
	C. Share of other comprehensive income from Associates (net)						0.44	4.43	
	Total other Comprehensive income (A+B+C) including Associates						6.10	1.11	
13	**Total comprehensive income (11 + 12)**	**1,067.04**	**2,533.19**	**1,023.81**	**7,168.30**	**4,929.97**	**10,440.30**	**6,275.07**	
14	Paid-up equity share capital (Face value Rs. 10 per Share)	**8,132.23**	**8,132.23**	**8,132.23**	**8,132.23**	**8,132.23**	**8,132.23**	**8,132.23**	
15	Earning/(loss) per share (not annualised for quarters) Basic and diluted EPS - in Rupees	**1.30**	**3.16**	**1.26**	**8.81**	**6.07**	**12.83**	**7.71**	

For and on behalf of the Board

(C. P. Agrawal)
Chairman & Managing Director
DIN: 01814318

Date: 29.04.2019
Place: Gorakhpur

GALLANTT METAL LIMITED

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

GALLANTT

SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR THE QUARTER AND YEAR ENDED MARCH 31ST, 2019

Rs. in Lakhs

Sl No.	Particulars	STANDALONE					CONSOLIDATED	
		Quarter ended			Year ended			
		31.03.2019	31.03.2018	31.12.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
		Audited	Audited	Unaudited	Audited	Audited	Audited	Audited
1.	Segment Revenue							
	(a.) Steel	26,643.30	26,818.52	26,389.53	1,06,376.53	84,558.04	1,06,378.53	84,558.04
	(b) Power	3,931.53	3,852.40	3,398.33	15,177.64	14,824.20	15,177.64	14,824.20
	(c) Un-allocated income	244.89	432.77	128.52	540.21	476.23	540.21	476.23
	Total Segment Revenue	30,819.72	31,103.69	29,916.38	1,22,096.38	99,858.47	1,22,096.38	99,858.47
	Less : Inter segment revenue	3,931.53	3,852.40	3,398.33	15,177.64	14,824.20	15,177.64	14,824.20
	Revenue from operations	26,888.19	27,251.29	26,518.05	1,06,918.74	85,034.27	1,06,918.74	85,034.27
2.	Segment Results							
	(a) Steel	184.50	2,267.62	316.07	5,962.37	2,139.82	5,962.38	2,139.82
	(b) Power	1,480.51	781.76	1,197.15	5,095.92	4,973.84	5,095.92	4,973.84
	Total Segment Results	1,665.01	3,049.38	1,513.22	11,058.29	7,113.46	11,058.30	7,113.46
	Less: Interest	197.46	179.18	79.71	598.99	656.16	598.99	656.16
	Less: Other Un-allocated expenses/(income)	(244.89)	(432.77)	(128.52)	(540.21)	(476.23)	(540.21)	(476.23)
	Profit / (loss) before tax	1,712.44	3,302.97	1,562.03	10,999.51	6,933.53	10,999.52	6,933.53
3	SEGMENT ASSETS:							
	(a) Steel	35,131.12	33,618.74	42,284.45	35,131.12	33,618.74	35,344.85	33,812.60
	(b) Power	16,710.89	9,680.63	9,435.99	16,710.89	9,680.63	16,710.89	9,680.63
	(c) Un-allocated	4,532.57	12,753.14	8,210.71	4,532.57	12,753.14	19,680.41	24,759.85
		56,374.58	56,052.51	59,931.15	56,374.58	56,052.51	71,736.15	68,253.19
4	SEGMENT LIABILITIES:							
	(a) Steel	8,211.61	14,771.84	12,695.75	8,211.61	14,771.84	8,213.61	14,870.27
	(b) Power	-	-	-	-	-	-	-
	(c) Un-allocated	15.51	56.37	154.97	15.51	56.37	15.51	56.37
		8,227.12	14,828.21	12,850.72	8,227.12	14,828.21	8,229.12	14,926.64
5	CAPITAL EMPLOYED: (3-4)							
	(a) Steel	26919.51	18846.90	29588.70	26919.51	18846.90	27131.24	18942.33
	(b) Power	16710.89	9680.63	9435.99	16710.89	9680.63	16710.89	9680.63
	(c) Un-allocated	4517.06	12096.76	8056.74	4517.06	12096.76	19664.90	24703.58
	TOTAL	48,147.46	41,224.29	47,080.43	48,147.46	41,224.29	53,507.03	53,326.54

For and on behalf of the Board

(C.P. Agrawal)
Chairman & Managing Director
DIN: 01814318

Date: 29.04.2019
Place: Gorakhpur

GALLANTT METAL LIMITED

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

GALLANTT

STATEMENT OF ASSETS AND LIABILITIES AS AT 31ST MARCH, 2019

(Rs. In Lakhs)

PARTICULARS		Standalone		Consolidated	
		As at 31.03.2019	As at 31.03.2018	As at 31.03.2019	As at 31.03.2018
(I)	ASSETS				
(1)	Non-current Assets				
(a)	Property, plant and equipment	20,790.22	21,881.97	20,790.22	21,881.97
(b)	Intangible Asset	-	-	3.15	3.15
(c)	Capital work in progress	12,748.00	2,860.21	12,748.00	2,860.21
(d)	Financial Assets				
	(i) Investments	4,266.08	4,266.08	19,619.77	16,362.49
	(ii) Other financial assets	92.68	76.68	92.68	76.68
(d)	Other non-current assets	2,089.49	1,350.84	2,141.60	1,392.69
(e)	Deferred tax assets (Net)	(41.62)	1,431.73	(41.62)	1,431.73
(f)	Advance Income tax assets (Net)	62.82	72.26	65.10	73.51
	Total Non-current Assets	**40,007.67**	**31,939.77**	**55,418.90**	**44,082.43**
(2)	Current Assets				
(a)	Inventories	11,072.50	10,978.77	11,072.50	10,978.77
(b)	Financial Assets				
	(i) Trade receivables	3,756.88	5,051.87	3,756.88	5,051.87
	(ii) Cash and cash equivalents	154.86	453.72	157.41	454.75
	(iii) Other balances with bank	95.18	32.68	254.26	182.45
	(iV) Loans	211.28	7,014.26	-	6,921.52
	(v) Other financial assets	10.90	8.80	10.90	8.80
(c)	Other current assets	1,065.31	572.60	1,065.31	572.60
	Total Current Asstes	**16,366.91**	**24,112.70**	**16,317.25**	**24,170.75**
	Total Assets	**56,374.58**	**56,052.47**	**71,736.15**	**68,253.18**
(II)	EQUITY AND LIABILITIES				
(1)	Equity				
(a)	Equity Share Capital	8,132.23	8,132.23	8,132.23	8,132.23
(b)	Other equity	40,015.23	33,092.03	55,374.80	45,194.31
	Total Equity	**48,147.46**	**41,224.26**	**63,507.03**	**53,326.54**
(2)	Non-current liabilities				
(a)	Provisions	57.85	28.32	57.85	28.32
	Total Non-current liabilities	**57.85**	**28.32**	**57.85**	**28.32**
(3)	Current liabilities				
(a)	Financial liabilities				
	(i) Borrowings	5,126.49	5,469.60	5,126.49	5,567.15
	(ii) Derivative liabilities	28.61	-	28.62	-
	(iii) Trade payables	1,846.06	7,891.09	1,846.06	7,891.09
	(iv) Other financial liabilities	582.63	297.05	582.64	297.05
(b)	Provisions	57.07	44.13	57.06	44.13
(c)	Other current liabilities	512.90	1,041.65	514.89	1,042.53
(d)	Current income tax liabilities (net)	15.51	56.37	15.51	56.37
	Total Current liabilities	**8,169.27**	**14,799.89**	**8,171.27**	**14,898.32**
	Total Equity and Liabilities	**56,374.58**	**56,052.47**	**71,736.15**	**68,253.18**

For and on behalf of the Board

GALLANTT METAL LIMITED

(C.P. Agrawal)
Chairman & Managing Director
DIN: 01814316

Date: 29.04.2019
Place: Gorakhpur

OFFICE : AWARD-36, PLOT NO. 123, GROUND FLOOR, GANDHIDHAM, KUTCH, GUJARAT - 370 201. Tel. : 02836-395626 / 395636 FAX : 02836-235787
WORKS : NEAR TOLL GATE, VILAGE - SAMAKHYALI, TALUKA - BHACHAU, KUTCH - GUJRAT, TEL. : 91 98 795 80878, FAX : +91 2837 283690, e-mail : gml@gallantt.com
REGISTERED OFFICE : 1, CROOKED LANE, 2ND FLOOR, KOLKATA - 700 069
Telefax : 033-2231 2429, e-mail : gml@gallantt.com, Website : www.gallantt.com
Corporate Identification No. : L27109WB2005PLC101553

Notes:

1. The above Results have been reviewed by the Audit Committee and thereafter were approved by the Board of Directors in their respective meetings held on April 29, 2019. M/s. ALPS & Co., Chartered Accountants, the Statutory Auditors of the Company have given the audit report with unmodified opinion on the financial results of the Company for the period ended on March 31st, 2019 (both Standalone and Consolidated).

2. These Audited Financial Results (including figures for all periods) have been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 and other accounting principles generally accepted in India.

3. Company has one Wholly Owned Subsidiary M/s. GL Steel and Power Limited. Company has one Associate M/s. Gallantt Ispat Limited in which Company holds more than twenty percent shares.

4. Board of Directors of the Company has recommended a Final Dividend to the shareholders of the Company Re. 0.25/- (Twenty Five Paise only) per Equity Share for the financial year 2018-19. Total out flow on account of Dividend is Rs. 2,03,30,581/- subject to tax. The above dividend, if declared by the shareholders at the ensuing Annual General Meeting (AGM), will be credited/ dispatched within 30 days from the date of AGM.

5. Tax expenses include current tax, deferred tax and adjustment of taxes for the previous period, if any.

6. Figures of the last quarter are the balancing figures between audited figures in respect of the full financial year and published year to date figures upto the 3rd quarter of the relevant financial year.

7. Mr. Ashtbhuja Prasad Srivastava (DIN: 08434115) has been appointed as Additional Director on the Board of the Company to be regarded as Independent Directors. Mr. Prasant Kankrania (DIN: 05241947) and Mr. Sandip Kumar (DIN: 08088624) have tendered their resignation from the Directorship of the Company.

8. Previous period / year figures have been rearranged / regrouped, reclassified and restated wherever considered necessary.

GALLANTT METAL LIMITED

OFFICE : WARD-10 BC, PLOT NO. 123, GROUND FLOOR, GANDHIDHAM, KUTCH, GUJRAT - 370 201, TEL. : 02836-395626 / 395636 FAX : 02836-235787
WORKS : NEAR TOLL GATE, VILAGE - SAMAKHYALI, TALUKA - BHACHAU, KUTCH - GUJRAT, TEL. : 91 98 795 60878, FAX : +91 2837 283690, e-mail : gml@gallantt.com
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Corporate Identification No. : L27109WB2005PLC101553

9. The results for the financial year ended 31st March, 2019 are available on the websites of BSE Limited (URL: www.bseindia.com) and the National Stock Exchange of India Limited (URL: www.nseindia.com) and on the Company's website (URL: www.gallantt.com).

FOR AND ON BEHALF OF THE BOARD

Place: Gorakhpur
Date: April 29, 2019

C. P. Agrawal
Chairman & Managing Director
DIN: 01814318

GALLANTT METAL LIMITED
OFFICE : WARD-10 BC, PLOT NO. 123, GROUND FLOOR, GANDHIDHAM, KUTCH, GUJRAT - 370 201, TEL. : 02836-395626 / 395636 FAX : 02836-235787
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GALLANTT

Management declaration on unmodified Audit Report

Pursuant to the Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 as amended by SEBI through notification no. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 and Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, I do hereby declare and confirm that M/s. ALPS & Co., Chartered Accountants, Statutory Auditors of Gallantt Metal Limited ("the Company"), have given an unmodified audit report on the Audited Standalone Financial Results of the Company for the Financial Year ended March 31, 2019.

For **GALLANTT METAL LIMITED**

Sandip Kumar Agarwal
Chief Financial Officer
Date: April 29, 2019
Place: Gorakhpur

GALLANTT

Management declaration on unmodified Audit Report

Pursuant to the Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 as amended by SEBI through notification no. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 and Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, I do hereby declare and confirm that M/s. ALPS & Co., Chartered Accountants, Statutory Auditors of Gallantt Metal Limited ("the Company"), have given an unmodified audit report on the Audited Consolidated Financial Results of the Company for the Financial Year ended March 31, 2019.

For **GALLANTT METAL LIMITED**

Sandip Kumar Agarwal
Chief Financial Officer
Date: April 29, 2019
Place: Gorakhpur

GALLANTT

AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED ON 31ST MARCH, 2019

Rs. lakhs

Sl No.	Particulars	Standalone					Consolidated	
		Quarter ended			Year Ended	Year Ended	Year Ended	Year Ended
		31.03.2019	31.12.2018	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
		Audited	Unaudited	Audited	Audited	Audited	Audited	Audited
1.	Income from operations							
	(a). Revenue from operations	31,255.82	34,301.48	22,801.74	1,22,927.06	58,688.23	1,22,927.06	58,688.23
2.	Other income	19.82	130.17	110.77	204.50	152.89	204.50	158.63
3.	**Total income (1 + 2)**	**31,275.65**	**34,431.64**	**22,912.52**	**1,23,131.56**	**58,841.12**	**1,23,131.56**	**58,846.86**
4.	**Expenses**							
	(a). Cost of raw materials consumed	25,066.36	25,039.04	17,532.57	93,613.29	43,461.41	93,613.29	43,461.41
	(b). Purchase of stock in trade	-	-	-	-	-	-	-
	(c). Changes in inventories of finished products	(118.89)	2,596.11	(968.67)	934.60	(1,993.06)	934.60	(1,993.06)
	(d). Employee benefits expense	888.06	655.73	354.04	2,632.95	1,340.64	2,632.95	1,343.40
	(e). Finance costs	215.16	191.87	539.83	967.94	857.17	967.94	857.17
	(f). Depreciation and amortization expense	649.80	647.13	645.63	2,589.53	1,836.71	2,589.53	1,836.71
	(g). Excise duty	-	-	-	-	1,142.78	-	1,142.78
	(h). Other expenses	2,463.38	1,288.13	1,701.30	6,939.54	5,513.51	6,939.54	5,516.27
	Total expenses [4(a) to 4(h)]	**29,163.87**	**30,418.01**	**19,804.69**	**1,07,677.85**	**52,159.16**	**1,07,677.85**	**52,164.68**
5.	**Profit / (loss) before exceptional items and tax (3 - 4)**	**2,111.77**	**4,013.64**	**3,107.83**	**15,453.71**	**6,681.97**	**15,453.71**	**6,682.18**
6.	Exceptional items	1,177.68	-	(1,032.69)	1,177.68	-	1,177.68	
7.	**Profit / (loss) before tax (5 + 6)**	**3,289.45**	**4,013.64**	**2,075.13**	**16,631.38**	**6,681.97**	**16,631.38**	**6,682.18**
8.	Tax expense / (credit)							
	(a) Current tax	709.46	884.22	637.16	3,584.49	1,620.33	3,584.49	1,620.48
	(c) Deffered tax	(139.77)	(51.85)	322.84	24.85	(300.17)	24.85	(300.17)
	Total tax expense / (credit)	**569.69**	**832.37**	**960.00**	**3,609.34**	**1,320.16**	**3,609.34**	**1,320.31**
9.	**Net Profit / (loss) for the period (7 - 8)**	**2,719.76**	**3,181.27**	**1,115.13**	**13,022.04**	**5,361.80**	**13,022.04**	**5,361.87**
10	Share of Profit from Associates	-	-	-	-	-	3,356.85	2,393.95
11	**Profit for the Period (9 + 10)**	**2,719.76**	**3,181.27**	**1,115.13**	**13,022.04**	**5,361.80**	**16,378.89**	**7,755.82**
12	Other comprehensive income (Net of tax)							
	A. Items that will not be reclassified to profit or loss	(11.15)	4.25	(5.95)	1.73	17.27	1.73	17.27
	B. Items that will be reclassified to profit or loss	-	-	-	-	-	-	-
	C. Share of OCI from Associates	-	-	-	-	-	2.74	(1.61)
	Total other comprehensive income (A + B + C)	(11.15)	4.25	(5.95)	1.73	17.27	4.47	15.66
13	**Total comprehensive income (11 + 12)**	**2,708.61**	**3,185.52**	**1,109.18**	**13,023.78**	**5,379.07**	**16,383.37**	**7,771.48**
14	Paid-up equity share capital (Face value Rs. 1 per Share) (Previously it was Rs 10 Per Share)	**2,823.61**	**2,823.61**	**2,823.61**	**2,823.61**	**2,823.61**	**2,823.61**	**2,823.61**
15	Earning/(loss) per share Unadjusted (not annualised for quarters) Basic and diluted EPS - in Rupees	0.96	1.13	3.95	4.61	18.99	5.80	27.47
16	Earning/(loss) per share Adjusted (not annualised for quarters) Basic and diluted EPS - in Rupees	0.96	1.13	0.39	4.61	1.90	5.80	2.75

For and on behalf of the Board

GALLANTT ISPAT LIMITED Kolkata

(C.P. Agrawal)
Chairman & Managing Director
DIN: 01814318

Date. - 29th April, 2019
Place: Gorakhpur

GALLANTT ISPAT LIMITED
1, CROOKED LANE, SECOND FLOOR, ROOM NOS. 222 & 223, KOLKATA - 700 069
Tel. : 033-4064 2189, Telefax : 033-2231 2429, e-mail : gil@gallantt.com, Website : www.gallantt.com
Factory : AL-5, Sector-23, Sahjanwa, District - Gorakhpur-Uttar Pradesh
Corporate Identification No. : L27109WB2005PLC101650

GALLANTT

SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR THE QUARTER AND YEAR ENDED ON 31ST MARCH, 2019

Rs. lakhs

Sl No.	Particulars	Standalone					Consolidated	
		Quarter ended			Year Ended	Year Ended	Year Ended	Year Ended
		31.03.2019	31.12.2018	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
		Audited	Unaudited	Audited	Audited	Audited	Audited	Audited
1.	**Segment Revenue**							
	(a). Agro	3,416.06	2,738.18	2,466.78	11,549.06	7,833.54	11,549.06	7,833.54
	(b). Steel	27,970.29	31,257.41	19,881.97	1,10,599.97	49,807.41	1,10,599.97	49,807.41
	(c). Power	7,420.59	4,559.01	3,462.48	19,961.21	8,342.62	19,961.21	8,342.62
	(d). Real Estate	(130.53)	305.89	452.99	778.04	1,047.28	778.04	1,047.28
	(e). Un-allocated income	19.83	130.17	110.78	204.50	152.89	204.50	158.63
	Total Segment Revenue	**38,696.23**	**38,990.65**	**26,375.00**	**1,43,092.77**	**67,183.74**	**1,43,092.77**	**67,189.48**
	Less : Inter segment revenue	7,420.59	4,559.01	3,462.48	19,961.21	8,342.62	19,961.21	8,342.62
	Revenue from operations	**31,275.65**	**34,431.64**	**22,912.52**	**1,23,131.56**	**58,841.12**	**1,23,131.56**	**58,846.86**
2.	**Segment Results**							
	(a). Agro	423.40	377.81	235.79	1,229.08	491.82	1,229.08	491.82
	(b). Steel	1,314.40	956.22	675.57	6,959.72	1,951.93	6,959.72	1,951.93
	(c). Power	816.41	2,572.32	2,363.52	7,762.60	4,306.78	7,762.60	4,306.78
	(d). Real Estate	(146.09)	267.33	309.29	660.11	903.58	660.11	903.58
	Total Segment Results	**2,408.11**	**4,173.68**	**3,584.17**	**16,611.50**	**7,654.11**	**16,611.50**	**7,654.11**
	Less Interest	215.16	191.87	539.83	967.94	857.17	967.94	857.17
	Less Other Un-allocated expenses/(income)	81.18	(31.83)	(63.49)	189.86	114.97	189.86	114.75
	Profit / (loss) before exceptional items and tax	**2,111.77**	**4,013.64**	**3,107.82**	**15,453.71**	**6,681.97**	**15,453.71**	**6,682.18**
	Exceptional items	1,177.68	-	**(1,032.69)**	1,177.68	-	1,177.68	-
	Profit / (loss) before tax	**3,289.45**	**4,013.64**	**2,075.13**	**16,631.38**	**6,681.97**	**16,631.38**	**6,682.18**
	Less Tax expense	569.69	832.37	960.00	3,609.34	1,320.16	3,609.34	1,320.31
	Profit / (loss) after tax	**2,719.76**	**3,181.27**	**1,115.13**	**13,022.04**	**5,361.80**	**13,022.04**	**5,361.87**
	Share of Profit from Associates						**3,356.85**	**2,393.95**
	Profit for the Period	**2,719.76**	**3,181.27**	**1,115.13**	**13,022.04**	**5,361.80**	**16,378.89**	**7,755.82**
3	**Segment assets:**							
	(a). Agro	2,888.42	2,814.64	2,192.64	2,888.42	2,192.64	2,888.42	2,192.64
	(b). Steel	64,652.75	62,195.74	63,540.85	64,652.75	63,540.85	64,652.75	63,540.85
	(c). Power	18,433.06	18,681.90	18,930.74	18,433.06	18,930.74	18,433.06	18,930.74
	(d). Real Estate	2,695.01	1,584.55	778.35	2,695.01	778.35	2,695.01	778.35
	(e). Unallocable	16,089.61	12,787.38	12,226.91	16,089.61	12,226.91	35,185.91	24,496.36
		1,04,758.85	**98,064.20**	**97,669.48**	**1,04,758.85**	**97,669.48**	**1,23,855.16**	**1,09,938.93**
	Segment Liability:							
	(a). Agro	19.23	1,795.10	2,017.36	19.23	2,017.36	19.23	2,017.36
	(b). Steel	26,713.62	12,950.75	35,790.38	26,713.62	35,790.36	26,713.62	13,790.38
	(c). Power	-	7,687.05	12,060.92	-	12,060.92	-	12,060.92
	(d). Real Estate	-	-	-	-	-	-	-
	(e). Unallocable	1,625.03	1,943.20	3,203.96	1,625.03	3,203.96	1,625.03	6,167.27
		28,357.88	**24,376.09**	**53,072.63**	**28,357.88**	**53,072.63**	**28,357.88**	**34,035.94**
	Capital employed							
	(a). Agro	2,869.19	1,019.54	175.27	2,869.19	175.27	2,869.19	175.27
	(b). Steel	37,939.13	49,245.00	27,750.47	37,939.13	27,750.47	37,939.13	49,750.47
	(c). Power	18,433.06	10,994.85	6,869.82	18,433.06	6,869.82	18,433.06	6,869.82
	(d). Real Estate	2,695.01	1,584.55	778.35	2,695.01	778.35	2,695.01	778.35
	(e). Unallocable	14,464.58	10,844.18	9,022.94	14,464.58	9,022.94	33,560.88	18,329.09
	Total	**76,400.97**	**73,688.11**	**44,596.85**	**76,400.97**	**44,596.85**	**95,497.28**	**75,903.00**

For and on behalf of the Board

GALLANTT ISPAT LIMITED Kolkata

(C.P. Agrawal)
Chairman & Managing Director
DIN: 01814318

Date. - 29th April, 2019
Place: Gorakhpur

GALLANTT ISPAT LIMITED
1, CROOKED LANE, SECOND FLOOR, ROOM NOS. 222 & 223, KOLKATA - 700 069
Tel. : 033-4064 2189, Telefax : 033-2231 2429, e-mail : gil@gallantt.com, Website : www.gallantt.com
Factory : AL-5, Sector-23, Sahjanwa, District - Gorakhpur-Uttar Pradesh
Corporate Identification No. : L27109WB2005PLC101650

Standalone and Consolidated Audited Statement of Assets and Liabilities as on 31.03.2019

Rs. lakhs

	Particulars	Standalone		Consolidated	
		As At 31.03.2019	As At 31.03.2018	As At 31.03.2019	As At 31.03.2018
(I)	**ASSETS**				
(1)	**Non-current assets**				
(a)	Property, plant and equipment	44,243.66	46,875.12	44,243.66	46,875.12
(b)	Intangible assets	47.00	0.25	47.00	0.25
(c)	Capital work in progress	6,007.29	1,111.71	6,007.29	1,111.71
		50,297.96	**47,987.08**	**50,297.96**	**47,987.08**
(d)	Financial assets				
	(i) Investments				
	(a) Investments in subsidiaries	-	366.13	-	-
	(b) Investments in associates	4,267.98	4,267.98	23,364.29	16,454.12
	(c) Other investments	-	-	-	-
	(ii) Other financial assets	0.68	0.87	0.68	0.87
(e)	Other non-current assets	63.94	86.49	63.94	86.49
(f)	Deferred tax assets (Net)	1,162.46	1,188.25	1,162.46	1,188.25
(g)	Advance Income tax assets (net)	209.20	237.33	209.20	237.33
		56,002.22	**54,134.13**	**75,098.53**	**65,954.14**
(2)	**Current Assets**				
(a)	Inventories	13,109.12	12,165.51	13,109.12	12,165.51
(b)	Financial assets				
	(i) Trade receivables	7,863.26	4,755.92	7,863.26	5,188.39
	(ii) Cash and cash equivalent	88.28	120.52	88.28	136.49
	(iii) Other balances with Bank	246.61	625.87	246.61	625.87
	(iv) Other financial assets	24,518.02	24,521.95	24,518.02	24,522.95
(c)	Other current assets	2,931.33	1,345.58	2,931.33	1,345.58
		48,756.62	**43,535.35**	**48,756.62**	**43,984.80**
TOTAL ASSETS		**1,04,758.85**	**97,669.48**	**1,23,855.16**	**1,09,938.94**
(II)	**EQUITY AND LIABILITIES**				
(1)	**Equity**				
(a)	Equity share capital	2,823.61	2,823.61	2,823.61	2,823.61
(b)	Other equity	73,577.37	41,773.24	92,673.67	73,079.40
		76,400.97	**44,596.85**	**95,497.28**	**75,903.01**
(2)	**Non-current liabilities**				
(a)	Borrowings	11,584.66	11,949.39	11,584.66	11,949.39
(b)	Provisions	71.02	17.58	71.02	17.58
(c)	Other non-current liabilities	1,241.96	1,359.30	1,241.96	1,359.30
		12,897.64	**13,326.27**	**12,897.64**	**13,326.27**
(3)	**Current liabilities**				
(a)	Financial liabilities				
	(i) Borrowings	12,565.58	11,794.91	12,565.58	11,794.91
	(ii) Trade payables	600.84	6,124.94	600.84	6,124.94
	(iii) Other financial liabilities	1.29	0.52	1.29	0.52
(b)	Other current liabilities	2,292.52	21,825.26	2,292.52	2,788.41
(c)	Current Income tax liabilities (net)	-	0.73	-	0.88
		15,460.24	**39,746.36**	**15,460.24**	**20,709.66**
TOTAL EQUITY AND LIABILITIES		**1,04,758.85**	**97,669.48**	**1,23,855.16**	**1,09,938.94**

For and on behalf of the Board

Date. - 29th April, 2019
Place: Gorakhpur

(C.P. Agrawal)
Chairman & Managing Director
DIN: 01814318

GALLANTT ISPAT LIMITED
1, CROOKED LANE, SECOND FLOOR, ROOM NOS. 222 & 223, KOLKATA - 700 069
Tel. : 033-4064 2189, Telefax : 033-2231 2429, e-mail : gil@gallantt.com, Website : www.gallantt.com
Factory : AL-5, Sector-23, Sahjanwa, District - Gorakhpur-Uttar Pradesh
Corporate Identification No. : L27109WB2005PLC101650

GALLANTT

Notes:

1. The above Results have been reviewed by the Audit Committee and thereafter were approved by the Board of Directors in their respective meetings held on April 29, 2019. M/s. Anoop Agarwal & Co., Chartered Accountants, the Statutory Auditors of the Company have given the audit report with unmodified opinion on the financial results of the Company for the period ended on March 31st, 2019 (both Standalone and Consolidated).

2. These Audited Financial Results (including figures for all periods) have been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 and other accounting principles generally accepted in India.

3. Company has not recommended any dividend.

4. Tax expenses include current tax, deferred tax and adjustment of taxes for the previous period, if any.

5. Figures of the last quarter are the balancing figures between audited figures in respect of the full financial year and published year to date figures upto the 3rd quarter of the relevant financial year.

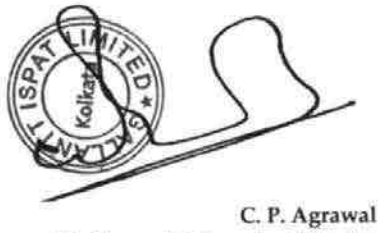
6. Mr. Ashtbhuja Prasad Srivastava (DIN: 08434115) has been appointed as Additional Director on the Board of the Company to be regarded as Independent Directors. Mr. Piyush Kankrania (DIN: 05241962) and Mr. Sanchit Dubey (DIN: 08335705) have tendered their resignation from the Directorship of the Company.

7. As per the Order of Honorable Supreme Court in the matter of electricity duty rebate dispute pending with the Uttar Pradesh Power Corporation Limited (hereinafter referred to as the "UPPCL)., Company is eligible to avail electricity duty rebate which comes at Rs. 1,177.68 Lacs. UPPCL has given credit of electricity duty rebate to the Company for the said amount. This amount of credit given by UPPCL has been shown under Exceptional Items.

8. Previous period / year figures have been rearranged / regrouped, reclassified and restated wherever considered necessary.

9. The results for the financial year ended 31st March, 2019 are available on the websites of BSE Limited (URL: www.bseindia.com) and the National Stock Exchange of India Limited (URL: www.nseindia.com) and on the Company's website (URL: www.gallantt.com).

FOR AND ON BEHALF OF THE BOARD



Place: Gorakhpur
Date: April 29, 2019

C. P. Agrawal
Chairman & Managing Director
DIN: 01814318

GALLANTT ISPAT LIMITED
1, CROOKED LANE, SECOND FLOOR, ROOM NOS. 222 & 223, KOLKATA - 700 069
Tel. : 033-4064 2189, Telefax : 033-2231 2429, e-mail : gil@gallantt.com, Website : www.gallantt.com
Factory : AL-5, Sector-23, Sahjanwa, District - Gorakhpur-Uttar Pradesh
Corporate Identification No. : L27109WB2005PLC101650

Management declaration on unmodified Audit Report

Pursuant to the Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 as amended by SEBI through notification no. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 and Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, I do hereby declare and confirm that M/s. Anoop Agarwal & Co., Chartered Accountants, Statutory Auditors of Gallantt Ispat Limited ("the Company"), have given an unmodified audit report on the Audited Consolidated Financial Results of the Company for the Financial Year ended March 31, 2019.

For **GALLANTT ISPAT LIMITED**

Amit Jalan
Chief Financial Officer
Date: April 29, 2019
Place: Gorakhpur

GALLANTT

Management declaration on unmodified Audit Report

Pursuant to the Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 as amended by SEBI through notification no. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 and Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, I do hereby declare and confirm that M/s. Anoop Agarwal & Co., Chartered Accountants, Statutory Auditors of Gallantt Ispat Limited ("the Company"), have given an unmodified audit report on the Audited Standalone Financial Results of the Company for the Financial Year ended March 31, 2019.

For **GALLANTT ISPAT LIMITED**

Amit Jalan
Chief Financial Officer
Date: April 29, 2019
Place: Gorakhpur

AAR COMMERCIAL COMPANY LIMITED

CIN : L63090WB1982PLC035019
1, BRITISH INDIA STREET (OLD COMPLEX), MEZZANINE FLOOR, ROOM NO. 20, KOLKATA - 700 069
☎ 033-46003498, ✉ ; investors.commercial@rediffmail.com. Web. : www.aarccl.in

(Rs. In Lakhs)

Statement of Audited Financial Results for the Quarter And Year Ended 31st March 2019

Sl No.	Particulars	Standalone				
		Quarter Ended			Year ended	
		31.03.2019	31.12.2018	31.03.2018	31.03.2019	31.03.2018
		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1.	**Income from Operations**					
	(a) Revenue from Operations	-	-	-	-	
2.	Other Income	29.44	78.22	1.84	127.37	21.26
3.	**Total Income (1+2)**	**29.44**	**78.22**	**1.84**	**127.37**	**21.26**
4.	Expenses					
	(a) Cost of Material consumed	-	-	-	-	-
	(b) Purchases of stock-in-trade	-	-		-	-
	(c) Changes in inventories of stock-in-trade	-	-	-	-	-
	(d) Employee benefit expenses	2.02	4.54	0.69	11.32	2.83
	(e) Finance costs	-	-	-	-	-
	(f) Depreciation and amortisation expense	-	-	-	-	-
	(g) Other expenses	5.58	2.27	1.25	15.23	6.86
	Total Expenses [4(a) to 4(g)]	**7.60**	**6.81**	**1.94**	**26.55**	**9.69**
5.	**Profit/(Loss) before exceptional items and tax (3-4)**	**21.84**	**71.41**	**(0.10)**	**100.82**	**11.57**
6.	Exceptional Items	-	-	-	-	-
7.	**Profit/(Loss) before tax (5+6)**	21.84	71.41	(0.10)	100.82	11.57
8.	Tax expenses / (credit)					
	(a) Current Tax	12.65	5.58	-	20.18	0.64
	(b) Deferred tax	-	-	-	-	-
	Total Tax expenses / (credit)	12.65	5.58	-	20.18	0.64
9.	Net Profit/ (loss) for the period (7-8)	9.19	65.83	(0.10)	80.64	10.93
10.	Share of Profit from Associates				-	-
11.	Profit for the Period	9.19	65.83	(0.10)	80.64	10.93
12.	Other Comprehensive Income (Net of tax)					
	A. items that will not be reclassified to profit or loss	-	-	-	3,165.79	(3,142.95)
	B. items that will be reclassified to profit or loss	-	-	-	-	-
	C. Share of OCI from associate Company	-	-	-	-	-
	Total other comprehensive income (A+B+C)	-	-	-	3,165.79	(3,142.95)
13.	**Total Comprehensive Income (11+12)**	**9.19**	**65.83**	**(0.10)**	**3,246.43**	**(3,132.02)**
14.	Paid -up Equity Share Capital (Face value Rs. 10 per share)	1,001.40	1,001.40	1,001.40	1,001.40	1,001.40
15.	**Earning Per Equity Shares:**					
(i)	Basic	0.09	0.657	-0.00	0.81	0.11
(ii)	Diluted	0.09	0.657	-0.00	0.81	0.11

For and on behalf of the Board of Directors
AAR COMMERCIAL COMPANY LTD.

Director / Authorised Signatory
Director/Authorised Signatory
Anupam Khetan
Whole-time Director
DIN: 07003797

Place: Kolkata
Date: 25th April, 2019

AAR COMMERCIAL COMPANY LIMITED

CIN : L63090WB1982PLC035019

1 BRITISH INDIA STREET (OLD COMPLEX), MEZZANINE FLOOR, ROOM NO. 20, KOLKATA - 700 069

☎ . 033-46003498, ✉ : investors.commercial@rediffmail.com Web. : www.aarccl.in

Statement of Asset and Liabilities as at 31st March, 2019

(Rs. in Lacs)

Particulars	STANDALONE	
	As at 31.03.2019	As at 31.03.2018
I. ASSETS		
1. Non- Current Assets		
(a) Financial Assets		
(i) Investments	14,974.38	10,106.86
(b) Other Non-Current Assets	8.54	19.43
2. Current Assets		
(a) Financial Assets		
(i) Trade Receivables	-	-
(ii) Cash and Cash Equivalents	1,658.32	14.12
(iii) Loans	25.78	45.78
(iv) Other Financial Assets	-	-
(b) Current Tax Assets (Net)	10.93	12.35
(c) Other Current Assets	0.51	0.48
Total Assets	**16,678.46**	**10,199.02**
II. EQUITY AND LIABILITIES		
1. Equity		
(a) Equity Share Capital	1,001.40	1,001.40
(b) Other Equity	13,611.65	7,817.48
Non Controlling Interest		
2. Non- Current Liabilities		
(a) Defferred Tax Assets	2,062.87	1,379.84
3. Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	-	-
(ii) Trade Payables	-	-
(iii) Other Financial Liabilities	2.54	0.30
(b) Other Current Liabilities	-	-
TOTAL EQUITY AND LIABILITIES	16,678.46	10,199.02

For and on behalf of the Board of Directors
AAR COMMERCIAL COMPANY LTD.

Director / Authorised Signatory

Director/Authorised Signatory
Anupam Khetan

Place: Kolkata
Date: 25th April, 2019

NOTES

1 The above results have been reviewed by the Audit Committee and thereafter were approved by the Board of Directors in their respective meetings held on 25th April, 2019. M/s R.K. Tapadia & Co., Chartered Accountants, the Statutory Auditors of the Company have given the audit report with unmodified opinion on the financial results of the Company for the period ended on 31st March, 2019.

2 The Company has adopted Indian Accounting Standard ('IND AS') prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued there under from April 1, 2017 and accordingly these Audited Financial Results (including figures for all periods) have been prepared in accordance with the recognition and measurement principles laid down in the IND As 34" Interim Financial Reporting" and other accountng principles generally accepted in India.

4 Tax expenses include current tax, deferred tax and adjustment of taxes for the previous period, if any.

5 Figures of the last quarter are the balancing figures between audited figures in respect of the full financial year and published year to date figures upto the 3rd quarter of the relevant financial year.

6 Previous period / year figures have been rearranged / regrouped, reclassified and restated wherever considered necessary.

For and on behalf of the Board of Directors
AAR COMMERCIAL COMPANY LTD.

Director / Authorised Signatory

Director/Authorised Signatory
Anupam Khetan
Whole-time Director
DIN: 07003797

Place: Kolkata
Date: 25th April, 2019

S S M U & Co.
Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To

The Members of HIPOLINE COMMERCE PRIVATE LIMITED

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of HIPOLINE COMMERCE PRIVATE LIMITED ("the Company"), which comprise the balance sheet as at March 31, 2019, and the Statement of Profit and Loss 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 financial statements give the information required by the **Companies Act, 2013** ('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 state of affairs of the Company as at March 31, 2019, its profit (or Loss)* and cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the 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 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 opinion.

Material Uncertainty Related to Going Concern (include only is applicable)

The Company's net worth is positive and the borrowings from banks and financial institutions have been classified by the lenders as standard assets during the year. There are no factors suggesting any doubt on the Company's ability to continue as a going concern. Pending the resolution of the above uncertainties, the Company has prepared the aforesaid statement on a going concern basis.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

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Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

Only 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.

Management's responsibility for the financial statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. 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 accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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.

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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 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

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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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 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.

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 A"**, 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, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;

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(d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the **Companies (Accounts) Rules, 2014**;

(e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2019 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 controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**". 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 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;

a. The Company does not have any pending litigations which would impact its financial position;

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

c. There has been no requirement of transferring amounts to the Investor Education and Protection Fund by the Company.

For SSMU & Co.
Chartered Accountants
Firm Registration No.119340W

CA Manish Jajoo

Partner
Membership No. 076601

Place: Surat
Date: 05.09.2019

UDIN: 19076601AAAADN5738

Annexure "A" to the Independent Auditor's Report"

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of Hipoline Commerce Private Limited of even date)

1.	In respect of the Company's fixed assets:	
	(a)	The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
	(b)	The Company has a program of verification to cover all the items of fixed assets in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
	(c)	According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company.
2.	The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.	
3.	According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.	
4.	In our opinion and according to information and explanation given to us, in respect of loans, investments, guarantees and security, the Company has complied with the provisions of sections 185 and section 186 of the Companies Act, 2013.	
5.	In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.	
6.	The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.	
7.	In respect of statutory dues:	
	(a)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.
		According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable

	(b)	According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute.
8		In our opinion and according to the information and explanations given to us, the company has no outstanding dues to any financial institutions or banks or any government or any debenture holders during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.
9.		The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
10.		To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
11.		The company is a private limited company and hence provision of section 197 read with schedule V of the companies Act are not applicable. Accordingly, paragraph 3(xi) of the order is not applicable.
12.		The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.
13.		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 section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14		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. Accordingly, paragraph 3(xiv) of the order is not applicable.
15		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 them. Accordingly, paragraph 3(xv) of the order is not applicable.
16		According to the information and explanations given to us and based on our examination of the records of the company, the company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and it has obtained the registration.

For SSMU & Co.
Chartered Accountants
Firm Registration No.119340W

CA Manish Jajoo
Partner
Membership No. 076601

Place: Surat
Date: 05.09.2019

UDIN: 19076601AAAADN5738

201, Ratnadeep Chambers, 24 Carat, Ring Road, Surat – 395001 ssmusurat@gmail.com 8141569797

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of Hipoline Commerce Private Limited of even date)

Report on the internal financial controls over financial reporting 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 Ganesh Laxmi Processors Private Limited ("the Company") as at March 31, 2019, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The board of directors of the Company 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. 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, 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 internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 were 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 judgement, including the assessment of the risks of material misstatement in 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 control 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:

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(ii) 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 authorizations of management and directors of the company; and

(iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 of 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 and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, 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 SSMU & Co.
Chartered Accountants
Firm Registration No.119340W

CA Manish Jajoo
Partner
Membership No. 076601

Place: Surat
Date: 05.09.2019

UDIN: 19076601AAAADN5738

201, Ratnadeep Chambers, 24 Carat, Ring Road, Surat – 395001 ssmusurat@gmail.com 8141569797

HIPOLINE COMMERCE PRIVATE LIMITED

Regd Off. - 27A, Waterloo Street, First Floor, Room No. 118, Kolkata - 700069

CIN - U51909WB1995PTC076045

Email id - agarwal_akash002@yahoo.co.in

BALANCE SHEET

	PARTICULARS	Note No.	AS AT 31/03/19		AS AT 31/03/18	
			Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
I	**EQUITY AND LIABILITIES**					
1.	**Shareholders' funds**					
	(a) Share Capital	7	2,12,63,100.00		4,22,71,370	
	(b) Reserves and Surplus	8	35,39,41,658.70		28,40,78,461	
	(c) Money Received Against Share Warrants			37,52,04,758.70		32,63,49,831
2.	**Share application money pending allotment** (To the extent not refundable)					-
3.	**Non - current liabilities**					
	(a) Long -term borrowings	9	23,62,123.00		-	
	(b) Deferred Tax liabilities (Net)		-		-	
	(c) Other Long term liabilities		-		-	
	(d) Long -term provisions		-	23,62,123.00	-	-
4.	**Current Liabilities**					
	(a) Short -term borrowings	10	68,547.00		-	
	(b) Trade payables				-	
	(A) total outstanding dues of micro		-			
	(B) total outstanding dues of creditors other		1,02,11,152.00			
	(c) Other current liabilities	11	23,741.00		-	
	(d) Short -term provisions	12	15,860.00	1,03,49,600.00	5,28,285	5,28,285
	TOTAL			38,79,16,481.70		32,68,78,116
II	**ASSETS**					
1.	**Non - current assets**					
	(a) Property, Plant and Equipment					
	(i) Tangible assets	13	11,27,000.00		11,27,000	
	(ii) Intangible assets		-		-	
	(iii) Capital work -in -progress		-		-	
	(iv) Intangible assets under development		-		-	
	(b) Non-current investments	14	36,69,49,403.00		27,42,56,436	
	(c) Deferred tax assets (net)				-	
	(d) Long -term loans and advances				-	
	(e) Other non -current assets	15	-	36,80,76,403.00	-	27,53,83,436
2.	**Current Assets**					
	(a) Current investments				-	
	(b) Inventories	16	57,22,006.00		-	
	(c) Trade receivables					
	(d) Cash and Bank Balances	17	3,85,746.70		30,87,166	
	(e) Short -term loans and advances	18	45,13,312.00		3,91,88,500	
	(f) Other current assets	19	92,19,014.00	1,98,40,078.70	92,19,014	5,14,94,680
	TOTAL			38,79,16,481.70		32,68,78,116
	Significant accounting policies and notes to accounts	1 to 25				

For and on behalf of the Board

For Hipoline Commerce Private Limited

Akash Agarwal
Director
DIN - 02015012
Place : Surat
Date : 05/09/2019

Shree Raman
Director
DIN - 07967646

As per audited books of accounts
for S S M U & Co.
Chartered Accountants

(CA. Manish Jajoo)
Partner
FRN : 119340W
M.No.: 076601
UDIN: 19076601AAAADN5738

HIPOLINE COMMERCE PRIVATE LIMITED

Regd Off. - 27A, Waterloo Street, First Floor, Room No. 118, Kolkata - 700069

CIN - U51909WB1995PTC076045

Email Id - agarwal_akash002@yahoo.co.in

PROFIT AND LOSS STATEMENT

	PARTICULARS	Note No.	For the year 2018-19		For the year 2017-18	
			Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
I	Revenue from operations	20	5,31,46,165.00		40,66,345	
II	Other Income	21	23,10,006.45	5,54,56,171.45	-	40,66,345
III	**Total Revenue (I +II)**			5,54,56,171.45		40,66,345
IV	**Expenses**					
	Cost of Materials Consumed		8,11,02,612.00		-	
	Purchase of Stock in Trade		-		-	
	Change in inventories of finished goods		-		-	
	Employee benefits expenses	23	1,17,000.00		-	
	Finance Costs	24	87,411.00		-	
	Depreciation and amortization expenses		-		24,000	
	Other expenses	25	52,142.30	8,13,59,165.30	84,781	1,08,781
	Total Expenses			8,13,59,165.30		1,08,781
V	**Profit before exceptional and extraodinary items and tax (III-IV)**			(2,59,02,993.85)		39,57,564
VI	**Exceptional Items**			-		-
VII	**Profit before extraordinary items and tax (V-VI)**			(2,59,02,993.85)		39,57,564
VII	**Extraordinary Items**			-		-
IX	**Profit before tax (VII - VIII)**			(2,59,02,993.85)		39,57,564
X	**Tax expenses**					
	(1) Current Year tax				10,68,030	
	(2) Last Year Tax				41,388	
	(3) Deferred tax		-	-	-	11,09,418
XI	**Profit / (Loss) for the period from continuing**			**(2,59,02,993.85)**		**28,48,146**
XII	Profit / (Loss) for the period from dis continuing			-		-
XIII	Tax expenses of discontinuing operations			-		-
XIV	Profit/(Loss) from discontinuing operations after tax (XII-XIII)			-		-
XV	Profit / Loss for the period (XI+XIV)			(2,59,02,993.85)		28,48,146
XV	Earning per equity share:					
	(1) Basic			(12.18)		0.67
	(2) Diluted			(12.18)		0.67
	Significant accounting policies and notes to accounts	1 to 25				

For and on behalf of the Board
For Hipoline Commerce Private Limited

Akash Agarwal
Director
DIN - 02015012
Place : Surat
Date : 05/09/2019

Shree Raman
Director
DIN - 07967646

As per audited books of accounts
For S S M U & Co.
Chartered Accountants

(CA. Manish Jajoo)
Partner
FRN : 119340W
M.No.: 076601
UDIN: 19076601AAAADN5738

HIPOLINE COMMERCE PRIVATE LIMITED

Regd Off. - 27A, Waterloo Street, First Floor, Room No. 118, Kolkata - 700069

CIN - U51909WB1995PTC076045

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

The company is a Small and Medium sized company (SMC) as defined in the General Instructions in Respect of Accounting Standards

NOTE 2.1 : Basic Accounting (AS 1):

The accounts of the company are prepared under the historical cost convention and in accordance with applicable accounting

NOTE 2.2 : Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are term deposit balances.

NOTE 2.3 : Revenue Recognition

Interest Income is recognized on the basis of 26AS of the company.

NOTE 2.4 : Accounting For Investment

Investment in shares are classified as non-current investments and are carried at cost.

NOTE 2.5 : Related Party Disclosures (AS-18):

In view of Accounting Standard 18 "Related Party Disclosure" issued by the Institute of Chartered Accountants of India, Company has

Name Of Party	Nature Of Transaction	Nature Of Relationship	2018-2019
Akash Agarwal	Repayment Of Loan &	Director	32,34,604
Akash Agarwal	Loan & Advances Given	Director	31,00,000
Akash Agarwal	Interest On Unsecured	Director	11,248
Akash Agarwal	Repayment Of	Director	41,32,396
Akash Agarwal	Unsecured lOans Taken	Director	64,84,196
Dinesh Kumar Agarwal	Repayment Of Loan &	Director's Father	77,60,000
Dinesh Kumar Agarwal	Loan & Advances Given	Director's Father	37,65,000
Dinesh Kumar Agarwal	Interest On Loan &	Director's Father	6,72,846
Ganesh Laxmi Processors Pvt. Ltd.	Repayment Of Loan &	Director and their relative are	1,74,18,147
Ganesh Laxmi Processors Pvt. Ltd.	Interest On Loan &	Director and their relative are	4,56,654
GL Steel and Power Ltd.	Repayment Of Loan &	Director and their relative are	98,00,085
GL Steel and Power Ltd.	Interest On Loan &	Director and their relative are	50,510
GL Overseas Pvt. Ltd.	Loan & Advances Given	Director and their relative are	62,000
GL Overseas Pvt. Ltd.	Repayment Of Loan &	Director and their relative are	50,21,159
GL Overseas Pvt. Ltd.	Interest On Loan &	Director and their relative are	4,51,797

NOTE 2.6: Earning Per Share (AS-20)

In compliance of Accounting Standard 20 on Earning per share issued by Institute of Chartered Accountants of India, the elements

PARTICULARS	31.03.19	31.03.18
Profit after tax	-25902993.85	2848145.55
No. of Equity shares	2126310	4227137
Earning per share	-12.18	0.67
Face value per share	10	10

NOTE 2.7: TAXES ON INCOME

Tax expense for the period, comprising current tax is included in the determination of the net profit or loss for the period. Current tax

NOTE 2.8 : CONTINGENT LIABILITIES

The company has given corporate guarantee for the Working Capital borrowed by group concern Gallantt Metal Limited.

NOTE 3

Figures of Short Term Loans & advances and Short Term Provision are subject to their respective confirmation and reconciliation and

NOTE 4

I) Dues to Small Scale Industrial undertaking as on the Balance Sheet are Nil, based on information received by the management

(ii) As per the information available with the company, there are no amount payable or paid during the year, which are required to

NOTE 5

Previous year's figures have been regrouped, rearranged, recast, reclassified and restated wherever necessary.

NOTE 6

Additional information pursuant to paragraph 3,4,4B, 4C and 4D of part II of schedule VI of the Companies Act, 2013

A. Remuneration to Auditors:

Particulars	31.03.19	31.03.18
Audit Fee	11800	8850
Interim Audit Fee as on 31.01.2019	0	3540
Certification Fee	1975	3540
TOTAL	**13775**	**15930**

B. Expenditure in Foreign Currency

C. Earning in Foreign Exchange

NOTE 7

SHARE CAPITAL				
- Authorised				
47,28,300 Equity Shares of Rs. 10/- each		4,72,83,000		4,50,00,000
[Previous Year : 4500000 Equity Shares of Rs. 10/- each				
		4,72,83,000		4,50,00,000
- Issued, Subscribed and Paid up				
2126310 Equity Shares of Rs. 10/- each fully paid -up		2,12,63,100		4,22,71,370
(Previous Year : 4227137 Equity Shares of Rs. 10/- each)				
TOTAL		2,12,63,100		4,22,71,370

NOTE 7.1

Reconciliation of shares:	Nos.	Amount (Rs)	Nos.	Amount (Rs)
Opening Share Capital	42,27,137	4,22,71,370	42,27,137	4,22,71,370
Add: Shares issued during merger	5,710	57,100	-	-
Less: Shares withdrawn during merger	21,06,537	2,10,65,370		
Closing share Capital	21,26,310	2,12,63,100	42,27,137	4,22,71,370

NOTE 7.2

-List of Shares holders having 5% or more Shares (in Nos)

Name of Shareholders	In Nos.	In %	In Nos.	In %
1. Dinesh Kumar Agarwal	20,45,100	96.18%	20,45,100	48.36%
2. Lighthouse Merchants Pvt. Ltd.	-	0.00%	21,06,537	49.83%
TOTAL	**20,45,100**	**96.18%**	**41,51,637**	**98.21%**

NOTE 8

RESERVES AND SURPLUS				
NOTE 8.1				
Capital Reserve				
Opening Balance	11,12,72,227.00		11,12,72,227	
Closing Balance		11,12,72,227.00		11,12,72,227
NOTE 8.2				
Security Premium Account				
Opening Balance	12,00,17,535.00		12,00,17,535	
Closing Balance		12,00,17,535.00		12,00,17,535
NOTE 8.3				
Profit and Loss Account				
Opening Balance	5,27,88,698.55		4,99,40,553	
Add: During the year	(2,59,00,459.85)		28,48,146	
Closing Balance		2,68,88,238.70		5,27,88,699
NOTE 8.4				
Amalagamation reserve account				
Opening Balance	-		-	
Add: During the year	9,57,63,658.00		-	
Closing Balance		9,57,63,658.00		-
TOTAL		35,39,41,658.70		28,40,78,461

HIPOLINE COMMERCE PRIVATE LIMITED

Regd Off. - 27A, Waterloo Street, First Floor, Room No. 118, Kolkata - 700069

Particulars	AS AT 31/03/19		AS AT 31/03/18	
	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
NOTE 9				
Long -term borrowings				
Unsecured Loan from Relatives				
Akash Agarwal	23,62,123.00			
		23,62,123.00	-	-
TOTAL		23,62,123.00		-
NOTE 10				
Long -term borrowings				
Unsecured Loan from others				
Arnold Holding Ltd.	68,547.00	68,547.00	-	-
TOTAL		68,547.00		-
NOTE 11				
Other current liabilities				
Accounting Fees Payable	15,000.00			
TDS Payable	8,741.00	23,741.00	-	-
(Paid on 28/05/2019)				
TOTAL		23,741.00		-
NOTE 12				
SHORT TERM PROVISIONS				
Other Provisions:				
- Audit Fees Payable (S$MU & Co.)	15,100.00		33,405	
- Business Eye	-		2,750	
- Provision for Taxation	760.00		4,92,130	
TOTAL		15,860.00		5,28,285

NOTE 14

NON - CURRENT INVESTMENTS	No. of Shares	Amount (Rs)	No. of Shares	Amount (Rs)
Equity Shares				
(i) Gallantt Metal Ltd.	90,83,128	26,98,58,908.00	73,65,284	19,99,96,682
(ii)Mukta Agriculture Ltd. (Pearl Agriculture Ltd.)	22,000	1,09,29,600.00	22,000	1,09,29,600
(iii) Cressanda Solutions Ltd.	6,87,307	2,96,16,059.00	6,87,307	2,96,16,059
(iv)Mystic Electronics Ltd. (Pearl Electronics Ltd.)	18,800	95,89,880.00	18,800	95,89,880
(v) Matra Kaushal Enterprise Ltd(P L Enterprise Ltd.)	4,15,000	2,24,79,597.00	4,15,000	2,24,79,597
(vi) Rairampur Chini Mills Ltd.	-	-	21,000	16,44,618
(vii)Cherry Merchandise Pvt Ltd	750.00	15,00,000.00	-	-
(viii)Combine Dealtrade Pvt Ltd	750.00	15,00,000.00	-	-
(ix)Eagle Dealtrade Pvt Ltd	750.00	15,00,000.00	-	-
(x) Fraternity Vanijya Pvt Ltd	750.00	15,00,000.00	-	-
(xi) Indra Commosales Pvt Ltd	750.00	15,00,000.00	-	-
(xii) Joyful Tie-up Pvt Ltd	750.00	15,00,000.00	-	-
(xiii) Jubilee Vincom Pvt Ltd	500.00	10,00,000.00	-	-
(xiv) Mehandipura Vintrade Pvt Ltd	988.00	19,75,359.00	-	-
(xv) Jubilee Vincom Pvt Ltd	250.00	5,00,000.00	-	-
(xvi) Kronje Suppliers Pvt Ltd	750.00	15,00,000.00	-	-
(xvii) Mindpower Exports Pvt Ltd	750.00	15,00,000.00	-	-
(xviii) Sincere Vintrade Pvt Ltd	750.00	15,00,000.00	-	-
(xix) Sneha Vinimay Pvt Ltd	750.00	15,00,000.00	-	-
(xx) Spike Dealcom Pvt Ltd	750.00	15,00,000.00	-	-
(xxi) Suchandana Tie-up Pvt Ltd	750.00	15,00,000.00	-	-
(xxii) Zambo Finvest Consultants Pvt Ltd	750.00	15,00,000.00	-	-
(xxiii) Zuluk Sales Pvt Ltd	750.00	15,00,000.00	-	-
TOTAL INVESTMENT IN SHARES		36,69,19,103.00		27,42,56,436

HIPOLINE COMMERCE PRIVATE LIMITED

Regd Off. - 27A, Waterloo Street, First Floor, Room No. 118, Kolkata - 700069

Particulars	AS AT 31/03/19		AS AT 31/03/18	
	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
NOTE 15				
OTHER NON - CURRENT ASSETS				
NOTE 13.1				
Preliminary Expenses				
Opening Balance	-		24,000	
Less : Written off during the year	-	-	24,000	-
TOTAL		-		-
NOTE 16				
Inventories				
Jubliant food works Pvt Ltd.	52,11,006.00		-	
Vakrangee Ltd.	5,11,000.00	57,22,006.00	-	-
TOTAL		57,22,006.00		-
NOTE 17				
CASH AND BANK BALANCES				
- Cash and Cash Equivalents				
Cash in Hand		3,62,391.00		7,242.00
Balance with Bank				
In Current Accounts				
- HDFC Bank Ltd.	20,203.00		25,118	
- Canara Bank	588.00		-	
- AXIS Bank Ltd.	2,564.70	23,355.70	30,54,806	30,79,924
TOTAL		3,85,746.70		30,87,166
NOTE 18				
SHORT TERM LOANS AND ADVANCES				
Loans				
Akash Agarwal	-		134604	
Dinesh Kumar Agarwal	3200616.00		6590055	
Ganesh Laxmi Processors Pvt. Ltd.	-		17007158	
GL Overseas Pvt. Ltd.	468617.00		5021159	
GL Steel and Power Ltd.	0.00		9754626	
Kamad Giri Export	108174.00	3777407.00	108174	3,86,15,776
Income Tax Refund receivable (A.Y.2007-08)	572724.00		5,72,724	
Income Tax Refund receivable (A.Y.2019-20)	163181.00	735905.00	-	5,72,724
TOTAL		4513312.00		3,91,88,500
NOTE 19				
Other current assets				
MAT Credit for the year 2015-16	9219014.00	9219014.00	92,19,014	92,19,014
TOTAL		9219014.00		92,19,014
NOTE 20				
REVENUE FROM OPERATIONS				
Sale of Shares	19372433.00		-	
Sale of F & O	32141925.00		-	
Interest on Loans & Advances	1631807.00	53146165.00	40,66,345	40,66,345
TOTAL		53146165.00		40,66,345

HIPOLINE COMMERCE PRIVATE LIMITED

Regd Off. - 27A, Wellesley Street, First Floor, Room No. 118, Kolkata - 700069

Particulars	AS AT 31/03/19		AS AT 31/03/18	
	Amount	Amount	Amount	Amount
NOTE 21				
Other Income				
Dividend Income	2804761.45			
Discount	5245.00	2810006.45		-
TOTAL		2810006.45		-
NOTE 22				
Cost of Materials Consumed				
Shares				
Stock at Commencement	0.00			
Add: Purchases	40325296.00			
Less : Stock at Close	5722006.00	34603290.00		-
F & O				
F &O Purchases		46499327.00		
TOTAL		81102617.00		-
NOTE 23				
Employee benefits expenses				
Salary Exp.	117000.00			
		117000.00		-
TOTAL		117000.00		-
NOTE 24				
Finance Costs				
Interest on unsecured Loan	87411.00			
		87411.00		-
TOTAL		87411.00		-
NOTE 25				
OTHER EXPENSES				
Auditor's Remuneration	31800.00		10,200	
Accounting Fees	25000.00			
Bank Charges	1174.30		7,754	
Demat Charges	6062.00		1,048	
ROC Filing Fees	8400.00		16,700	
Legal Fees	7000.00		49,080	
CA certificate	1875.00		-	
Penalty	5731.00		-	
		52142.30		84,781
TOTAL		52142.30		84,781

Signature to Notes 1 to 25

As per audited books of accounts

For S S M U & Co.

Chartered Accountants

CA Manish Jajoo
Partner
M.No.: 076601
FRN: 119140W
UDIN: 19076601AAAADN5738
Place : Surat
Date : 05/09/2019

As per audited books of accounts

For Hipoline Commerce Pvt. Ltd.

AKASH AGARWAL
Director
DIN - 02015012

SHREE RAMAN
Director
DIN - 07967645

M. C. Jagwayan & Co.
Chartered Accountants

46, Kali Krishna Tagore Street, 2nd Floor
Kolkata - 700 007, Phone : 2259 2076 / 5650 / 6731
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LEXI EXPORTS PRIVATE LIMITED
INDEPENDENT AUDITOR'S REPORT

To The Members of
LEXI EXPORTS PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of **Lexi Exports Private Limited.**("the company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss 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.

Opinion

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 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 state of affairs of the Company as at March 31, 2019, its profit, 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the 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 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.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information obtained at the date of this auditor's report is information included in the Directors' Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

M. C. JAGWAYAN & CO. KOLKATA Chartered Accountants

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, 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 Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Companies (Accounting Standards) Rules, 2006 (as amended) specified under Section 133 of the Act, read with the Companies (Accounts) Rules, 2014. This responsibility also includes the 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 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 Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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.

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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Company's internal financial controls system in place.

- 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.

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.

Report on Other Legal & Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Companies Act 2013, (hereinafter referred to as "Order") and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we enclose in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the said order.

2. As required by section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by the law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, Statement of Profit and Loss and the cash flow statements 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act.

(f) This report does not include Report on the internal financial controls under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the 'Report on internal financial controls'), since in our opinion and according to the information and explanation given to us, the said report on internal financial controls is not applicable to the Company on the basis of the exemption available to the Company under MCA notification no. G.S.R. 583(E) dated June 13, 2017, read with corrigendum dated July 13, 2017 on reporting on internal financial controls over financial reporting;

(g) The provisions of section 197 read with Schedule V of the Act are not applicable to the Company for the year ended March 31, 2019.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with the 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 does not have any pending litigations which would impact its financial position.

ii) The Company did not have long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii) There were no amounts which were required to be transferred by the company to the Investor Education and Protection Fund.

M.C. Jagwayan

M.C.Jagwayan
Proprietor
M.No: 15515

M. C. JAGWAYAN & CO. KOLKATA Chartered Accountants

For and on behalf of:
M.C.Jagwayan &Co.
Chartered Accountants
Firm Reg. No.: 309038E
UDIN: 19015515AAAAAZ1976

Kolkata: The 3rd day of Sept. , 2019.

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PVT. LTD.
Director

Annexure "A" to the Independent Auditors' Report of Lexi Exports Private Limited as of and for the year ended March 31, 2019 (referred in our report of even date)

i. The Company does not have any fixed assets. Accordingly, the provisions of clause 3(i) of the Order are not applicable.

ii. The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.

iii. According to the information and explanation given to us and on the basis of our examination of the books of accounts the Company has not granted any loans, secured or unsecured, to the parties covered in register maintained under Section 189 of the Companies Act 2013. Accordingly, the provisions of clause 3(iii) of the Order are not applicable

iv. In our opinion and according to the information and explanations given to us, the Company has not given any loans, made any investments, provided any guarantees, and given any security to which the provisions of section 185 and 186 of the Companies Act, 2013 are applicable.

v. The Company is a Non Banking Financial Company and hence the paragraph 3(v) of the order is not applicable.

vi. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the Company.

vii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of employees' state insurance, Income-tax, goods and service tax and material statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

According to the information and explanations given to us and the records of the company examined by us , there are no dues of income-tax and goods and service tax which have not been deposited on account of any dispute.

viii. The Company has no dues payable to a banker, financial institution or government or debenture-holders during the year. Accordingly, the provisions of clause 3(vii) of the Order are not applicable.

ix. The company has not obtained any term loans or raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year.

x. According to the information and explanations given to us, no fraud by the Company or on by its officers or employees has been noticed or reported during the course of our audit.

xi. The Company is a private limited company and hence the provisions of section 197 of the Companies Act, 2013 are not applicable. Thus, paragraph 3 (xi) of the Order is not applicable.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph (xii) of the Order is not applicable.

LEXI EXPORTS PVT. LTD.

Director

LEXI EXPORTS PVT. LTD.

Director

M. C. JAGNAYAN & CO. KOLKATA Chartered Accountants

xiii. According to the information and explanations given to me and based on my examination of the records of the Company, transactions with the related parties are in compliance with section 188 of the Companies Act, 2013 and the details of such transactions have been disclosed in the Standalone Financial Statement s of the Company 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. Accordingly, paragraph (xiv) of the Order is not applicable.

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 them. Accordingly paragraph (xv) of the Order is not applicable.

xvi. According to the Information and explanations given to us and based on our examination of the records of the Company, the Company is registered under section 45-IA of the Reserve Bank of India Act, 1934 since 10.04.2003.

M.C. JAGWAYAN & CO. KOLKATA Chartered Accountants

M.C.Jagwayan
Proprietor
M.No: 015515

For and on behalf of:
M.C.Jagwayan &Co.
Chartered Accountants
Firm Reg. No.309038E
UDIN: 19015615AAAAAZ1976

Kolkata: The 3rd day of Sept. ,2019.

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PRIVATE LIMITED

Balance Sheet as at 31 March, 2019

	Particulars	Note No.	As at 31 March, 2019 Amount in ₹	As at 31 March, 2018 Amount in ₹
A	**EQUITY AND LIABILITIES**			
1	**Shareholders' funds**			
	(a) Share capital	1	14,29,670.00	328,83,500.00
	(b) Reserves and surplus	2	2120,37,464.70	1764,74,169.47
	(c) Money received against share warrants			
			2134,67,134.70	2093,57,669.47
2	**Share application money pending allotment**		-	-
3	**Non-current liabilities**			
	(a) Long-term borrowings		-	-
	(b) Deferred tax liabilities (net)		-	-
	(c) Other long-term liabilities		-	-
	(d) Long-term provisions	3	10,303.00	5,680.00
			10,303.00	5,680.00
4	**Current liabilities**			
	(a) Short-term borrowings	4	4,65,000.00	-
	(b) Trade payables		-	-
	(c) Other current liabilities	5	23,600.00	24,81,514.37
	(d) Short-term provisions		-	-
			4,88,600.00	24,81,514.37
	TOTAL		**2139,66,037.70**	**2118,44,863.84**
B				
1	**ASSETS**			
	Non-current assets			
	(a) Property, Plant and Equipment:		-	-
	(b) Non-current investments	6	2094,35,433.98	2102,28,389.98
	(c) Deferred Tax assets		-	-
	(c) Long-term loans and advances	7	33,614.00	-
	(d) Other non-current assets		-	-
2			2094,69,047.98	2102,28,389.98
	Current assets			
	(a) Current investments		-	-
	(b) Inventories		-	-
	(c) Trade receivables		-	-
	(d) Cash and cash equivalents	8	3,75,500.71	1,96,473.86
	(e) Short-term loans and advances	9	41,21,036.00	14,20,000.00
	(f) Other current assets	10	453.01	-
			44,96,989.72	16,16,473.86
	TOTAL		**2139,66,037.70**	**2118,44,863.84**
	Summary of Significant Accounting Policies	14		

The accompanying notes are an integral part of the financial statements

Signed in terms of our attached report of even date

M.C. Jagwayan

M.C.Jagwayan
Proprietor
M.No: 015515

M. C. JAGWAYAN & CO. KOLKATA Chartered Accountants

For and on behalf of:
M.C.Jagwayan & Co.
Chartered Accountants
Firm Reg. No.: 309038E
UDIN: 19015515AAAAAZ1976

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PVT. LTD.
Director

Place: Kolkata
Dated : The 3rd day of Sept. 2019.

LEXI EXPORTS PRIVATE LIMITED

Statement of Profit and Loss for the year ended 31 March, 2019

	Particulars	Note No.	For the year ended 31 March, 2019 Amount in ₹	For the year ended 31 March, 2018 Amount in ₹
	CONTINUING OPERATIONS			
1	Revenue from operations (gross)	11	50,06,689.55	7,895.00
	Less: Excise duty		-	-
	Revenue from operations (net)		50,06,689.55	7,895.00
2	Other income		4,377.00	-
3	**Total revenue (1+2)**		**50,11,066.55**	**7,895.00**
4	**Expenses**			
	(a) Cost of materials consumed		-	-
	(b) Purchases of stock-in-trade		-	-
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade		-	-
	(d) Employee benefits expense	12	1,08,000.00	4,500.00
	(e) Finance costs		-	-
	(f) Depreciation and amortisation expense		-	-
	(g) Other expenses	13	1,21,581.82	19,265.37
	(h) Provision for Standard Assets		4,623.00	710.00
	Total expenses		**2,34,204.82**	**24,475.37**
5	**Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)**		47,76,861.73	(16,580.37)
6	Exceptional items		-	-
7	**Profit / (Loss) before extraordinary items and tax (5 ± 6)**		47,76,861.73	(16,580.37)
8	Extraordinary items		-	-
9	**Profit / (Loss) before tax (7 ± 8)**		**47,76,861.73**	**(16,580.37)**
10	**Tax expense:**			
	(a) Current tax expense for current year		3,46,501.00	-
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Current tax expense relating to prior years		23,000.00	-
	(d) Net current tax expense		3,69,501.00	-
	(e) Deferred tax			
11	**Profit/(Loss) after Tax (9 +10)**		**44,07,360.73**	**(16,580.37)**
12	Transferred to Statutory Reserve Fund (20%)		8,81,472.00	-
A	**Profit/(Loss) from continuing operations (11 ±12)**		**35,25,888.73**	**(16,580.37)**

LEXI EXPORTS PVT. LTD. Director

Contd..../2

S. JAGNANI & CO. F.C.A. KOLKATA Chartered Accountants

LEXI EXPORTS PVT. LTD. Director

LEXI EXPORTS PRIVATE LIMITED

Statement of Profit and Loss for the year ended 31 March, 2019

	Particulars	Note No.	For the year ended 31 March, 2019 Amount in ₹	For the year ended 31 March, 2018 Amount in ₹
	DISCONTINUING OPERATIONS			
13.i	Profit / (Loss) from discontinuing operations (before tax)		-	-
13.ii	Add / (Less): Tax expense of discontinuing operations		-	-
B	**Profit / (Loss) from discontinuing operations (13i+13ii)**			
C	**Profit/(loss) for the year (A+B)**		35,25,888.73	(16,580.37)
D	Earnings per share (of ₹10/- each):			
	(a) Basic			
	(i) Continuing operations		24.66	(0.12)
	(ii) Total operations		24.66	(0.12)
	(b) Diluted			
	(i) Continuing operations		24.66	(0.12)
	(ii) Total operations		24.66	(0.12)
	Summary of Significant Accounting Policies	14		

The accompanying notes are an integral part of the financial statements

Signed in terms of our attached report of even date

M.C.Jagwayan
Proprietor
M.No: 015515

M. C. JAGWAYAN & CO. KOLKATA Chartered Accountants

For and on behalf of:
M.C.Jagwayan & Co.
Chartered Accountants
Firm Reg. No.: 309038E
UDIN: 19015515AAAAAZ1976

Place: Kolkata
Dated : The 3rd day of Sept. 2019.

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PRIVATE LIMITED

Statement of Cash flows for the year ended 31 March, 2019

Particulars	For the year ended 31 March, 2019		For the year ended 31 March, 2018	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net profit before tax & exceptional items		**47,76,861.73**		**(16,580.37)**
Adjustments for:				
Provision for standard Asset	4,623.00		710.00	
Interest Income	-		-	
Operating profit before working capital changes		**47,81,484.73**		**(15,870.37)**
Adjustments for:				
Trade payables	-		-	
Other current liabilities	(24,57,914.37)		(61,325.63)	
Other Non Current Assets	-		-	
Inventories	-		-	
Trade receivables	-		-	
Short-term loans and advances	(27,01,036.00)		-	
Other current assets	(453.01)		-	
Cash generated from operations		**(51,59,403.38)**		**(61,325.63)**
Direct taxes paid		(4,03,115.00)		-
Net cash from/(used) in operating activities		**(7,81,033.65)**		**(77,196.00)**
B. CASH FLOW FROM INVESTING ACTIVITIES				
Changes in Non Current Investment	7,92,956.00		-	
Purchase of Current Investment	-		-	
			-	
Net cash from/(used) in investing activities		**7,92,956.00**		-
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Short Term Borrowings	4,65,000.00		-	
Change in share Capital	(314,53,830.00)		-	
Effect of Merger	311,55,934.50			
Net cash from/(used) in financing activities		**1,67,104.50**		-
Net increase in cash and cash equivalents (A+B+C)		**1,79,026.85**		**(77,196.00)**
Cash and cash equivalents (opening balance)		**1,96,473.86**		**2,73,669.86**
Exceptional expenses				
Cash and cash equivalents (closing balance)		**3,75,500.71**		**1,96,473.86**

M. C. JAGWAYAN & CO. Chartered Accountants KOLKATA

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PRIVATE LIMITED

Statement of Cash flows for the year ended 31 March, 2019

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Notes to the Cash Flow Statement		
1. Cash and cash equivalents included in the cash flow statement comprise the following Balance Sheet amounts:		
Cash on hand (As Certified by the management)	1,80,388.33	59,273.33
Balances with bank:		
(i) In Current Accounts with Bank	1,95,112.38	1,37,200.53
Cash and cash equivalents (closing balance)	**3,75,500.71**	**1,96,473.86**
2. The Above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard-3 on "Cash Flow Statement".		

The accompanying notes are an integral part of the financial statements

Signed in terms of our attached report of even date

M.C. Jagwayan

M.C.Jagwayan
Proprietor
M.No: 015515

M. C. JAGWAYAN & CO. KOLKATA Chartered Accountants

For and on behalf of:
M.C.Jagwayan & Co.
Chartered Accountants
Firm Reg. No.: 309038E
UDIN: 19015515AAAAAZ1976

Place: Kolkata
Dated : The 3rd day of Sept 2019.

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PRIVATE LIMITED

Notes forming part of the financial statements

Note 1: Share capital

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
(a) **Authorised Shares**		
34,30,000 Equity Shares of ₹ 10/- each upon Amalgamation of Transferor Companies (P.Y. 33,00,000 Equity Shares of ₹ 10/- each)	343,00,000.00	330,00,000.00
Please refer Note No.14.3.16.j of Notes to Accounts		
	343,00,000.00	**330,00,000.00**
(b) **Issued ,Subscribed & Fully Paid-up Shares**		
1,42,967 Equity Shares of ₹ 10/- Each Fully Paid-up	14,29,670.00	328,83,500.00
(P.Y. 32,88,350 Equity Shares of ₹ 10/- Each Fully Paid-up)		
Total Issued, Subscribed & Fully Paid-up Share Capital	**14,29,670.00**	**328,83,500.00**
Please refer Note No.14.3.16 of Notes to Accounts		

a) Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Reconcillation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	31 March, 2019		31 March, 2018	
	No. of shares	Amount in ₹	No. of shares	Amount in ₹
At the beginning of the period	32,88,350	328,83,500.00	32,88,350	328,83,500.00
Add: Alloted during the year.#	1,42,967	14,29,670.00	-	-
Less: Cancellation during the year.#	(32,88,350)	(328,83,500.00)	-	-
Outstanding at the end of the period	**1,42,967**	**14,29,670.00**	**32,88,350**	**328,83,500.00**

 # Please refer Note No.14.3.16 of Notes to Accounts

c) Details of shareholders holding more than 5% shares in the Company

Equity shares of ₹ 10/- each fully paid up	31 March, 2019		31 March, 2018	
	No. of shares	% holding	No. of shares	% holding
Aradhana Vinimay Pvt. Ltd. #	-	-	16,39,500	4.99%
Ballan Vanijya Pvt. Ltd. #	-	-	6,80,000	20.68%
Tridev Commosales Pvt. Ltd. #	-	-	9,68,850	29.46%
Shweta Gupta	62,917	44.01%	-	-
Ashwin Gupta	80,050	55.99%	-	-

 # Please refer Note No.14.3.16 of Notes to Accounts

M. C. JAGNAYAN & CO. KOLKATA Chartered Accountants

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PRIVATE LIMITED

Notes forming part of the financial statements

Note 2: Reserves and surplus

Particulars		31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Securities premium amount			
Opening Balance		1748,03,000.00	1748,03,000.00
Premium on shares issued during the year		-	-
Add: Transfer from erstwhile Transferor Companies		159,21,000.00	-
Please refer Note No.14.3.16 of Notes to Accounts			
	(A)	**1907,24,000.00**	**1748,03,000.00**
Statutory Reserve Fund			
Opening Balance		1,82,102.72	1,82,102.72
Add:Transfer from surplus in statement of profit and loss		8,81,472.00	-
	(B)	**10,63,574.72**	**1,82,102.72**
Capital Reserve			
Opening Balance		-	-
Add: During the Year		153,01,080.00	-
Please refer Note No.14.3.16 of Notes to Accounts			
	(C)	**153,01,080.00**	**-**
Surplus/(Deficit) in the statement of profit and loss			
Balance as per the last financial statements		14,89,066.75	15,05,647.12
Add: Transfer from erstwhile Transferor Companies		(66,145.50)	-
Profit/(Loss) for the year		44,07,360.73	(16,580.37)
Less:Transfer to Statutory reseve		(8,81,472.00)	-
Net Surplus/(Deficit) in the statement of profit and loss	(D)	**49,48,809.98**	**14,89,066.75**
Please refer Note No.14.3.16 of Notes to Accounts			
Total (A + B + C+D)		**2120,37,464.70**	**1764,74,169.47**

Note 3 : Long Term Provisions

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Contingent Provision against Standard Assets (As per RBI Directions)	10,303.00	5,680.00
	10,303.00	**5,680.00**

M. C. JAGWAYAN & CO. Chartered Accountants KOLKATA

LEXI EXPORTS PVT. LTD. Director

LEXI EXPORTS PVT. LTD. Director

LEXI EXPORTS PRIVATE LIMITED

Notes forming part of the financial statements

Note 4 : Short Term Borrowings

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Unsecured		
Loans and advances from related parties		
Ashwin Gupta	55,000.00	-
Kavita Gupta	4,10,000.00	-
Total	4,65,000.00	-

The above loans are repayable on demand and there is no default in repayment.

Note 5 : Other current liabilities

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Audit Fees Payable	23,600.00	11,800.00
Khetan Tracon Pvt Ltd.	-	22,50,000.00
Rohit Choudhary	-	2,17,929.00
Motilal Oswal Securities	-	1,785.37
Total	23,600.00	24,81,514.37

Note 6 : Non - Current Investment

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Investment in Equity Shares		
Quoted Shares		
Gallant Metal Ltd. (1,19,30,679 shares ,P.Y. 1,19,77,179 shares)	2094,35,433.98	2100,58,389.98
A	2094,35,433.98	2100,58,389.98
Aggregate Market Value of Quoted Investments	5935,51,280.00	4707,03,135.00
Unquoted Shares		
Aradhana Vinimay Pvt Ltd (17,000 shares) #	-	1,70,000.00
B	-	1,70,000.00
Total(A+B)	2094,35,433.98	2102,28,389.98

Please refer Note No.14.3.16 of Notes to Accounts

M. C. JAGWAYAN & CO. KOLKATA Chartered Accountants

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PRIVATE LIMITED

Notes forming part of the financial statements

Note 7 : Long Term Loans and Advances

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Loans and advances to other than related parties		
Unsecured, considered good		
Advance Income tax & TDS (net of provisions 3,46,501 as at 31 March ,2019)	33,614.00	-
Total	**33,614.00**	**-**

Note 8 : Cash and cash equivalents

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
(a) Cash on hand	1,80,388.33	59,273.33
(b) Balances with bank		
(i) In Current Account with Tamilnad Mercantile Bank Ltd.	18,277.88	1,37,200.53
(i) In Current Account with Development Credit Bank	10,836.00	-
(i) In Current Account with ICICI Bank	54,998.50	-
(i) In Current Account with ICICI Bank	55,500.00	-
(i) In Current Account with ICICI Bank	55,500.00	-
Total	**3,75,500.71**	**1,96,473.86**

M. C. JAGWAYAN & CO. KOLKATA Chartered Accountants

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PRIVATE LIMITED

Notes forming part of the financial statements

Note 9 : Short-term loans and advances

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Unsecured, considered good		
Satchandi Sales Ltd.	-	14,20,000.00
Ganesh Laxmi Processors Pvt Ltd	41,21,036.00	-
Total	**41,21,036.00**	**14,20,000.00**

Note 10 : Other Current Assets

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Motilal Oswal Securities	453.01	-
Total	**453.01**	**-**

Note 11: Revenue from Operation

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Interest Income	3,01,151.00	-
Dividend Income	29,82,669.75	-
Long Term Capital Gain on Sale of Listed Shares	17,22,868.80	-
Total	**50,06,689.55**	**-**

M. C. JAGWAYAN & CO. KOLKATA Chartered Accountants

LEXI EXPORTS PVT. LTD. Director

LEXI EXPORTS PVT. LTD. Director

LEXI EXPORTS PRIVATE LIMITED

Notes forming part of the financial statements

Note 12 : Employee Benefits Expense

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Salaries and wages	1,08,000.00	4,500.00
Total	**1,08,000.00**	**4,500.00**

Note 13 : Other Expenses

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Audit Fees	23,600.00	11,800.00
Professional Charges	31,860.00	-
Legal Expenses	5,800.00	-
ROC Filling Fees	4,800.00	3,600.00
Professional Tax	7,500.00	-
Credit Rating Charges	29,500.00	-
Advertisement Expenses	6,997.00	-
Bank Charges	624.00	-
Postage & Stamps	516.00	290.00
Printing & Stationery	3,450.00	560.00
General Expenses	3,612.00	1,230.00
Additional ROC Filing Fees	1,200.00	-
Demat Charges	2,122.82	1,785.37
Total	**1,21,581.82**	**19,265.37**

M. C. JAGWAYAN & CO. Chartered Accountants KOLKATA

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PRIVATE LIMITED

Notes forming part of the financial statements

Note 14 : Summary of Significant Accounting Policies

14.1 CORPORATE INFORMATION:

Lexi Exports Pvt Ltd is a private company domiciled in India and incorporated under the Companies Act. The company is a Non Banking Financial Company and is registered with the Reserve Bank of India under section 45IA of Reserve Bank of India Act, 1934, vide Registration No. B-05.04965 dated 10.04.2003.The Company is regular in compliance with the Reserve Bank of India Act,1934 as applicable.

14.2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply in all material respects with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on accrual basis under the historical cost convention except stated otherwise.

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except stated otherwise.

14.3 SIGNIFICANT ACCOUNTING POLICIES:

14.3.1 Use of Accounting Estimates:

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenditure during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results materialise.

14.3.2 Revenue Recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Interest Income:

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.

14.3.3 Investments:

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

The cost of investments comprises acquisition charges such as brokerage, fees and duties.

On disposal of an Investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

M. C. JAGWAYAN & CO. Chartered Accountants KOLKATA

LEXI EXPORTS PVT. LTD.

Director

LEXI EXPORTS PVT. LTD.

Director

14.3.4 Employee Benefits:

Short Term Employee Benefits

These are recognized at the undiscounted amount as expense for the year in which the related service is rendered.

Gratuity

Gratuity is not provided for in the Books of accounts and it is accounted for as and when paid.However the impact thereof on profitability of the company is not significant

Post Employment Benefit Plans

The company is not liable to contribute to provident fund,employees state insurance as per the respective legislations hence there are no schemes relating to defined contribution.

14.3.5 Earnings per share:

Basic Earnings per share are calculated by dividing the net profit /loss for the period attributable to equity shareholders (after deduction of taxes and preference dividend, if any) by the weighted average number of equity shares outstanding during the year.Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

14.3.6 Provisions:

A provision is recognised when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.The Company makes provisions on Standard Assets in accordance with the RBI Guidelines

14.3.7 Contingent Liabilities & Contingent Assets:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. The company does not recognise the contingent liability but discloses its existence in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

14.3.8 Taxes on Income:

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of Income Tax Act, 1961.

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income originating during the year and reversal of timing differences for the earlier years. Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the company has carry forward of unabsorbed depreciation or carry forward losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidences that they can be realised against future taxable profits. At each reporting date, the company re-assesses unrecognised deferred tax assets of earlier years and recognizes it to the extent that it has become reasonably or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off.

LEXI EXPORTS PVT. LTD.

Director

M. C. JAGWAYAN & CO. KOLKATA Chartered Accountants

LEXI EXPORTS PVT. LTD.

Director

14.3.9 Dues to Small Scale Industrial undertaking as on the Balance Sheet date is Nil (Nil) based on the information received by the company.

14.3.10 The company has not received any intimation from its vendors regarding their status under the Micro, Small and Medium Enterprises Development Act,2006 and hence disclosures, if any, required under the said Act have not been made.

14.3.11 The figures of previous year are not comparable with figures of the current year, as the current year figures are amalgamated figures. The previous years figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

14.3.12 As the Company's business activity primarily falls within a single business segment which constitutes Non Banking Financial Activity, there are no additional disclosures to be provided under Accounting Standard 17 'Segment Reporting'. The Company operates primarily in India and there is no other significant geographical segment.

14.3.13 Special statutory reserve has been provided ₹ 8,81,472/-@ 20% of profit after tax as per RBI Act, 1934

14.3.14 Information as required in terms of paragraph 13 of Non Banking Financial (Non Deposit Accepting or Non Systematically Important Holding companies prudential Norms (Reserve Bank) direction 2015 is enclosed as an Annexure.

14.3.15 **Related Party Disclosures:**
Related Party Disclosures (As Identified by the Management) in accordance with the Accounting Standard 18 pertaining to "Related Party Disclosure" issued by the ICAI:

Name of Related Party	Description of Relationship	Nature of Transaction	FY	Amount of Transaction in Rs.	Closing Balance in Rs.
Kavita Gupta	Relative of Director	Loan Taken	2018-19	3,10,000	3,60,000

14.3.16 **Note on Amalgamation**

a. The Hon'ble National Company Law Tribunal, Kolkata Bench vide its order Dated 10th May, 2019, in the matter of Company Petition No 1624/KB of 2018 connected with Company Application No 787/KB of 2018 has sanctioned the Scheme of amalgamation of Aradhana Vinimay Private Limited (Transferor Company No.1), Ballan Vanijya Private Limited (Transferor Company No. 2) and Tridev Commosales Private Limited (Transferor Company No. 3) with the Company pursuant to Sections 230 to 232 of the Companies Act,2013

b. The Transferor Companies and and Transferee Company repectively have respectively filed INC 28 on 13.06.2019 with the Registrar of Companies, Wes Bengal, Ministry of Corporate Affairs for registering the order passed by the Hon'ble National Company Law Tribunal, Kolkata Bench.

c. As per the Scheme of Amalgamation all the Assets and the Liabilities of the erstwhile Transferor Companies will stand transferred and vested with the Company as on and from 01.04.2018, being the TRANSFER DATE.

LEXI EXPORTS PVT. LTD.

Director

M. C. JAGWAYAN & CO. Chartered Accountants KOLKATA

LEXI EXPORTS PVT. LTD.

Director

d. The company has recorded in its books all the Assets and the Liabilities of the erstwhite Transferor Companies as on the TRANSFER DATE by booking them on one to one basis.

e. The TRANSFEREE COMPANY is taking appropriate steps for registering in its name all the assets that are registered in the name of erstwhile Transferor Companies.

f. The accounting for Amalgamation is being done on the basis of Pooling of Interest Methord as per and in the manner provided in Accounting Standard AS-14.

g. 16,39,500 equity shares of Rs. 10/- each held by Aradhana Vinimay Private Limited (Transferor Company No.1) , 6,80,000 equity shares of Rs. 10/- each held by Ballan Vanijya Private Limited (Transferor Company No. 2) and 9,68,850 equity shares of Rs. 10/- each held by Tridev Commosales Private Limited (Transferor Company No. 3) in Lexi Exports Private Limited (Transferee Company) has been cancelled being cross /inter holding of shares, as per the Scheme of Amalgamation.

h. Shares were not allotted to the members of Aradhana Vinimay Private Limited as the shareholders of this Transferor Company were Transferor Companies themselves and Transferee Company."

i. As per the scheme of Amalgamation, the company has alloted 59,367/- equity shares of Rs.10/- each to the erstwhile members of Ballan Vanijya Private Limited and 83,600/- equity shares of Rs.10/- each to the erstwhile members of Tridev Commosales Private Limited on 10.07.2019.

Thirteen Equity Shares of Rs.10/- each credited as fully paid-up in the Transferee Company for every Three Equity Shares of Rs.10/- each fully paid-up held by members in Ballan Vanijya Private Limited.

Eleven Equity Shares of Rs.10/- each credited as fully paid-up in the Transferee Company for every Two Equity Shares of Rs.10/- each fully paid-up held by members in Tridev Commosales Private Limited.

j. As per the scheme of Amalgamation, the Authorised Capital of the Transferor Companies is transferred to and amalgamated with the authorized share capital of the Transferee Company.

SN	Name of the Company	Authorised Capital (in Rs.)
i)	Lexi Exports Private Limited (Transferee Company)	330,00,000
ii)	Aradhana Vinimay Private Limited (Transferor Company No.1)	9,00,000
iii)	Ballan Vanijya Private Limited (Transferor Company No. 2)	2,00,000
iv)	Tridev Commosales Private Limited (Transferor Company No. 3)	2,00,000
	Total	**343,00,000**

However, the Authorized Capital of the Company has not yet been updated on the Ministry of Corporate Affairs website as the authorized capital of the company as per MCA website is still Rs. 3,30,00000. The management is still pursuing this matter with the MCA Officials.

k. **Calculation of Capital reserve**

Net Assets, Laibilities & Reserves of Transferor Companies	11,79,000
Less: Purchase Consideration	27,01,110
Gross Capital Reserve	(15,22,110)
Add: Gain on Share Capital Cancelled pursuant to amalgamtion	164,41,750
Add: Gain on cancelaltion of investment in shares of Transferor company	3,81,440
Total	153,01,080

LEXI EXPORTS PVT. LTD.

Director

M. C. JAGWAYAM & CO. KOLKATA Chartered Accountants

LEXI EXPORTS PVT. LTD.

Director

Details of Share Allotted

Particulars	1*	2*	3*	Total
Paid up Capital (Rs.)	8,90,000	1,37,000	1,52,000	11,79,000
Face Value (Rs.)	10	10	10	10
No. of shares	89,000	13,700	15,200	1,17,900
Less Cross Holding (No. of Shares)	89,000	-	-	89,000
Net Capital	-	13,700	15,200	28,900
Swap Ratio	10 FOR 7	13 FOR 3	11 FOR 2	-
No. of Shares Alloted.	-	59,367	83,600	1,42,967

Details of Transferor Companies

Particulars	1*	2*	3*	Total
Assets	83,34,367	38,47,465	53,44,722	175,26,554
Liabilities	3,70,900	60,900	60,900	4,92,700
Networth	79,63,467	37,86,565	52,83,822	170,33,854

SN	Name of the Company
1	Aradhana Vinimay Private Limited
2	Ballan Vanijya Private Limited
3	Tridev Commosales Private Limited

I. The Board of Directors of the Company allotted shares to the shareholders of erstwhile Transferor Company(ies), on 10.07.2019 after filing INC 28 based on the list of shareholders furnished by the Transferor Companies , and has considered the same under Share Capital instead of showing it under Share Capital Suspense, since the transfer date was 01.04.2018.

Signed in terms of our
attached report of even date

M.C.Jagwayan
Proprietor
M.No: 015515

M. C. JAGWAYAN & CO. KOLKATA Chartered Accountants

For and on behalf of:
M.C.Jagwayan & Co.
Chartered Accountants
Firm Reg. No.: 309038E
UDIN: 19015515AAAAA21976

Place: Kolkata
Date : 03.09.2019

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PRIVATE LIMITED

ANNEXURE TO NOTE - 14.3.14

	Liabilities side		
	Particulars	**₹ (Lacs)**	**₹ (Lacs)**
(1)	Loans and advances availed by NBFC's inclusive of Interest Accrued thereon but not paid	**Amount outstanding**	**Amount overdue**
	a. Debentures :	NIL	NIL
	Secured		
	Unsecured		
	(other than falling within the meaning of public deposits*)		
	b. Deferred Credits	NIL	NIL
	c. Terms Loans	NIL	NIL
	d. Inter-corporate loans and borrowing	NIL	NIL
	e. Commercial Paper	NIL	NIL
	f. Other Loans (unsecured loan) [Note 1]	4.65	NIL
	Assets side :	**Amount outstanding ₹ (Lacs)**	
(2)	**Break-up of Loans and Advances including bills receivables [other than those included in (4) below]**		
	a. Secured	**NIL**	
	b. Unsecured	**41.21**	

M. C. JAGWAYAN & CO. KOLKATA Chartered Accountants

LEXI EXPORTS PVT. LTD.

Director

LEXI EXPORTS PVT. LTD.

Director

(3)	**Break up of Leased Assets and stock on hire and other assets counting towards AFC activities**	**Amount outstanding ₹ (Lacs)**
	I. Lease assets including lease rental under sundry debtors	
	a. Financial Lease	NIL
	b. Operating Lease	NIL
	II. Stock on hire including hire charges under sundry debtors	NIL
	a. Assets on hire	
	b. Repossessed Assets	
	III. Other loans counting towards AFC activities	
	a. Loans where assets have been repossessed	
	b. Loans other than (a) above	

(4)	**Break-up of Investments :**	**Amount outstanding ₹ (Lacs)**
	Current investments :	
	1. **Quoted :**	
	(i) Shares :	
	a. Equity	Nil
	b. Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Others (*please specify*)	Nil
	2. **Unquoted :**	
	(i) Shares :	
	a. Equity	Nil
	b. Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Others (*please specify*)	Nil

LEXI EXPORTS PVT. LTD.

Director

M. C. JAGWAYAN & CO. Chartered Accountants KOLKATA

LEXI EXPORTS PVT. LTD.

Director

Long Term Investments :			
1.	**Quoted :**		
	(i)	Shares :	
		a. Equity	2094.35
		b. Preference	NIL
	(ii)	Debentures and Bonds	NIL
	(iii)	Units of mutual funds	NIL
	(iv)	Government Securities	NIL
	(v)	Others (*please specify*)	NIL
2.	**Unquoted :**		
	(i)	Shares :	
		a. Equity	NIL
		b. Preference	NIL
	(ii)	Debentures and Bonds	NIL
	(iii)	Units of mutual funds	NIL
	(iv)	Government Securities	NIL
	(v)	Fixed Deposits with Bank	NIL
		TOTAL	**2094.35**

(5) Borrower group-wise classification of all assets financed as in (2) and (3) above [Note-2] :

Category	Amount net of provisions		
	Secured	**Unsecured**	**Total**
1. Related Parties **			
a. Subsidiaries	NIL	NIL	NIL
b. Companies in the same group	NIL	NIL	NIL
c. Other related parties	NIL	NIL	NIL
2. Other than related parties	NIL	41.21	41.21
Total	NIL	41.21	41.21

LEXI EXPORTS PVT. LTD.

Director

C. JAGWAYAN & CO. Chartered Accountants KOLKATA

LEXI EXPORTS PVT. LTD.

Director

(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) : [Note 3]		
	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
	1. Related Parties **		
	a. Subsidiaries	NIL	NIL
	b. Companies in the same group	NIL	NIL
	c. Other related parties	NIL	NIL
	2. Other than related parties	5935.51	2094.35
	Total	5935.51	2094.35

** As per Accounting Standard of ICAI (Please see note 3)

(7) **Other Information**

Particulars			Amount (₹) (Lacs)
	(i)	Gross Non-Performing Assets	
		(a) Related parties	NIL
		(b) Other than related parties	NIL
	(ii)	Net Non-Performing Assets	
		(a) Related parties	NIL
		(b) Other than related parties	NIL
	(iii)	Assets acquired in satisfaction of debt	NIL

NOTES:-

1. As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
2. Provisioning norms shall be applicable as prescribed in the Non-systematically Important Non -Banking Financial (Non-Deposit Accepting or Holding) Companies prudential Norms (Reserve Bank) Directions,2015.
3. All Accounting Standard and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of unquoted investment should be disclosed irrespective of whether they are classified as long term or current in column (4) above.

Signed in terms of our attached report of even date

M.C.Jagwayan
Proprietor
M.No: 015515

M. C. JAGWAYAN & CO. KOLKATA Chartered Accountants

For and on behalf of:
M.C.Jagwayan & Co.
Chartered Accountants
Firm Reg. No.: 309038E
UDIN: 19015515AAAAA21976

Place: Kolkata
Dated : 03.09.2019

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PVT. LTD.
Director

37/1, Maharshi Devendra Road, Kolkata - 700 006, Mobile : 98744 25970, E-mail : ayush6000@yahoo.co.in

RICHIE CREDIT & FINANCE PRIVATE LIMITED

INDEPENDENT AUDITOR'S REPORT

To The Members of
RICHIE CREDIT & FINANCE PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

I have audited the accompanying Standalone Financial Statements of **Richie Credit & Finance Private Limited.**("the company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss 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.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit, and its cash flows for the year ended on that date.

Basis for Opinion

I conducted my audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. My responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am 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 my audit of the financial statements under the provisions of the Act and the Rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information obtained at the date of this auditor's report is information included in the Directors' Report, but does not include the standalone financial statements and my auditor's report thereon.

My opinion on the standalone financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the standalone financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or my knowledge obtained during the course of my audit or otherwise appears to be materially misstated.

If, based on the work I have performed on the other information obtained prior to the date of this auditor's report, I conclude that there is a material misstatement of this other information; I am required to report that fact. I have nothing to report in this regard.

AYUSH AGARWAL KOLKATA Chartered Accountant

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Companies (Accounting Standards) Rules, 2006 (as amended) specified under Section 133 of the Act, read with the Companies (Accounts) Rules, 2014. This responsibility also includes the 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 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 Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

My 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 my 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.

As part of an audit in accordance with SAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I 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 my 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Company's internal financial controls system in place.

- 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my 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.

I 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 I identify during my audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

Report on Other Legal & Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Companies Act 2013, (hereinafter referred to as "Order") and on the basis of such checks of the books and records of the company as I considered appropriate and according to the information and explanations given to me, I enclose in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the said order.

2. As required by section 143(3) of the Act, I report that:

(a) I have sought and obtained all the information and explanations which, to the best of my knowledge and belief, were necessary for the purposes of my audit;

(b) In my opinion, proper books of account as required by the law have been kept by the Company so far as it appears from my examination of those books.

(c) The Balance Sheet, and Statement of Profit and Loss and the cash flow statements dealt with by this Report are in agreement with the books of account.

(d) In my opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act.

(f) This report does not include Report on the internal financial controls under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the 'Report on internal financial controls'), since in my opinion and according to the information and explanation given to me, the said report on internal financial controls is not applicable to the Company on the basis of the exemption available to the Company under MCA notification no. G.S.R. 583(E) dated June 13, 2017, read with corrigendum dated July 13, 2017 on reporting on internal financial controls over financial reporting;

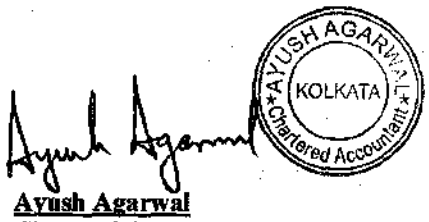
(g) The provisions of section 197 read with Schedule V of the Act are not applicable to the Company for the year ended March 31, 2019.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:

i) The Company does not have any pending litigations which would impact its financial position.

ii) The Company did not have long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii) There were no amounts which were required to be transferred by the company to the Investor Education and Protection Fund.



Ayush Agarwal
Chartered Accountant
M. No: 067712
UDIN: 19067712AAAAAW9636

Kolkata: The 3rd day of Sept, 2019

Annexure "A" to the Independent Auditors' Report of Richie Credit & Finance Private Limited as of and for the year ended March 31, 2019 (referred in my report of even date)

i. The Company does not have any fixed assets. Accordingly, the provisions of clause 3(i) of the Order are not applicable.

ii. The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.

iii.

(a) According to the information and explanations given to me, the terms and conditions in respect of the loans granted by the Company (secured/ unsecured loans) to companies/ firms/ limited liability partnerships or other parties covered in the register maintained under section 189 of the Act are not prima-facie prejudicial to the interest of the Company.

(b) In respect of the aforesaid loans, the parties are repaying the principal amounts as stipulated and are also regular in payment of interest, where applicable.

(c) In respect of the aforesaid loans, there is no overdue amount for a period exceeding 90 days.

iv. In my opinion and according to the information and explanations given to me, the Company has not given any loans, made any investments, provided any guarantees, and given any security to which the provisions of section 185 and 186 of the Companies Act, 2013 are applicable.

v. The Company is a Non Banking Financial Company and hence the paragraph 3(v) of the order is not applicable.

vi. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the Company.

vii. According to the information and explanations given to me and on the basis of my examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to me, no undisputed amounts payable in respect of employees' state insurance, income-tax, goods and service tax and material statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

According to the information and explanations given to me and the records of the company examined by me , there are no dues of income-tax, and goods and service tax which have not been deposited on account of any dispute.

viii. The Company has no dues payable to a financial institution or a bank or government or debenture-holders during the year. Accordingly, the provisions of clause 3(viii) of the Order are not applicable.

ix. The company has not obtained any term loans or raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year.

x. According to the information and explanations given to me, no fraud by the Company or on by its officers or employees has been noticed or reported during the course of my audit.

xi. The Company is a private limited company and hence the provisions of section 197 of the Companies Act, 2013 are not applicable. Thus, paragraph 3 (xi) of the Order is not applicable.

xii. In my opinion and according to the information and explanations given to me, the Company is not a Nidhi Company. Accordingly, paragraph (xii) of the Order is not applicable.

xiii. According to the information and explanations given to me and based on my examination of the records of the Company, transactions with the related parties are in compliance with section 188 of the Companies Act, 2013 and the details of such transactions have been disclosed in the financial statements of the Company as required by the applicable accounting standards.

xiv. According to the information and explanations given to me and based on my 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. Accordingly, paragraph (xiv) of the Order is not applicable.

xv. According to the information and explanations given to me and based on my examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly paragraph (xv) of the Order is not applicable.

xvi. According to the information and explanations given to me and based on my examination of the records of the Company, the Company is registered under section 45-IA of the Reserve Bank of India Act, 1934 vide Registration No.-B-05.06989 dated 24.06.2014.

AYUSH AGARWAL * KOLKATA * Chartered Accountant

Ayush Agarwal
Chartered Accountant
M.No. 067712
UDIN: 19067712AAAAAW9636

Place: Kolkata.
Date: The 3rd day of Sept 2019.

RICHIE CREDIT & FINANCE PVT. LTD.
Director

RICHIE CREDIT & FINANCE PVT. LTD.
Director

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Balance Sheet as at 31 March, 2019

	Particulars	Note No.	As at 31 March, 2019 Amount in ₹	As at 31 March, 2018 Amount in ₹
A	**EQUITY AND LIABILITIES**			
1	**Shareholders' funds**			
	(a) Share capital	1	10,20,000.00	282,98,500.00
	(b) Reserves and surplus	2	1400,91,345.36	1097,48,442.25
	(c) Money received against share warrants		-	-
			1411,11,345.36	1380,46,942.25
2	**Share application money pending allotment**		-	-
3	**Non-current liabilities**			
	(a) Long-term borrowings		-	-
	(b) Deferred tax liabilities (net)		-	-
	(c) Other long-term liabilities		-	-
	(d) Long-term provisions	3	22,146.00	22,146.00
			22,146.00	22,146.00
4	**Current liabilities**			
	(a) Short-term borrowings	4	1,75,000.00	-
	(b) Trade payables		-	-
	(c) Other current liabilities	5	20,000.00	35,10,181.15
	(d) Short-term provisions	6	29,116.00	40,720.00
			2,24,116.00	35,50,901.15
	TOTAL		**1413,57,607.36**	**1416,19,989.40**
B	**ASSETS**			
1	**Non-current assets**			
	(a) Fixed assets		-	-
	(b) Non-current investments	7	1338,14,109.67	1342,44,109.67
	(c) Long-term loans and advances		-	-
	(d) Other non-current assets		-	-
			1338,14,109.67	1342,44,109.67
2	**Current assets**			
	(a) Current investments		-	-
	(b) Inventories		-	-
	(b) Trade receivables		-	-
	(c) Cash and cash equivalents	8	11,44,179.69	24,36,619.73
	(d) Short-term loans and advances	9	59,34,318.00	41,76,048.00
	(e) Other current assets	10	4,65,000.00	7,63,212.00
			75,43,497.69	73,75,879.73
	TOTAL		**1413,57,607.36**	**1416,19,989.40**
	Summary of Significant Accounting Policies	15		

The accompanying notes are an integral part of the financial statements

Signed in terms of my attached report of even date

Ayush Agarwal
Chartered Accountant
M.No: 067712
UDIN: 19067712AAAAAW9636

AYUSH AGARWAL KOLKATA Chartered Accountant

Place: Kolkata
Dated : The 3rd day of Sept , 2019.

RICHIE CREDIT & FINANCE PVT. LTD.
Director

RICHIE CREDIT & FINANCE PVT. LTD.
Director

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Statement of Profit and Loss for the year ended 31 March, 2019

	Particulars	Note No.	For the year ended 31 March, 2019	For the year ended 31 March, 2018
			Amount in ₹	Amount in ₹
	CONTINUING OPERATIONS			
1	Revenue from operations (gross)	11	18,06,513.50	4,14,493.00
	Less: Excise duty		-	-
	Revenue from operations (net)		18,06,513.50	4,14,493.00
2	Other income	12	-	3,097.00
3	Total revenue (1+2)		18,06,513.50	4,17,590.00
4	**Expenses**			
	(a) Cost of materials consumed		-	-
	(b) Purchases of stock-in-trade		-	-
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade		-	-
	(d) Employee benefits expense	13	24,000.00	-
	(e) Finance costs		-	-
	(f) Depreciation and amortisation expense		-	-
	(g) Other expenses	14	2,09,345.39	1,03,410.21
	(h) Provision for Standard Assets		-	-
	Total expenses		**2,33,345.39**	**1,03,410.21**
5	**Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)**		15,73,168.11	3,14,179.79
6	Exceptional items		-	-
7	**Profit / (Loss) before extraordinary items and tax (5 ± 6)**		15,73,168.11	3,14,179.79
8	Extraordinary items		-	-
9	**Profit / (Loss) before tax (7 ± 8)**		15,73,168.11	3,14,179.79
10	**Tax expense:**			
	(a) Current tax expense for current year		84,263.00	82,171.00
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Current tax expense relating to prior years		3,280.00	-
	(d) Net current tax expense		87,543.00	82,171.00
	(e) Deferred tax		-	-
			87,543.00	**82,171.00**
11	**Profit / (Loss) after tax (9 ± 10)**		**14,85,625.11**	**2,32,008.79**
12	Add / (Less): Transferred to Statutory Reserve(20%)		2,97,125.00	46,401.76
A	**Profit/(Loss) from continuing operations (11 ±12)**		**11,88,500.11**	**1,85,607.03**

Contd.../2

RICHIE CREDIT & FINANCE PVT. LTD.

Director

RICHIE CREDIT & FINANCE PVT. LTD.

Director

AYUSH AGARWAL ★ KOLKATA ★ Chartered Accountant

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Statement of Profit and Loss for the year ended 31 March, 2018

	Particulars	Note No.	For the year ended 31 March, 2019 Amount in ₹	For the year ended 31 March, 2018 Amount in ₹
	DISCONTINUING OPERATIONS			
11.i	Profit / (Loss) from discontinuing operations (before tax)		-	-
11.ii	Add / (Less): Tax expense of discontinuing operations		-	-
B	**Profit / (Loss) from discontinuing operations (11i+11ii)**		-	-
C	**Profit/(loss) for the year (A+B)**		**11,88,500.11**	**1,85,607.03**
D	**Earnings per share (of ₹10/- each):**			
	(a) Basic			
	(i) Continuing operations		11.65	0.07
	(ii) Total operations		11.65	0.07
	(b) Diluted			
	(i) Continuing operations		11.65	0.07
	(ii) Total operations		11.65	0.07
	Summary of Significant Accounting Policies	15		

The accompanying notes are an integral part of the financial statements

Signed in terms of my attached report of even date

AYUSH AGARWAL KOLKATA Chartered Accountant

Ayush Agarwal
Chartered Accountant
M.No: 067712
UDIN: 19067712AAAAAW9636

Place: Kolkata
Dated : The 3rd day of Sept, 2019.

RICHIE CREDIT & FINANCE PVT. LTD.
Director

RICHIE CREDIT & FINANCE PVT. LTD.
Shweta.
Director

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Statement of Cash flows for the year ended 31 March, 2019

Particulars	For the year ended 31 March, 2019		For the year ended 31 March, 2018	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net profit before tax & exceptional items		**15,73,168.11**		**3,14,179.79**
Adjustments for:				
Provision for standard Asset	-		-	
Operating profit before working capital changes		**15,73,168.11**		**3,14,179.79**
Adjustments for:				
Other current liabilities	(34,90,181.15)		33,92,290.15	
Long Term Loan & Advances	-		-	
Short-term loans and advances	(17,58,270.00)		21,51,417.00	
Other current assets	2,98,212.00		1,53,150.00	
Cash generated from operations		**(49,50,239.15)**		**56,96,857.15**
Direct taxes paid		(99,147.00)		(31,785.00)
Net cash from/(used) in operating activities		**(34,76,218.04)**		**59,79,251.94**
B. CASH FLOW FROM INVESTING ACTIVITIES				
Change in Investment	4,30,000.00		(39,29,192.94)	
			-	
Net cash from/(used) in investing activities		**4,30,000.00**		**(39,29,192.94)**
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Short Term Borrowings	1,75,000.00		-	
Effect of Merger	288,57,278.00			
Change in Share Capital	(272,78,500.00)			
Net cash from/(used) in financing activities		**17,53,778.00**		-
Net increase in cash and cash equivalents (A+B+C)		**(12,92,440.04)**		**20,50,059.00**
Cash and cash equivalents (opening balance)		**24,36,619.73**		**3,86,560.73**
Exceptional expenses				
Cash and cash equivalents (closing balance)		**11,44,179.69**		**24,36,619.73**

RICHIE CREDIT & FINANCE PVT. LTD.

Director

AYUSH AGARWAL KOLKATA Chartered Accountant

RICHIE CREDIT & FINANCE PVT. LTD.

Director

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Statement of Cash flows for the year ended 31 March, 2019

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Notes to the Cash Flow Statement		
1. Cash and cash equivalents included in the cash flow statement comprise the following Balance Sheet amounts:		
Cash on hand (As Certified by the management)	8,44,499.73	18,424.73
Balances with bank:		
(i) In current accounts with Bank	2,99,679.96	24,18,195.00
Cash and cash equivalents (closing balance)	**11,44,179.69**	**24,36,619.73**
2. The Above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard-3 on "Cash Flow Statement".		

The accompanying notes are an integral part of the financial statements

Signed in terms of my attached report of even date

Ayush Agarwal
Chartered Accountant
M.No: 067712
UDIN: 19067712AAAAAW9636

AYUSH AGARWAL * KOLKATA * Chartered Accountant

Place: Kolkata
Dated : The 3rd day of Sept, 2019.

RICHIE CREDIT & FINANCE PVT. LTD.
Director

RICHIE CREDIT & FINANCE PVT. LTD.
Director

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Notes forming part of the financial statements

Note 1: Share capital

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
(a) Authorised Shares		
35,10,000 Equity Shares of ₹ 10/- each upon Amalgamation of Transferor Companies (P.Y. 28,50,000 Equity Shares of ₹ 10/- each)	351,00,000.00	285,00,000.00
	351,00,000.00	285,00,000.00
(b) Issued ,Subscribed & Fully Paid-up Shares		
1,02,000 Equity Shares of ₹ 10/- each Fully Paid-up (P.Y. 28,29,850 Equity Shares of ₹ 10/- each Fully Paid-up)	10,20,000.00	282,98,500.00
Total Issued, Subscribed & Fully Paid-up Share Capital	10,20,000.00	282,98,500.00
Please refer Note No.15.3.16 of Notes to Accounts		

a) Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	31 March, 2019		31 March, 2018	
	No. of shares	Amount in ₹	No. of shares	Amount in ₹
At the beginning of the period	28,29,850.00	282,98,500.00	28,29,850.00	282,98,500.00
Add: Alloted during the year.#	1,02,000.00	10,20,000.00	-	-
Less: Cancellation during the year.#	(28,29,850.00)	(282,98,500.00)	-	-
Outstanding at the end of the period	**1,02,000.00**	**10,20,000.00**	**28,29,850.00**	**282,98,500.00**

#Please refer Note No.15.3.16 of Notes to Accounts

c) Details of shareholders holding more than 5% shares in the Company

Equity shares of Rs. 10/- each fully paid up	31 March, 2019		31 March, 2018	
	No. of shares	% holding	No. of shares	% holding
Ghanshyam Distributors Pvt. Ltd. #	-	-	9,44,550	33.38%
Paramjyoti Vinimay Pvt Ltd #	-	-	8,27,300	29.23%
Shivalik Vinimay Pvt Ltd #	-	-	10,58,000	37.39%
Ashwin Gupta	51,000	50.00%	-	-
Shweta Gupta	51,000	50.00%	-	-

 # Please refer Note No.15.3.16 of Notes to Accounts

RICHIE CREDIT & FINANCE PVT. LTD.

Director

AYUSH AGARWAL KOLKATA Chartered Accountant

RICHIE CREDIT & FINANCE PVT. LTD.

Shweta Director

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Notes forming part of the financial statements

Note 2: Reserves and surplus

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Securities premium amount		
Opening Balance	1147,06,000.00	1147,06,000.00
Add: Premium on shares issued during the year	-	-
Add: Transfer from erstwhile Transferor Companies	108,90,000.00	-
Please refer Note No.15.3.16 of Notes to Accounts		
Total (A)	1255,96,000.00	1147,06,000.00
Special Statutory Reserve		
Opening Balance	3,59,748.36	3,13,346.60
Add: Created during the year	2,97,125.00	46,401.76
Total (B)	6,56,873.36	3,59,748.36
Capital Reserve		
Opening Balance	-	-
Add: During the Year	182,29,250.00	-
Please refer Note No.15.3.16 of Notes to Accounts		
Total (C)	182,29,250.00	-
Surplus/(Deficit) in the statement of profit and loss		
Balance as per the last financial statements	(53,17,306.11)	(55,02,913.14)
Add: Transfer from erstwhile Transferor Companies	(2,61,972.00)	-
Profit/(Loss) for the year	11,88,500.11	1,85,607.03
Net surplus/ (deficit) in the statement of profit and loss (D)	(43,90,778.00)	(53,17,306.11)
Please refer Note No.15.3.16 of Notes to Accounts		
Total Reserve and Surplus (A + B+C+D)	**1400,91,345.36**	**1097,48,442.25**

Note 3 : Long Term Provisions

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Contingent Provision against Standard Assets (As per RBI Directions dated 10.11.2014)	22,146.00	22,146.00
Total	**22,146.00**	**22,146.00**

Note 4 : Short Term Borrowings

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Unsecured		
Loans and advances from related parties		
Ashwin Gupta	50,000.00	-
Shweta Gupta	1,25,000.00	-
Total	**1,75,000.00**	-

The above loans are repayable on demand and there is no default in repayment.

Note 5 : Other current liabilities

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Other payables		
Shivarpan Vanijya Private Limited	-	35,00,000.00
Anand Rathi Share and Stock Brokers Ltd	-	181.15
Audit Fees Payable	20,000.00	10,000.00
Total	**20,000.00**	**35,10,181.15**

RICHIE CREDIT & FINANCE PVT. LTD.

Director

AYUSH AGARWAL KOLKATA Chartered Accountant

RICHIE CREDIT & FINANCE PVT. LTD.

Shweta.

Director

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Notes forming part of the financial statements

Note 6 : Short Term Provision

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Provision for tax (Net of TDS Rs.55,147/-as on 31st March 2019)	29,116.00	40,720.00
Total	**29,116.00**	**40,720.00**

Note 7 : Non- Current Investments

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Non Trade Investment (valued at cost unless stated otherwise)		
Quoted Equity Instruments:-		
Gallant Metal Ltd (50,20,194 Shares)	1332,58,784.67	1332,58,784.67
Shalimar Product (70,000 shares)	5,55,325.00	5,55,325.00
Unquoted Equity Instruments:-		
Ghanshyam Distributors Pvt Ltd (23,000 Shares) #	-	2,30,000.00
Shivalik Vinimay Pvt Ltd. (20,000 Shares) #	-	2,00,000.00
Total	**1338,14,109.67**	**1342,44,109.67**
Aggregate Market Value of Quoted Shares	**2497,88,951.50**	**2023,48,118.20**

 # Please refer Note No.15.3.16 of Notes to Accounts

Note 8 : Cash and Cash Equivalents

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
(a) Cash on hand	8,44,499.73	18,424.73
(b) Balances with banks		
(i) In current account with Oriental Bank of Commerce	1,55,772.96	24,18,195.00
(ii) In current account with Development Credit Bank	10,030.00	-
(iii) In current account with ICICI Bank	55,500.00	-
(iv) In current account with ICICI Bank	55,500.00	-
(v) In current account with Tamilnad Mercantile Bank	11,259.00	-
(vi) In current account with DCB Bank	11,618.00	-
Total	**11,44,179.69**	**24,36,619.73**

RICHIE CREDIT & FINANCE PVT. LTD.

Director

AYUSH AGARWAL * KOLKATA * Chartered Accountant

RICHIE CREDIT & FINANCE PVT. LTD.

Director

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Notes forming part of the financial statements

Note 9 : Short Term Loans & Advances

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Loan: Related Party (Unsecured, Considered Goods)		
Ashwin Gupta (HUF)	-	10,00,000.00
Ganesh Laxmi Tradelink LLP	-	66,131.00
Loans: Other than related parties (Unsecured, considered good)		
Shahlon Silk Industries Ltd. (Formerly Shahlon Silk Industries Pvt. Ltd.)	25,49,931.00	30,59,917.00
Ganesh Laxmi Processors Pvt Ltd.	33,84,387.00	-
Advances: Other than related parties (Unsecured, considered good)		
Temple Infrastructure Pvt Ltd	-	50,000.00
Total	**59,34,318.00**	**41,76,048.00**

Note 10 : Other Current Assets

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Basudev Distributors (P) Ltd	-	7,63,212.00
Oscar Retailers Limited	4,65,000.00	-
Total	**4,65,000.00**	**7,63,212.00**

Note 11 : Revenue from Operation

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Interest Income	5,51,465.00	4,14,493.00
Dividend Income	12,55,048.50	-
Total	**18,06,513.50**	**4,14,493.00**

Note 12 : Other Income

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Interest on Income Tax Refund	-	434.00
Miscellanous Income	-	2,663.00
Total	-	**3,097.00**

Note 13 : Employee Benefit Expenses

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Salary	24,000.00	-
Total	**24,000.00**	-

RICHIE CREDIT & FINANCE PVT. LTD.

Director

AYUSH AGARWAL KOLKATA Chartered Accountant

RICHIE CREDIT & FINANCE PVT. LTD.

Director

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Notes forming part of the financial statements

Note 14 : Other Expenses

Particulars	31 March, 2019 Amount in ₹	31 March, 2018 Amount in ₹
Accounting Charges	25,000.00	25,000.00
Audit Fees	20,000.00	10,000.00
Professional Charges	31,860.00	-
Legal Expenses	9,800.00	-
Professional Tax	7,500.00	-
ROC Filing Fees	7,600.00	4,200.00
Credit Rating Charges	29,500.00	-
Advertisement Expense	8,379.00	-
Bank Charges	1,757.00	246.00
Postage & Stamp	2,337.00	1,945.00
Printing & Stationary	2,868.00	2,190.00
Office Expenses	16,327.00	15,020.00
General Expenses	24,929.00	22,253.00
Travelling & Conveyance	15,523.00	17,625.00
Additional ROC Filing Fees	300.00	2,400.00
Demat charges	5,665.39	2,531.21
Total	**2,09,345.39**	**1,03,410.21**

AYUSH AGARWAL KOLKATA Chartered Accountant

RICHIE CREDIT & FINANCE PVT. LTD.

Director

RICHIE CREDIT & FINANCE PVT. LTD.

Director

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Notes forming part of the financial statements

Note 15 : Summary of Significant Accounting Policies

15.1 CORPORATE INFORMATION:

Richie Credit & Finance Private Limited is a private company domiciled in India and incorporated under the Companies Act.The company is Non Banking Financial Company and is registered with the Reserve Bank of India under section 45-IA of Reserve Bank of India Act,1934, vide Registration No. B-05.06989 dated 24.06.2014.

15.2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply in all material respects with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on accrual basis under the historical cost convention except stated otherwise.

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except stated otherwise.

15.3 SIGNIFICANT ACCOUNTING POLICIES:

15.3.1 Use of Accounting Estimates:

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenditure during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results materialise.

15.3.2 Revenue Recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Interest:
Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.

15.3.3 Investments:

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

The cost of investments comprises acquisition charges such as brokerage, fees and duties.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

RICHIE CREDIT & FINANCE PVT. LTD.
Director

AYUSH AGARWAL KOLKATA Chartered Accountant

RICHIE CREDIT & FINANCE PVT. LTD.
Director

15.3.4 Borrowing Cost:

Borrowing costs include interest; amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds by the company to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss and that attributable to the acquisition and construction of qualifying assets is added to the cost, up to the date when such assets are ready for their intended use.

15.3.5 Earnings per share:

Basic Earnings per share are calculated by dividing the net profit /loss for the period attributable to equity shareholders (after deduction of taxes and preference dividend, if any) by the weighted average number of equity shares outstanding during the year.Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

15.3.6 Provisions:

A provision is recognised when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.
The Company makes provisions of on Standard Assets in accordance with the RBI Guidelines.

15.3.7 Contingent Liabilities & Contingent Assets:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. The company does not recognise the contingent liability but discloses its existence in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

15.3.8 Taxes on Income:

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of Income Tax Act, 1961.

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income originating during the year and reversal of timing differences for the earlier years. Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the company has carry forward of unabsorbed depreciation or carry forward losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidences that they can be realised against future taxable profits. At each reporting date, the company re-assesses unrecognised deferred tax assets of earlier years and recognizes it to the extent that it has become reasonably or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off.

RICHIE CREDIT & FINANCE PVT. LTD.

Director

RICHIE CREDIT & FINANCE PVT. LTD.

Director

15.3.9 Dues to Small Scale Industrial undertaking as on the Balance Sheet date is Nil (Nil) based on the information received by the company.

15.3.10 The company has not received any intimation from its vendors regarding their status under the Micro, Small and Medium Enterprises Development Act,2006 and hence disclosures, if any, required under the said Act have not been made.

15.3.11 The figures of previous year are not comparable with figures of the current year, as the current year figures are amalgamated figures. The previous years figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

15.3.12 As the Company's business activity primarily falls within a single business segment which constitutes Non Banking Financial Activity, there are no additional disclosures to be provided under Accounting Standard 17 'Segment Reporting'. The Company operates primarily in India and there is no other significant geographical segment.

15.3.13 Special statutory reserve has been provided ₹2,97,125/-@ 20% of profit after tax as per RBI Act, 1934

15.3.14 Information as required in terms of Paragraph 18 of Non Systematically Important Non-Deposit taking Company (Reserve Bank) Directions,2016 is enclosed as Annexure.

15.3.15 Related Party Disclosures:
Related Party Disclosures (As Identified by the Management) in accordance with the Accounting Standard 18 pertaining to "Related Party Disclosure" issued by the ICAI:

Name of Related Party	Description of Relationship	Nature of Transaction	FY	Amount of Transaction in Rs.	Closing Balance in Rs.
Ashwin Gupta	Director	Repayment of Loan Taken	2018-19	55,000	-
Kavita Gupta	Relative of Director	Repayment of Loan Taken	2018-19	5,000	-
Ashwin Gupta(HUF)	Enterprise over which Key Managerial Personnel and /or their relatives have significant influence.	Loan Given	2018-19	4,00,000	-
		Loan Given received back	2018-19	10,00,000	-
Ganesh Laxmi Tradelink LLP		Loan Given received back	2018-19	66,131	-

15.3.16 Note on Amalgamation

a. The Hon'ble National Company Law Tribunal, Kolkata Bench vide its order Dated 24th January, 2019, in the matter of Company Petition No 1449/KB of 2018 connected with Company Application No 799/KB of 2018 has sanctioned the Scheme of amalgamation of Ghanshyam Distributors Private Limited (Transferor Company No.1), Paramjyoti Vinimay Private Limited (Transferor Company No. 2) and Shivalik Vinimay Private Limited (Transferor Company No. 3) with the Company pursuant to Sections 230 to 232 of the Companies Act,2013

RICHIE CREDIT & FINANCE PVT. LTD.
Director

AYUSH AGARWAL KOLKATA Chartered Accountant

RICHIE CREDIT & FINANCE PVT. LTD.
Director

b. The Transferor Companies and and Transferee Company repectively have respectively filed INC 28 on 19.02.2019 with the Registrar of Companies, Wes Bengal, Ministry of Corporate Affairs for registering the order passed by the Hon'ble National Company Law Tribunal, Kolkata Bench.

c. As per the Scheme of Amalgamation all the Assets and the Liabilities of the erstwhile Transferor Companies will stand transferred and vested with the Company as on and from 01.04.2018, being the TRANSFER DATE.

d. The company has recorded in its books all the Assets and the Liabilities of the erstwhile Transferor Companies as on the TRANSFER DATE by booking them on one to one basis.

e. The TRANSFEREE COMPANY is taking appropriate steps for registering in its name all the assets that are registered in the name of erstwhile Transferor Companies.

f. The accounting for Amalgamation is being done on the basis of Pooling of Interest Methord as per and in the manner provided in Accounting Standard AS-14.

g. 9,44,550 equity shares of Rs. 10/- each held by Ghanshyam Distributors Private Limited (Transferor Company No.1) , 8,27,300 equity shares of Rs. 10/- each held by Paramjyoti Vinimay Private Limited (Transferor Company No. 2) and 10,58,000 equity shares of Rs. 10/- each held by Shivalik Vinimay Private Limited (Transferor Company No. 3) in Richie Credit and Finance Pvt Ltd (Transferee Company) has been cancelled being cross /inter holding of shares, as per the Scheme of Amalgamation.

h. Shares were not allotted to the members of Ghanshyam Distributors Private Limited and Shivalik Vinimay Private Limited as the shareholders of these 2 Transferor Companies were Transferor Companies themselves and Transferee Company."

i. As per the scheme of Amalgamation, the company has alloted 1,02,000/- equity shares of Rs.10/- each to the erstwhile members of Paramjyoti Vinimay Private Limited on 22.04.2019. One Equity Shares of Rs.10/- each credited as fully paid-up in the Transferee Company for every Five Equity Shares of Rs.10/- each fully paid-up held by members in Paramjyoti Vinimay Private Limited.

j. As per the scheme of Amalgamation, the Authorised Capital of the Transferor Companies is transferred to and amalgamated with the authorized share capital of the Transferee Company.

SN	Name of the Company	Authorised Capital (in Rs.)
i)	Richie Credit and Finance Pvt Ltd (Transferee Company)	285,00,000
ii)	Ghanshyam Distributors Private Limited (Transferor Company No.1)	7,00,000
iii)	Paramjyoti Vinimay Private Limited (Transferor Company No. 2)	51,00,000
iv)	Shivalik Vinimay Private Limited (Transferor Company No. 3)	8,00,000
	Total	**351,00,000**

k. **Calculation of Capital reserve**

Purchase Consideration	34,33,340
Net Assets, Liabilities & Reserves of Transferor Companies	65,10,000
Gross Capital Reserve	30,76,660
Add: Gain on Share Capital Cancelled pursuant to amalgamation	141,49,250
Add: Gain on Investment in shares of Transferor companies	10,03,340
Total	182,29,250

AYUSH AGARWAL KOLKATA Chartered Accountant

Details of Share Allotted

Particulars	1*	2*	3*	Total
Paid up Capital (Rs.)	6,50,000	51,00,000	7,60,000	65,10,000
Face Value (Rs.)	10	10	10	10
No. of shares	65,000	5,10,000	76,000	6,51,000
Less Cross Holding (No. of Shares)	65,000	0	76,000	1,41,000
Net Capital	-	5,10,000	-	5,10,000
Swap Ratio	5 FOR 3	1 FOR 5	1 FOR 5	-
No. of Shares Alloted.	-	1,02,000	-	1,02,000

Details of Transferor Companies

Particulars	1*	2*	3*	Total
Assets	56,31,997	50,30,633	67,28,098	173,90,728
Liabilities	60,900	1,30,900	60,900	2,52,700
Networth	55,71,097	48,99,733	66,67,198	171,38,028

SN	Name of the Company
1	Ghanshyam Distributors Private Limited
2	Paramjyoti Vinimay Private Limited
3	Shivalik Vinimay Private Limited

I. The Board of Directors of the Company allotted shares to the shareholders of erstwhile Transferor Company(ies), on 22.04.2019 after filing INC 28 based on the list of shareholders furnished by the Transferor Companies , and has considered the same under Share Capital instead of showing it under Share Capital Suspense, since the transfer date was 01.04.2018.

Signed in terms of my attached report of even date

AYUSH AGARWAL * KOLKATA * Chartered Accountant

Ayush Agarwal
Chartered Accountant
Membership No.: 067712
UDIN: 19067712AAAAAW9636

Place: Kolkata
Dated : The 3rd day of Sept , 2019.

RICHIE CREDIT & FINANCE PVT. LTD.

Director

RICHIE CREDIT & FINANCE PVT. LTD.

Director

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Schedule forming part of the Accounts as on 31st. March, 2019.

ANNEXURE

Schedule to the Balance Sheet of a non-deposit taking non-banking financial company
[as required in terms of Paragraph 18 of Non Systematically Important Non-Deposit taking Company (Reserve Bank) Directions,2016]

(Rs. In lakhs)

Particulars	Amount Outstanding	Amount Overdue
Liabilities Side :-		
1 **Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:**		
(a) Debentures: Secured	NIL	NIL
Unsecured (Other than falling within the meaning public deposits*)		
(b) Deferred Credits	NIL	NIL
(c) Term Loans	NIL	NIL
(d) Inter-corporate Loans and borrowing	NIL	NIL
(e) Commercial Paper	NIL	NIL
(f) Public Deposit*	NIL	NIL
(g) Other Loans (unsecured loan)	1.75	NIL
* Please see Note 1 Below.		
2 **Break-up of (1) (f) above (outstanding public deposits inclusive of interest accrued thereon but not paid):**	NIL	NIL
(a) In the form of Unsecured debentures		
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security		
(c) Other public deposits*		
* Please see Note 1 Below.		

Assets Side :-	Amount Outstanding
3 **Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :**	
(a) Secured	NIL
(b) Unsecured	59.34
4 **Break-up of Leased Assets and Stock on hire and other assets counting towards AFC activities :**	
(i) Lease assets including lease rentals under sundry Debtors : (a) Financial Lease	NIL
(b) Operating Lease	
(ii) Stock on hire including hire charges under sundry debtors : (a) Assets on hire	NIL
(b) Repossessed Assets	
(iii) Other loans counting towards AFC activities : (a) Loans where assets have been repossessed	NIL
(b) Loans other than (a) above.	

AYUSH AGARWAL * KOLKATA * Chartered Accountant *

RICHIE CREDIT & FINANCE PVT. LTD.

Director

RICHIE CREDIT & FINANCE PVT. LTD.

Director

Contd..2.

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Schedule forming part of the Accounts as on 31st. March, 2019.

		Amount Outstanding
5 Break-up of Investments :		
Current Investments :		
1 Quoted :		
(i)	Shares	
	(a) Equity	NIL
	(b) Preference	NIL
(ii)	Debentures and Bonds	NIL
(iii)	Units of Mutual Funds	NIL
(iv)	Government Securities	NIL
(v)	Others [Please specify]	NIL
2 Unquoted :		
(i)	Shares	
	(a) Equity	NIL
	(b) Preference	NIL
(ii)	Debentures and Bonds	NIL
(iii)	Units of Mutual Funds	NIL
(iv)	Government Securities	NIL
(v)	Others [Please specify]	NIL
Long Term Investments:		
1 Quoted :		
(i)	Shares	
	(a) Equity	1338.14
	(b) Preference	NIL
(ii)	Debentures and Bonds	NIL
(iii)	Units of Mutual Funds	NIL
(iv)	Government Securities	NIL
(v)	Others [Please specify]	NIL
2 Unquoted :		
(i)	Shares	
	(a) Equity	NIL
	(b) Preference	NIL
(ii)	Debentures and Bonds	NIL
(iii)	Units of Mutual Funds	NIL
(iv)	Government Securities	NIL
(v)	Others [Please specify]	NIL
	TOTAL:	1338.14

AYUSH AGARWAL ★ KOLKATA ★ Chartered Accountant

6 Borrower group-wise classification of assets financed as in (3) and (4) above.

Please see Note 2 below

Category		Amount net of Provisions		
		Secured	Unsecured	Total
1 Related Parties **				
(a)	Subsidiaries	NIL	NIL	NIL
(b)	Companies in the same group	NIL	NIL	NIL
(c)	Other related parties	NIL	NIL	NIL
2 Other than related Parties		NIL	59.34	59.34
	Total	NIL	59.34	59.34

RICHIE CREDIT & FINANCE PVT. LTD. Director

RICHIE CREDIT & FINANCE PVT. LTD. Director

Contd..3..

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Schedule forming part of the Accounts as on 31st March, 2019.

7 **Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :**

Please see Note 3 Below.

	Category	Market Value/Break up Or Fair Value or NAV	Book Value (Net of Provision)
1	Related Parties: **		
(a)	Subsidiaries	NIL	NIL
(b)	Companies in the same group	NIL	NIL
(c)	Other related parties	NIL	NIL
2	Other than related parties	2,497.89	1338.14
	Total:	2497.89	1338.14

8 **Other Information :**

	Particulars	Amount
(i)	Gross Non-Performing Assets	
(a)	Related Parties	NIL
(b)	Other than related parties	NIL
(ii)	Net Non-Performing Assets	
(a)	Related Parties	NIL
(b)	Other than related parties	NIL
(iii)	Assets acquired in satisfaction of debt	NIL

** As per Accounting Standard of ICAI [Please see Note 3]

Notes:

1 As defined in point (xix) of paragraph 3 of chapter - 2 of these Directions.

2 As defined in point (xix) of paragraph 3 of chapter - 2 of these Directions.

3 All Accounting Standard and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investment shall be disclosed irrespective of whether they are classified as long term or current in column (5) above.

RICHIE CREDIT & FINANCE PVT. LTD.
Director

RICHIE CREDIT & FINANCE PVT. LTD.
Director

AYUSH AGARWAL
KOLKATA
Chartered Accountant

GALLANTT METAL LIMITED

Balance Sheet as at 30th September, 2020

		As at 30.09.2020	As at 31.03.2020
(I)	**ASSETS**		
(1)	**Non-current assets**		
	(a) Property, plant and equipment	19,220.61	19,785.80
	(b) Capital work in progress	26,038.36	24,077.91
		45,258.97	**43,863.72**
	(c) Financial assets		
	(i) Investments	4,260.20	4,260.20
	(ii) Other financial assets	190.15	155.62
	(d) Other non-current assets	1,288.13	1,328.64
	(e) Deferred tax assets / (liabilities) (Net)	-	-
	(f) Current Income tax assets (net)	429.45	194.14
		51,424.90	**49,802.32**
(2)	**Current Assets**		
	(a) Inventories	7,292.33	13,221.73
	(b) Financial assets		
	(i) Trade receivables	2,685.30	2,274.34
	(ii) Cash and cash equivalent	11.77	128.20
	(iii) Other balances with bank	246.64	351.34
	(iv) Loans	-	-
	(v) Other financial assets	11.98	14.14
	(c) Other current assets	1,040.52	532.70
		11,489.54	**16,522.45**
TOTAL ASSETS		**62,914.44**	**66,324.76**
(II)	**EQUITY AND LIABILITIES**		
(1)	**Equity**		
	(a) Equity share capital	8,132.23	8,132.23
	(b) Other equity	40,926.24	40,517.33
		49,058.47	**48,649.56**
(2)	**Non-current liabilities**		
	(a) Financial liabilities		
	(i) Borrowings	5,666.67	5,666.67
	(b) Provisions	136.16	103.64
	(c) Deferred tax liabilities / (Assets) (Net)	607.38	356.39
		6,410.21	**6,126.70**
(3)	**Current liabilities**		
	(a) Financial liabilities		
	(i) Borrowings	2,286.50	3,775.54
	(ii) Derivative liabilities	-	-
	(iii) Trade payables	2,405.66	3,670.16

GALLANTT METAL LIMITED

Company Secretary

	(iv) Other financial liabilities	1,996.76	3,699.61
	(b) Provisions	76.31	76.31
	(c) Other current liabilities	660.33	326.88
	(d) Current Income tax liabilities (net)	-	-
		7,445.76	11,548.50
TOTAL EQUITY AND LIABILITIES		62,914.44	66,324.76

For Gallantt Metal Limited

Chandra Prakash Agrawal
Chairman & Managing Director
DIN: 01814318

Nitin Mahavir Prasad Kandoi
Director
DIN: 01979952

GALLANTT METAL LIMITED
Company Secretary

Arnab Banerji
Company Secretary

GALLANTT METAL LIMITED

Statement of Profit and Loss for the quarter ended 30th September, 2020

Rs. lakhs

		For Year ended 30.09.2020	For Year ended 31.03.2020
(1)	Revenue from operations	34,498.66	86,504.66
(2)	Other income	96.61	114.21
(3)	**Total Revenue (1) + (2)**	**34,595.27**	**86,618.87**
(4)	**EXPENSES**		
	(a) Cost of materials consumed	23,987.23	71,716.74
	(b) Purchase of stock in trade	517.49	234.21
	(c) Changes in inventories of finished products and work in progress	2,983.61	(1,585.63)
	(d) Employee benefits expense	1,301.06	2,920.56
	(e) Finance costs	491.59	637.54
	(f) Depreciation expense	679.67	1,415.10
	(g) Other expenses	3,834.03	9,991.33
	Total Expenses (4)	**33,794.70**	**85,329.85**
(5)	**Profit before tax (3) - (4)**	800.57	1,289.02
(6)	**Tax Expense**		
	(a) Current tax		
	(i). Current tax for current period	301.59	279.77
	(ii). Current tax for the previous years	-	0.25
	(b) Deferred tax		
	(i) Deferred tax for current period	89.55	260.77
	Total tax expense (6)	391.14	540.79
(7)	**Profit for the period (5) - (6)**	**409.43**	**748.23**
(8)	**Other comprehensive income**		
	(a). Items that will not be reclassified to statement of profit and loss		
	(i). Re-measurement of the employees defined benefit plans	(0.80)	(1.59)
	(ii). Less : Income tax relating to items that will not be reclassified to profit or loss	(0.28)	(0.56)

GALLANTT METAL LIMITED

Company Secretary

	Total other comprehensive income (8)	(0.52)	(1.03)
(9)	**Total comprehensive income for the period (7) + (8)**	**408.91**	**747.20**
(10)	**Earnings per equity share: (Face value of share of Rs 10 each)**		
	(a) Basic	0.50	0.92
	(b) Diluted	0.50	0.92

For Gallantt Metal Limited

Chandra Prakash Agrawal
Chairman & Managing Director
DIN: 01814318

Nitin Mahavir Prasad Kandoi
Director
DIN: 01979952

GALLANTT METAL LIMITED
Company Secretary

Arnab Banerji
Company Secretary

GALLANTT ISPAT LIMITED

BALANCE SHEET AS AT 30TH SEPTEMBER, 2020

Rs. in lakhs

Particulars	As at 30.09.2020	As at 31.03.2020
(I) ASSETS		
(1) Non-current assets		
(a) Property, plant and equipment	40,962.46	42,102.18
(b) Intangible assets	32.90	37.60
(c) Capital work in progress	19,792.18	17,808.47
	60,787.54	**59,948.26**
(d) Financial assets		
(i) Investments		
(a) Investments in subsidiaries	-	-
(b) Investments in associates	4,267.98	4,267.98
(c) Other investments	-	-
(ii) Other financial assets	2.80	2.50
(e) Other non-current assets	52.81	62.31
(f) Deferred tax assets (Net)	1,442.56	1,617.13
(g) Advance Income tax assets (net)	373.00	222.01
	66,926.69	**66,120.19**
(2) Current Assets		
(a) Inventories	12,137.84	12,737.16
(b) Financial assets		
(i) Trade receivables	5,834.08	4,026.41
(ii) Cash and cash equivalent	179.84	135.72
(iii) Other balances with Bank	429.46	593.63
(iv) Other financial assets	24,363.58	24,363.58
(c) Other current assets	6,878.99	3,783.08
	49,823.79	**45,639.59**
TOTAL ASSETS	**1,16,750.48**	**1,11,759.78**
(II) EQUITY AND LIABILITIES		
(1) Equity		
(a) Equity share capital	2,823.61	2,823.61
(b) Other equity	82,104.17	79,401.83
	84,927.78	**82,225.43**
(2) Non-current liabilities		
(a) Borrowings	9,750.35	11,258.59
(b) Provisions	134.33	110.39
(c) Other non-current liabilities	1,090.40	1,139.86
	10,975.07	**12,508.84**
(3) Current liabilities		

GALLANTT ISPAT LTD.

Company Secretary

(a) Financial liabilities		
(i) Borrowings	12,564.48	12,408.22
(ii) Trade payables	2,684.17	2,435.90
(iii) Other financial liabilities	1.23	1.23
(b) Other current liabilities	5,597.75	2,180.15
(c) Current Income tax liabilities (net)	-	-
	20,847.63	17,025.51
TOTAL EQUITY AND LIABILITIES	**1,16,750.48**	**1,11,759.78**

For Gallantt Ispat Limited

Chandra Prakash Agrawal
Chairman & Managing Director
DIN: 01814318

Nitin Mahavir Prasad Kandoi
Director
DIN: 01979952

GALLANTT ISPAT LTD.
Company Secretary

Nitesh Kumar
Company Secretary

Date: 10-12-2020
Place: Gorakhpur

GALLANTT ISPAT LIMITED

STATEMENT OF PROFIT & LOSS FOR THE PERIOD 30TH SEPTEMBER, 2020

Rs. In lakhs

Particulars		For the period 30.09.2020	For the period 31.03.2019
(1)	Revenue from operations	40,290.83	1,02,010.15
(2)	Other income	57.88	3,609.14
(3)	**Total Revenue (1) + (2)**	**40,348.71**	**1,05,619.29**
(4)	**EXPENSES**		
	Cost of Materials consumed	31,341.91	85,519.75
	Changes in Inventories of Finished Goods	(1,512.77)	(1,175.78)
	Employee Benefit Expenses	1,481.71	3,190.51
	Financial Costs	457.13	1,166.17
	Depreciation Expenses	1,127.34	2,395.23
	Other Expenses	3,976.67	8,035.22
	Total Expenses (4)	**36,871.99**	**99,131.10**
(5)	**Profit before exceptional items (3) - (4)**	**3,476.72**	**6,488.19**
(6)	**Exceptional items**		
	Exceptional Items	0.00	0.00
(7)	**Profit before tax (5) - (6)**	**3,476.72**	**6,488.19**
(8)	**Tax Expense**		
	- Current Tax	609.07	1,136.85
	- Deferred Tax	171.33	(461.08)
	Total tax expense (8)	**780.40**	**675.78**
(9)	**Profit for the period (7) - (8)**	**2,696.32**	**5,812.42**
(10)	**Other comprehensive income**		
	Items that will not be reclassified to statement of profit and loss		
	(i). Re-measurement of the employees defined benefit plans	9.26	18.51
	(ii). Income tax relating to items that will not be re-classifed to profit and loss	(3.23)	(6.47)
	Total other comprehensive income (10)	**6.02**	**12.05**

Gallantt Ispat Limited

Gallantt Ispat Limited

GALLANTT ISPAT LTD.

Company Secretary

(11)	**Total comprehensive income for the period (9) + (10)**	**2,702.34**	**5,824.46**
(12)	**Earnings per equity share: (Face value of share of Rs 1 each)** **(Previously it was Rs 10 Per Share)** Basic & Diluted (Rs.)	0.95	2.06

For Gallantt Ispat Limited

Chandra Prakash Agrawal
Chairman & Managing Director
DIN: 01814318

Nitin Mahavir Prasad Kandoi
Director
DIN: 01979952

GALLANTT ISPAT LTD.
Company Secretary

Nitesh Kumar
Company Secretary

Date: 10-12-2020
Place: Gorakhpur

AAR COMMERCIAL COMPANY LIMITED

BALANCE SHEET AS AT 30TH SEPTEMBER, 2020

(Amount in ₹)

	AS AT 30TH SEPTEMBER, 2020	AS AT 31ST MARCH, 2020
ASSETS		
Non-Current Assets		
Financial Assets		
(i) Investments	94,52,26,440	94,52,26,440
Other Non-Current Assets	8,54,171	8,54,171
Total Non-Current Assets	94,60,80,611	94,60,80,611
Current assets		
Financial Assets		
(i) Trade Receivables	-	-
(iii) Cash and Cash Equivalents	7,16,965	9,12,004
(iv) Loans	17,10,693	21,20,204
Current Tax Assets (Net)	12,16,028	12,05,974
Other Current Assets	16,22,53,600	16,28,35,000
Total Current Assets	16,58,97,286	16,70,73,182
Total Assets	1,11,19,77,897	1,11,31,53,793
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	10,01,40,000	10,01,40,000
Other Equity	94,90,51,019	95,01,96,915
Equity attributable to shareholders of the	1,04,91,91,019	1,05,03,36,915
Total Equity	1,04,91,91,019	1,05,03,36,915
Non-Current Liabilities		
Deferred Tax Liabilities (Net)	6,27,11,878	6,27,11,878
Total Non-Current Liabilities	6,27,11,878	6,27,11,878
Current Liabilities		
Financial Liabilities		
(ii) Other Financial Liabilities	75,000	1,05,000
Total Current Liabilities	75,000	1,05,000
Total Equity and Liabilities	1,11,19,77,897	1,11,31,53,793

For AAR Commercial Company Limited

Anupam Khetan
Whole-time Director
DIN: 07003797

Uma Sharma
Director
DIN: 06862354

Arvind Kumar Modi
Company Secretary

Date: 10-12-2020
Place: Gorakhpur

AAR COMMERCIAL COMPANY LIMITED

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 30TH SEPTEMBER, 2020

(Amount in ₹)

	For the Period 30-09-2020	For the Year 2019-2020
INCOME		
Revenue from Operations	-	-
Other Income	1,00,543.00	2,67,831.00
Total Revenue	1,00,543.00	2,67,831.00
EXPENSES		
Purchases of Stock in Trade	-	-
Employee Benefits Expenses	4,03,800.00	8,07,600.00
Others expenses	8,42,639.00	17,92,255.00
Total Expenses	12,46,439.00	25,99,855.00
Profit/(Loss) Before Tax	(11,45,896.00)	(23,32,024.00)
Tax Expense:		
Current Tax	-	-
Tax of earlier years	-	-
Profit/(Loss) for the Period	(11,45,896.00)	(23,32,024.00)
Other Comprehensive Income		
(i) Items that will not be reclassified to Statement of Profit and Loss		
- Investments measured at FVTOCI	-	(55,22,11,236.00)
- Income tax relating to Investment at FVTOCI	-	14,35,74,921.36
Total Other Comprehensive Income/Loss	-	(40,86,36,314.64)
Total Comprehensive Income	(11,45,896.00)	(41,09,68,338.64)
Earning Per equity Share-Basic & Diluted	(0.11)	0.81
Face Value Per Share (In Rs.)	10.00	10.00

For AAR Commercial Company Limited

Anupam Khetan
Whole-time Director
DIN: 07003797

Uma Sharma
Director
DIN: 06862354

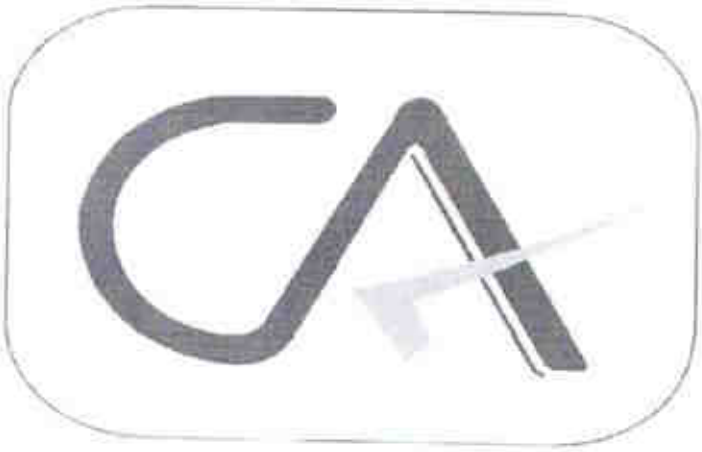
Arvind Kumar Modi
Company Secretary

Date: 10-12-2020
Place: Gorakhpur

AUDIT REPORT

HIPOLINE COMMERCE PVT. LTD.

R. O.: 1, CROOKED LANE, SECOND FLOOR, ROOM NOS. 222 & 223, KOLKATA Kolkata WB 700069



FINANCIAL YEAR 2020-21
For the period ended 30.09.2020

AUDITORS

SSMU & CO.

Chartered Accountants
201, 2nd Floor, Ratnadeep,
Above 24 Carat Sweets Shop,
Ring Road, Surat – 395002 (Gujarat)
Ph. +91 81415 69797; mpjajoo@gmail.com

S S M U & Co.
Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To

The Members of HIPOLINE COMMERCE PRIVATE LIMITED

Report on the audit of the financial statements

We have audited the accompanying financial statements of HIPOLINE COMMERCE PRIVATE LIMITED ("the Company"), which comprise the balance sheet as at September 30, 2020, and the Statement of Profit and Loss and statement of cash flows for the half year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the **Companies Act, 2013** ('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 state of affairs of the Company as at September 30, 2020, and its profit and cash flows for the half year ended on that date.

Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the 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 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 opinion.

On the basis of our assessment of the impact of the outbreak of COVID-19 on business operations of the entity, the entity's management have concluded that no adjustments are required at this stage.

Material Uncertainty Related to Going Concern (include only is applicable)

The Company's net worth is positive and there are no borrowings from banks and financial institutions. There are no factors suggesting any doubt on the Company's ability *to continue as a going concern but except for the amalgamation in process the company will close soon.* Pending the resolution of the above uncertainties, the Company has prepared the aforesaid statement on a going concern basis.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

Only 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.

Management's responsibility for the financial statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. 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 accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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.

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 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.

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 A**", 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, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

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(c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;

(d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the **Companies (Accounts) Rules, 2014**;

(e) On the basis of the written representations received from the directors as on September 30, 2020 taken on record by the board of directors, none of the directors is disqualified as on September 30, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to provisions of Section 143(3)(i) of companies Act, The Auditor Report shall state whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls. MCA vide its notification dated 13th June 2017 (G.S.R. 583(E)) amended the notification of the Government of India, In the ministry of corporate of affair, vide no G.S.R. 464(E) dated 05th June 2015 providing exemption from Internal Financial Controls to private companies like this company;

(g) The provisions of section 197 read with Schedule V of the Act are not applicable to the company for the half year ended September 30, 2020;

(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;

a. The Company does not have any pending litigations which would impact its financial position;

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

c. There has been no requirement of transferring amounts to the Investor Education and Protection Fund by the Company.

For SSMU & Co.
Chartered Accountants
Firm Registration No.119340W

CA Manish Jajoo
Partner
Membership No. 076601

Place: Surat
Date: 25-11-2020

UDIN: 20076601AAAAEB6099

201, Ratnadeep Chambers, 24 Carat, Ring Road, Surat – 395001 ssmusurat@gmail.com 8141569797

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of Hipoline Commerce Private Limited of even date)

1.	In respect of the Company's fixed assets:	
	(a)	The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
	(b)	The Company has a program of verification to cover all the items of fixed assets in a phased manner over a period of three periods, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the period. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
	(c)	According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company.
2.	The inventory has been physically verified by the management during the period. In our opinion, the frequency of such verification is reasonable. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.	
3.	According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.	
4.	In our opinion and according to information and explanation given to us, in respect of loans, investments, guarantees and security, the Company has complied with the provisions of sections 185 and section 186 of the Companies Act, 2013.	
5.	In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.	
6.	The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.	
7.	In respect of statutory dues:	
	(a)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the period by the company with the appropriate authorities.
		According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at September 30, 2020 for a period of more than six months from the date they became payable
	(b)	According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of

	excise and value added tax which have not been deposited on account of any dispute.
8	In our opinion and according to the information and explanations given to us, the company has no outstanding dues to any financial institutions or banks or any government or any debenture holders during the period. Accordingly, paragraph 3 (viii) of the order is not applicable.
9	The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the period. Accordingly, paragraph 3 (ix) of the order is not applicable.
10	To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the period.
11.	The company is a private limited company and hence provision of section 197 read with schedule V of the companies Act are not applicable. Accordingly, paragraph 3(xi) of the order is not applicable.
12.	The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.
13.	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 section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14	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 period. Accordingly, paragraph 3(xiv) of the order is not applicable.
15	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 them. Accordingly, paragraph 3(xv) of the order is not applicable.
16	According to the information and explanations given to us and based on our examination of the records of the company, the company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and it has obtained the registration.

For SSMU & Co.
Chartered Accountants
Firm Registration No.119340W

CA Manish Jajoo
Partner
Membership No. 076601

Place: Surat
Date: 25-11-2020
UDIN: 20076601AAAAEB6099

SSMU & CO. M. No. 076601 SURAT Chartered Accountants

201, Ratnadeep Chambers, 24 Carat, Ring Road, Surat – 395001 ssmusurat@gmail.com 8141569797

HIPOLINE COMMERCE PRIVATE LIMITED

Regd Off. - 1, CROOKED LANE, SECOND FLOOR, ROOM NOS. 222 & 223, KOLKATA Kolkata WB 700069

CIN - U51909WB1995PTC076045

Email Id - agarwal_akash002@yahoo.co.in

BALANCE SHEET

	PARTICULARS	Note No.	AS AT 30/09/2020		AS AT 31/03/2020	
			Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
I	**EQUITY AND LIABILITIES**					
1.	**Shareholders' funds**					
	(a) Share Capital	7	21,263,100.00		21,263,100.00	
	(b) Reserves and Surplus	8	315,547,520.79		315,548,433.79	
	(c) Money Received Against Share Warrants			336,810,620.79		336,811,533.79
2.	**Share application money pending allotment** (To the extent not refundable)					
3.	**Non - current liabilities**					
	(a) Long -term borrowings	9	7,000.00		-	
	(b) Deferred Tax liabilities (Net)		-		-	
	(c) Other Long term liabilities		-		-	
	(d) Long -term provisions		-	7,000.00	-	-
4.	**Current Liabilities**					
	(a) Short -term borrowings	10	16,687,920.00		16,687,920.00	
	(b) Trade payables					
	(A) total outstanding dues of micro enterprises		-		-	
	(B) total outstanding dues of creditors other		-			
	(c) Other current liabilities	11	17,700.00		93,222.00	
	(d) Short -term provisions			16,705,620.00	-	16,781,142.00
	TOTAL			353,523,240.79		353,592,675.79
II	**ASSETS**					
1.	**Non - current assets**					
	(a) Property, Plant and Equipment					
	(i) Tangible assets		1,127,000.00		1,127,000.00	
	(ii) Inangible assets		-		-	
	(iii) Capital work -In -progress		-		-	
	(iv) Intangible assets under development		-		-	
	(b) Non-current investments	12	342,474,044.00		342,474,044.00	
	(c) Deferred tax assets (net)					
	(d) Long -term loans and advances					
	(e) Other non -current assets		-	343,601,044.00	-	343,601,044.00
2.	**Current Assets**					
	(a) Current investments					
	(b) Inventories					
	(c) Trade receivables				-	
	(d) Cash and Bank Balances	13	33,707.79		103,142.79	
	(e) Short -term loans and advances	14	669,475.00		669,475.00	
	(f) Other current assets	15	9,219,014.00	9,922,196.79	9,219,014.00	9,991,631.79
	TOTAL			353,523,240.79		353,592,675.79
	Significant accounting policies and notes to accounts	1 to 21		-		-

For and on behalf of the Board
For, Hipoline Commerce Private Limited

Akash Agarwal
Director
DIN - 02015012
Place : Surat
Date : 25/11/2020

Shree Raman
Director
DIN - 07967646

As per audited books of accounts
For S S M U & Co.
Chartered Accountants

(CA. Manish Jajoo)
Partner
FRN : 119340W
M.No.: 076601
UDIN: 20076601AAAAE86099

S S M U & CO. M. No. 076601 SURAT Chartered Accountants

HIPOLINE COMMERCE PRIVATE LIMITED

Regd Off. - 1, CROOKED LANE, SECOND FLOOR, ROOM NOS. 222 & 223, KOLKATA Kolkata WB 700069

CIN - U51909WB1995PTC076045

Email Id - agarwal_akash002@yahoo.co.in

PROFIT AND LOSS STATEMENT

	PARTICULARS	Note No.	For the half year up to 30.09.2020		For the year 2019-20	
			Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
I	Revenue from operations	16	-		254,589,819.85	
II	Other Income	17	7,300.00	7,300.00	2,282,095.00	256,871,914.85
III	**Total Revenue (I +II)**			7,300.00		256,871,914.85
IV	**Expenses**					
	Cost of Materials Consumed	18	-		293,434,278.36	
	Purchase of Stock in Trade		-		-	
	Change in inventories of finished goods		-		-	
	Employee benefits expenses	19	-		13,000.00	
	Finance Costs	20	720.00		1,434,158.00	
	Depreciation and amortization expenses		-			
	Other expenses	21	7,493.00	8,213.00	268,762.40	295,150,198.76
	Total Expenses			8,213.00		295,150,198.76
V	**Profit before exceptional and extraodinary items and tax (III-IV)**			(913.00)		(38,278,283.91)
VI	**Exceptional Items**			-		-
VII	**Profit before extraordinary items and tax (V-VI)**			(913.00)		(38,278,283.91)
VIII	**Extraordinary items**			-		
IX	**Profit before tax (VII - VIII)**			(913.00)		(38,278,283.91)
X	**Tax expenses**					
	(1) Current Year tax		-		-	
	(2) Deferred tax		-	-	-	-
XI	**Profit / (Loss) for the period from continuing**			(913.00)		(38,278,283.91)
XII	Profit / (Loss) for the period from dis continuing			-		-
XIII	Tax expenses of discontinuing operations			-		-
XIV	Profit/(Loss) from discontiniling operations after tax (XII-XIII)			-		-
XV	Profit / Loss for the period (XI+XIV)			(913.00)		(38,278,283.91)
XVI	Earning per equity share:					
	(1) Basic			(0.00)		(18.00)
	(2) Diluted			(0.00)		(18.00)
	Significant accounting policies and notes to accounts	1 to 21				

For and on behalf of the Board
For Hipoline Commerce Private Limited

Akash Agarwal
Director
DIN - 02015012
Place : Surat
Date : 25/11/2020

Shree Raman
Director
DIN - 07967646

As per audited books of accounts
For S S M U & Co.
Chartered Accountants

(CA. Manish Jain)
Partner
FRN : 119340W
M.No.: 076601
UDIN: 20076601AAAAEB6099

S S M U & CO. M. No. 076601 SURAT Chartered Accountants

HIPOLINE COMMERCE PRIVATE LIMITED

Regd Off. - 1, CROOKED LANE, SECOND FLOOR, ROOM NOS. 222 & 223, KOLKATA Kolkata WB 700069
CIN - U51909WB1995PTC076045
Email Id - agarwal_akash002@yahoo.co.in

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

NOTE 2.1 : Basic Accounting (AS 1):

The accounts of the company are prepared under the historical cost convention and in accordance with applicable accounting standards except where otherwise stated.

NOTE 2.2 : Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are term deposit balances.

NOTE 2.3 : Revenue Recognition

Interest Income is recognized on the basis of confirmation from the borrower company.

NOTE 2.4 : Accounting For Investment

Investment in shares are classified as non-current investments and are carried at cost.

NOTE 2.5 : Related Party Disclosures (AS-18):

In view of Accounting Standard 18 "Related Party Disclosure" issued by the Institute of Chartered Accountants of India, Company has not entered any transaction with related party during the half year.

NOTE 2.6: Earning Per Share (AS-20)

In compliance of Accounting Standard 20 on Earning per share issued by Institute of Chartered Accountants of India, the elements considerd for

PARTICULARS	30.09.2020	31.03.2020
Profit after tax	-913.00	-38278283.91
No. of Equity shares	2126310.00	2126310.00
Earning per share	0.00	-18.00
Face value per share	10.00	10.00

NOTE 2.7: TAXES ON INCOME

Tax expense for the period, comprising current tax is included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdiction. There are no timing and permanent difference for determination of deferred tax asset or liability. The merger of this company is under consideration and therefore there is no certainty about the income tax liabilities and credits.

NOTE 2.8 : CONTINGENT LIABILITIES

The company has given corporate guarantee for the Working Capital borrowed by group concern Gallantt Metal Limited.

NOTE 3

Figures of Short Term Loans & advances and Short Term Provision are subject to their respective confirmation and reconciliation and aggregate as required by schedule to the Companies Act, 2013 instead of individual and aggregate.

NOTE 4

I) Dues to Small Scale Industrial undertaking as on the Balance Sheet are Nil, based on information received by the management
(ii) As per the information available with the company, there are no amount payable or paid during the year, which are required to be disclosed as per section 22 of the micro, small and medium Enterprises Act, 2006

NOTE 5

Previous year's figures have been regrouped, rearranged, recast, reclassified and restated wherever necessary.

NOTE 6

Additional information pursuant to paragraph 3,4,4B, 4C and 4D of part II of schedule VI of the Companies Act, 2013

A. Remuneration to Auditors:

Particulars	30.09.2020	31.03.2020
Audit Fee	5900	20650
Certification Fee	0	3450
TOTAL	5900	24100

HIPOLINE COMMERCE PRIVATE LIMITED

Regd Off. - 1, CROOKED LANE, SECOND FLOOR, ROOM NOS. 222 & 223, KOLKATA Kolkata WB 700069

CIN - U51909WB1995PTC076045

Email Id - agarwal_akash002@yahoo.co.in

NOTE 7

SHARE CAPITAL				
- Authorised				
47,28,300 Equity Shares of Rs. 10/- each		47,283,000		47,283,000
(Previous Year : 4500000 Equity Shares of Rs. 10/- each)				
		47,283,000		47,283,000
- Issued, Subscribed and Paid up				
2126310 Equity Shares of Rs. 10/- each fully paid -up		21,263,100		21,263,100
(Previous Year : 4227137 Equity Shares of Rs. 10/- each)				
TOTAL		21,263,100		21,263,100

NOTE 7.1

Reconciliation of shares:	Nos.	Amount (Rs)	Nos.	Amount (Rs)
Opening Share Capital	2,126,310	21,263,100	4,227,137	42,271,370
Add: Shares issued during merger	-	-	5,710	57,100
Less: Shares withdrawn during merger	-	-	2,106,537	21,065,370
Closing share Capital	2,126,310	21,263,100	2,126,310	21,263,100

NOTE 7.2

-List of Shares holders having 5% or more Shares (in Nos)

Name of Shareholders	In Nos.	In %	In Nos.	In %
1. Dinesh Kumar Agarwal	2,051,210	96.47%	2,051,210	96.47%
TOTAL	**2,051,210**	**96.47%**	**2,051,210**	**96.47%**

NOTE 8

RESERVES AND SURPLUS				
NOTE 8.1				
Capital Reserve				
Opening Balance	111,272,227.00		111,272,227.00	
Closing Balance		111,272,227.00		111,272,227.00
NOTE 8.2				
Security Premium Account				
Opening Balance	120,017,535.00		120,017,535.00	
Closing Balance		120,017,535.00		120,017,535.00
NOTE 8.3				
Profit and Loss Account				
Opening Balance	(11,504,986.21)		26,888,238.70	
Add: During the year	(913.00)		(38,278,283.91)	
Less: IT Demand A.Y 15-16	-		(109,890.00)	
Less: Unrealised TDS Credit- A.Y 19-20	-		(5,051.00)	
Closing Balance		(11,505,899.21)		(11,504,986.21)
NOTE 8.4				
Amalagamation reserve account				
Opening Balance	95,763,658.00		95,763,658.00	
Add: During the year				
Closing Balance		95,763,658.00		95,763,658.00
TOTAL		315,547,520.79		315,548,433.79

NOTE 9

Long -term borrowings				
Unsecured Loan from Relatives				
Akash Agarwal	7,000.00	7,000.00	-	-
TOTAL		7,000.00		-

NOTE 10

Short -term borrowings				
Unsecured Loan from others				
Nihon Impex Pvt Ltd	16,687,920.00	16,687,920.00	16,687,920.00	16,687,920.00
TOTAL		16,687,920.00		16,687,920.00

HIPOLINE COMMERCE PRIVATE LIMITED

Regd Off. - 1, CROOKED LANE, SECOND FLOOR, ROOM NOS. 222 & 223, KOLKATA Kolkata WB 700069

CIN - U51909WB1995PTC076045 Email Id - agarwal_akash002@yahoo.co.in

Particulars	AS AT 30/09/2020		AS AT 31/03/2020	
	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
NOTE 11				
Other current liabilities				
TDS Payable	-		31,992.00	
SSMU & Co.	17,700.00		39,880.00	
Komal Khadariya & Co.	-		10,400.00	
Bhagwan Advisory private Ltd	-	17,700.00	10,950.00	93,222.00
TOTAL		17,700.00		93,222.00
NOTE 12				
NON - CURRENT INVESTMENTS	No. of Shares	Amount (Rs)	No. of Shares	Amount (Rs)
Equity Shares				
(i) Gallantt Metal Ltd.	9,083,128	269,858,908.00	9,083,128.00	269,858,908.00
(ii)Mukta Agriculture Ltd. (Pearl Agriculture Ltd.)	22,000	10,929,600.00	22,000.00	10,929,600.00
(iii) Cressanda Solutions Ltd.	687,307	29,616,059.00	687,307.00	29,616,059.00
(iv)Mystic Electronics Ltd. (Pearl Electronics Ltd.)	18,800	9,589,880.00	18,800.00	9,589,880.00
(v) Matra Kaushal Enterprise Ltd(P L Enterprise Ltd.)	415,000	22,479,597.00	415,000.00	22,479,597.00
TOTAL INVESTMENT IN SHARES		342,474,044.00		342,474,044.00
NOTE 13				
CASH AND BANK BALANCES				
- Cash and Cash Equivalents				
Cash in Hand		1,691.00		62,891.00
Balance with Bank				
In Current Accounts				
- HDFC Bank Ltd.	20,203.00		20,203.00	
- Canara Bank	-		-	
- AXIS Bank Ltd.	11,813.79	32,016.79	20,048.79	40,251.79
TOTAL		33,707.79		103,142.79
NOTE 14				
SHORT TERM LOANS AND ADVANCES				
Income Tax Refund receivable (A.Y.2007-08)	572724.00		572724.00	
Income Tax Refund receivable (A.Y.2019-20)	55355.00		55355.00	
Income Tax Refund receivable (A.Y.2020-21)	41396.00	669475.00	41396.00	669475.00
TOTAL		669475.00		669475.00
NOTE 15				
Other current assets				
MAT Credit for the year 2015-16	9219014.00	9219014.00	9219014.00	9219014.00
TOTAL		9219014.00		9219014.00
NOTE 16				
REVENUE FROM OPERATIONS				
Sale of Shares	-		161613982.52	
Sale of F & O	-		92561873.33	
Interest on Loans & Advances	-	-	413964.00	254589819.85
TOTAL		0.00		254589819.85
NOTE 17				
Other Income				
Dividend Income	0.00		2274980.00	
Discount	7300.00		0.00	
Interest On IT Refund A.Y 19-20	0.00	7300.00	7115.00	2282095.00
TOTAL		7300.00		2282095.00
NOTE 18				
Cost of Materials Consumed				
Shares				
Stock at Commencement	-		5722006.00	
Add: Purchases	-		164174694.87	
Less : Stock at Close	-	-		169896700.87
F & O				
F &O Purchases		-		123537577.49
TOTAL		-		293434278.36

HIPOLINE COMMERCE PRIVATE LIMITED

Regd Off. - 1, CROOKED LANE, SECOND FLOOR, ROOM NOS. 222 & 223, KOLKATA Kolkata WB 700069

CIN - U51909WB1995PTC076045 Email Id - agarwal_akash002@yahoo.co.in

Particulars	AS AT 30/09/2020		AS AT 31/03/2020	
	Amount	Amount	Amount	Amount
NOTE 19				
Employee benefits expenses				
Salary Exp.	-		13000.00	
		-		13000.00
TOTAL		-		**13000.00**
NOTE 20				
Finance Costs				
Interest on Unsecured Loan			1431321.00	
Interest on TDS	720.00	720.00	2837.00	1434158.00
TOTAL		**720.00**		**1434158.00**
NOTE 21				
OTHER EXPENSES				
Auditor's Remuneration	5900.00		20650.00	
Accounting Fees	-		10000.00	
Bank Charges	531.00		1744.40	
Bad Debt	-		108174.00	
Demat Charges	1062.00		472.00	
ROC Filing Fees	-		9290.00	
ROC Challan Expences	-		2000.00	
Legal Fees	-		86250.00	
CA certificate	-		3540.00	
Late fees of TDS Return	-		1000.00	
CDSL AMC Charges	-		760.00	
Preparation of Minutes	-		2000.00	
TDS Return	-		9000.00	
Credit Rating Agency Fee	-	7493.00	13882.00	268762.40
TOTAL		**7493.00**		**268762.40**

Signature to Notes 1 to 21

As per audited books of accounts

For S S M U & Co.
Chartered Accountants

CA Manish Jajoo
Partner
M.No.: 076601
FRN: 119340W
UDIN: 20076601AAAAEB6099
Place : Surat
Date : 25/11/2020

For Hipoline Commerce Pvt. Ltd.

AKASH AGARWAL
Director
DIN - 02015012

SHREE RAMAN
Director
DIN - 07967646

S S M U & CO. M. No. 076601 SURAT Chartered Accountants

HIPOLINE COMMERCE PRIVATE LIMITED

CASH FLOW STATEMENT

Particulars	For The Half Year Ended 30.09.20	For The Year 2018-19
Cash Flows from Operating Activates		
Net Profit Before Tax and Extra Ordinary Items	(913)	(38,278,284)
Adjustment For		
Amalgamantiom reserve	-	-
Depreciation & Amortisation Expenses		
Total Adjustment to Profit/Loss (A)	-	-
Adjustment For working Capital Change		
Adjustment for Increase/Decrease in Trade Receivables	-	-
Adjustment for Increase/Decrease in Inventories	-	5,722,006
Adjustment for Increase/Decrease in Other Current Assets	-	-
Adjustment for Increase/Decrease in Loans And Advances	-	3,728,696
Adjustment for Increase/Decrease in Short - Term Borrowings	-	16,619,373
Adjustment for Increase/Decrease in Trade Payable	-	(10,241,452)
Adjustment for Increase/Decrease in Other Current Liabilities	(75,522)	69,481
Adjustment for Provisions	-	(15,660)
Total Adjustment For Working Capital (B)	(75,522)	15,882,444
Total Adjustment to reconcile profit (A+B)	(75,522)	15,882,444
Net Cash flow from (Used in) operation	(76,435)	(22,395,840)
Income Tax Paid/ Refund	-	-
Net Cash flow from (Used in) operation before Extra Ordinary Items	(76,435)	(22,395,840)
Proceeds from Extra Ordinary Items	-	-
Payment for Extra Ordinary Item	-	-
Net Cash flow From operating Activities	(76,435)	(22,395,840)
Cash Flows from Investing Activities		
Adjustment for Increase/Decrease in Other Non Current Assets	-	-
Adjustment for Increase/Decrease in Equity Instruments		
Adjustment for Increase/Decrease in Investments	-	24,475,359
Adjustment for Increase/Decrease in Fixed Assets		
Net Cash flow from (Used in) in Investing Activities before Extra Ordinary Items	-	24,475,359
Proceeds from Extra Ordinary Items	-	-
Payment for Extra Ordinary Item	-	-
Net Cash flow from (Used in) in Investing Activities	-	24,475,359
Cash Flows from Financial Activities		
Proceeds From Issuing Shares		
Redemption of Preference Share	-	-
Proceeds from other Equity Instruments	-	
Net Proceeds From Borrowing	-	-
Repayment Of Borrowing	7,000	(2,362,123)
Net Cash flow from (Used in) in Financial Activities before Extra Ordinary Items	7,000	(2,362,123)
Proceeds from Extra Ordinary Items	-	-
Payment for Extra Ordinary Item	-	-
Net Cash flow from (Used in) in Financial Activities	7,000	(2,362,123)
Net increase (decrease) in cash and cash equivalents before effect of exchange rate changes	(69,435)	(282,604)
Effect of exchange rate change on cash and cash equivalents	-	-
Net increase (decrease) in cash and cash equivalents	(69,435)	(282,604)
Cash and cash equivalents at beginning of period	103,143	385,747
Cash and cash equivalents at end of period	33,708	103,143

For Hipoline Commerce Private Limited

Akash Agarwal
Director
DIN - 02015012
UDIN: 20076601AAAAEB6099
Place : Surat
Date : 25/11/2020

Shree Raman
Director
DIN - 07967646

As per our report of even date
For S S M U & Co.
Chartered Accountants

(CA. Manish Jajoo)
Partner
M. No. 076601
FRN . 119340W

S S M U & CO. M. No. 076601 SURAT Chartered Accountants

M. C. Jagwayan & Co.
Chartered Accountants

46, Kali Krishna Tagore Street, 2nd Floor
Kolkata - 700 007, Phone : 2259 2076 / 5650 / 6731
e-mail : mcj1974.co@gmail.com

AUDIT REPORT

We report that the audit of **LEXI EXPORTS PRIVATE LTD.** of 207 Maharshi Devendra Road, Room no-27,1st floor Kolkata – 700 007. [PAN: AAACL4344F] was conducted by us and we annex hereto a copy each of :

a) the audited Profit and Loss Account for the period from 01.04.2020 to 30.09.2020;
b) the audited Balance Sheet as at 30th September,2020 and
c) schedules annexed to the Profit and Loss Account and Balance Sheet.

In our opinion and to the best of our information and according to explanations given to us, the particulars given are true and correct.

Signed in terms of our
attached report of even date

M.C.Jagwayan
Proprietor
M.No:15515

M. C. JAGWAYAN & CO. KOLKATA Chartered Accountants

For and on behalf of
M.C.Jagwayan & Co.
Chartered Accountants
Firm Reg. No. 309038E
UDIN: 20155155AAAAB1475

Kolkata : The 30 day of Nov. ,2020.

LEXI EXPORTS PRIVATE LIMITED

Balance Sheet as at 30th Sept, 2020

	Particulars	Note No.	As at 30 Sept, 2020 Amount in ₹
A	**EQUITY AND LIABILITIES**		
1	**Shareholders' funds**		
	(a) Share capital	1	1,429,670.00
	(b) Reserves and surplus	2	215,243,161.37
	(c) Money received against share warrants		
			216,672,831.37
2	**Share application money pending allotment**		-
3	**Non-current liabilities**		
	(a) Long-term borrowings		-
	(b) Deferred tax liabilities (net)		-
	(c) Other long-term liabilities		-
	(d) Long-term provisions	3	17,057.00
			17,057.00
4	**Current liabilities**		
	(a) Short-term borrowings		-
	(b) Trade payables		-
	(c) Other current liabilities	4	23,600.00
	(d) Short-term provisions		-
			23,600.00
	TOTAL		**216,713,488.37**
B			
1	**ASSETS**		
	Non-current assets		
	(a) Property, Plant and Equipment:		-
	(b) Non-current investments	5	209,435,433.98
	(c) Deferred Tax assets		-
	(c) Long-term loans and advances	6	37,886.00
	(d) Other non-current assets		-
2			209,473,319.98
	Current assets		
	(a) Current investments		-
	(b) Inventories		-
	(c) Trade receivables		-
	(d) Cash and cash equivalents	7	72,496.38
	(e) Short-term loans and advances	8	7,167,668.00
	(f) Other current assets	9	64.01
			7,240,168.39
	TOTAL		**216,713,488.37**

The accompanying notes are an integral part of the financial statements

Signed in terms of our attached report of even date

LEXI EXPORTS PVT. LTD.

Director

LEXI EXPORTS PVT. LTD.

Director

M.C.Jagwayan
Proprietor
M.No: 015515

For and on behalf of
M.C.Jagwayan & Co.
Chartered Accountants
Firm Reg. No.: 309038E
UDIN: 20015515AAAABA1475

Place: Kolkata
Dated : The 30th day of Nov. 2020.

LEXI EXPORTS PRIVATE LIMITED

Statement of Profit and Loss for the period 01.04.2019 to 30.09.2020

	Particulars	Note No.	For the period ended 30 Sept, 2020 Amount in ₹
	CONTINUING OPERATIONS		
1	Revenue from operations (gross)		-
	Less: Excise duty		-
	Revenue from operations (net)		-
2	Other income		-
3	Total revenue (1+2)		-
4	**Expenses**		
	(a) Cost of materials consumed		-
	(b) Purchases of stock-in-trade		-
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade		-
	(d) Employee benefits expense	10	72,000.00
	(e) Finance costs		-
	(f) Depreciation and amortisation expense		-
	(g) Other expenses	11	5,865.24
	(h) Provision for Standard Assets		-
	Total expenses		77,865.24
5	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		(77,865.24)
6	Exceptional items		-
7	Profit / (Loss) before extraordinary items and tax (5 ± 6)		(77,865.24)
8	Extraordinary items		-
9	Profit / (Loss) before tax (7 ± 8)		(77,865.24)
10	Tax expense:		
	(a) Current tax expense for current year		-
	(b) (Less): MAT credit (where applicable)		-
	(c) Current tax expense relating to prior years		-
	(d) Net current tax expense		-
	(e) Deferred tax		
11	Profit/(Loss) after Tax (9 +10)		(77,865.24)
12	Transferred to Statutory Reserve Fund (20%)		
A	Profit/(Loss) from continuing operations (11 ±12)		(77,865.24)

Contd..../2

LEXI EXPORTS PVT. LTD.

Director

M. C. JAGWAYAN & CO. KOLKATA Chartered Accountants

LEXI EXPORTS PVT. LTD.

Director

LEXI EXPORTS PRIVATE LIMITED

Statement of Profit and Loss for the period 01.04.2019 to 30.09.2020

	Particulars	Note No.	For the period ended 30 Sept, 2020 Amount in ₹
	DISCONTINUING OPERATIONS		
13.I	Profit / (Loss) from discontinuing operations (before tax)		-
13.II	Add / (Less): Tax expense of discontinuing operations		-
B	**Profit / (Loss) from discontinuing operations (13I+13II)**		
C	**Profit/(loss) for the year (A+B)**		(77,665.24)
D	Earnings per share (of ₹10/- each):		
	(a) Basic		
	(I) Continuing operations		(0.54)
	(II) Total operations		(0.54)
	(b) Diluted		
	(I) Continuing operations		(0.54)
	(II) Total operations		(0.54)

The accompanying notes are an integral part of the financial statements

Signed in terms of our attached report of even date

M.C.Jagwayan
Proprietor
M.No: 015515

For and on behalf of:
M.C.Jagwayan & Co.
Chartered Accountants
Firm Reg. No.: 309038E
UDIN: 20015515AAAABA1475

M. C. JAGWAYAN & CO. KOLKATA Chartered Accountants

Place: Kolkata
Dated : The 30th day of Nov. 2020.

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PVT. LTD.
Director

LEXI EXPORTS PRIVATE LIMITED

Notes forming part of the financial statements

Note 1: Share capital

Particulars	30 Sept, 2020 Amount in ₹
(a) Authorised Shares #	
34,30,000 Equity Shares of ₹ 10/- each	34,300,000.00
	34,300,000.00
(b) Issued ,Subscribed & Fully Paid-up Shares	
1,42,967 Equity Shares of ₹ 10/- Each Fully Paid-up	1,429,670.00
Total Issued, Subscribed & Fully Paid-up Share Capital	**1,429,670.00**

The authorised capital of the company has not yet been updated on Ministry of Corporate Affairs website as the authorised capital of the company as per MCA website is Rs.3,30,00,000 .The management is still pursuing this matter with MCA officials.

a) Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	30 Sept, 2020	
	No. of shares	Amount in ₹
At the beginning of the period	142,967.00	1,429,670.00
Add: Alloted during the year.	-	-
Less: Cancellation during the year.	-	-
Outstanding at the end of the period	**142,967.00**	**1,429,670.00**

c) Details of shareholders holding more than 5% shares in the Company

Equity shares of ₹ 10/- each fully paid up	30 Sept, 2020	
	No. of shares	% holding
Shweta Gupta	62,917	44.01%
Ashwin Gupta	80,050	55.99%

LEXI EXPORTS PVT. LTD.

Director

LEXI EXPORTS PVT. LTD.

Director

H.C. JAGNAYAN & CO. KOLKATA Chartered Accountants

LEXI EXPORTS PRIVATE LIMITED

Notes forming part of the financial statements

Note 2: Reserves and surplus

Particulars		30 Sept, 2020 Amount in ₹
Securities premium amount		
Opening Balance		190,724,000.00
Premium on shares issued during the year		-
	(A)	190,724,000.00
Statutory Reserve Fund		
Opening Balance		1,720,286.72
Add:Transfer from surplus in statement of profit and loss		-
	(B)	1,720,286.72
Capital Reserve		
Opening Balance		15,301,080.00
Add: During the Year		-
	(C)	15,301,080.00
Surplus/(Deficit) in the statement of profit and loss		
Balance as per the last financial statements		7,575,659.89
Profit/(Loss) for the year		(77,865.24)
Less:Transfer to Statutory reseve		-
Net Surplus/(Deficit) in the statement of profit and loss	(D)	7,497,794.65
Total (A + B + C+D)		215,243,161.37

Note 3 : Long Term Provisions

Particulars		30 Sept, 2020 Amount in ₹
Contingent Provision against Standard Assets (As per RBI Directions)		17,057.00
	Total	17,057.00

LEXI EXPORTS PVT. LTD.

Director

LEXI EXPORTS PVT. LTD.

Director

M. C. JAGHAYAN & CO. KOLKATA Chartered Accountants

LEXI EXPORTS PRIVATE LIMITED

Notes forming part of the financial statements

Note 4 : Other current liabilities

Particulars	30 Sept, 2020 Amount in ₹
Audit Fees Payable	23,600.00
Total	23,600.00

Note 5 : Non - Current Investment

Particulars	30 Sept, 2020 Amount in ₹
Investment in Equity Shares	
Quoted Shares	
Gallant Metal Ltd. (1,19,30,679 shares)	209,435,433.98
Total	209,435,433.98

Note 6 : Long Term Loans and Advances

Particulars	30 Sept, 2020 Amount in ₹
Loans and advances to other than related parties	
Unsecured, considered good	
Advance Income tax & TDS (net of provisions 4,03,515 as at 31 March ,2020)	37,886.00
Total	37,886.00

Note 7 : Cash and cash equivalents

Particulars	30 Sept, 2020 Amount in ₹
(a) Cash on hand	3,713.33
(b) Balances with bank	
(i) In Current Account with Tamilnad Mercantile Bank Ltd.	58,183.05
(i) In Current Account with Development Credit Bank	10,600.00
Total	72,496.38

LEXI EXPORTS PVT. LTD.

Director

LEXI EXPORTS PVT. LTD.

Director

JAGWAYAN & CO. KOLKATA Chartered Accountants

LEXI EXPORTS PRIVATE LIMITED

Notes forming part of the financial statements

Note 8 : Short-term loans and advances

Particulars	30 Sept, 2020 Amount in ₹
Loans: Other than related parties (Unsecured, considered good)	
Ganesh Laxmi Processors Pvt Ltd	4,094,247.00
Charchit Creation Ltd.	2,628,361.00
Loan: Related parties (Unsecured, considered good)	
Ashwin Gupta	445,000.00
Total	7,167,608.00

Note 9 : Other Current Assets

Particulars	30 Sept, 2020 Amount in ₹
Motilal Oswal Securities	64.01
Total	64.01

Note 10 : Employee Benefits Expense

Particulars	30 Sept, 2020 Amount in ₹
Salaries and wages	72,000.00
Total	72,000.00

Note 11 : Other Expenses

Particulars	30 Sept, 2020 Amount in ₹
Bank Charges	139.24
Demat Charges	1,824.00
General Expenses	1,901.00
Printing & Stationery	2,001.00
Total	5,865.24

LEXI EXPORTS PVT. LTD.

Director

M. L. JAGWAYAN & CO. KOLKATA Chartered Accountants

LEXI EXPORTS PVT. LTD.

Director

[redacted]

37/1, Maharshi Devendra Road, Kolkata - 700 006, Mobile : 98744 25970, E-mail : ayush6000@yahoo.co.in

AUDIT REPORT

I report that the audit of **RICHIE CREDIT AND FINANCE PRIVATE LTD.** of 207 Maharshi Devendra Road, Room No-27,1st floor Kolkata – 700 007. [PAN: AACCC4623J] was conducted by me and I annex hereto a copy each of :

a) the audited Profit and Loss Account for the period from 01.04.2020 to 30.09.2020;
b) the audited Balance Sheet as at 30th September,2020 and
c) schedules annexed to the Profit and Loss Account and Balance Sheet.

In my opinion and to the best of my information and according to explanations given to me, the particulars given are true and correct.

Signed in terms of my attached report of even date

AYUSH AGARWAL KOLKATA Chartered Accountant

Ayush Agarwal
Chartered Accountant
M. No: 067712
UDIN: 20067712AAAA08372

Kolkata: The 30th day of Nov. , 2020

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Balance Sheet as at 30th Sept, 2020

	Particulars	Note No.	As at 30th Sept, 2020 Amount in ₹
A	**EQUITY AND LIABILITIES**		
1	**Shareholders' funds**		
	(a) Share capital	1	1,020,000.00
	(b) Reserves and surplus	2	141,386,281.33
	(c) Money received against share warrants		-
			142,406,281.33
2	**Share application money pending allotment**		-
3	**Non-current liabilities**		
	(a) Long-term borrowings		-
	(b) Deferred tax liabilities (net)		-
	(c) Other long-term liabilities		-
	(d) Long-term provisions	3	22,146.00
			22,146.00
4	**Current liabilities**		
	(a) Short-term borrowings		-
	(b) Trade payables		-
	(c) Other current liabilities	4	20,000.00
	(d) Short-term provisions		-
			20,000.00
	TOTAL		142,448,427.33
B	**ASSETS**		
1	**Non-current assets**		
	(a) Fixed assets		-
	(b) Non-current investments	5	133,814,109.67
	(c) Long-term loans and advances	6	2,942.00
	(d) Other non-current assets		-
			133,817,051.67
2	**Current assets**		
	(a) Current investments		-
	(b) Inventories		-
	(b) Trade receivables		-
	(c) Cash and cash equivalents	7	2,285,149.66
	(d) Short-term loans and advances	8	6,346,226.00
	(e) Other current assets		-
			8,631,375.66
	TOTAL		142,448,427.33

The accompanying notes are an integral part of the financial statements

RICHIE CREDIT & FINANCE PVT. LTD.

Director

RICHIE CREDIT & FINANCE PVT. LTD.

Director

Signed in terms of my attached report of even date

AYUSH AGARWAL KOLKATA Chartered Accountant

Ayush Agarwal
Chartered Accountant
M.No: 067712
UDIN: 20067712AAAAA08372

Place: Kolkata
Dated : The 30th day of Nov', 2020.

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Statement of Profit & Loss for the period 01.04.2020 to 30.09.2020

	Particulars	Note No.	For the period ended 30th Sept, 2020 Amount in ₹
	CONTINUING OPERATIONS		
1	Revenue from operations (gross)		-
	Less: Excise duty		-
	Revenue from operations (net)		-
2	Other income		-
3	**Total revenue (1+2)**		-
4	**Expenses**		
	(a) Cost of materials consumed		-
	(b) Purchases of stock-in-trade		-
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade		-
	(d) Employee benefits expense	9	90,000.00
	(e) Finance costs		-
	(f) Depreciation and amortisation expense		-
	(g) Other expenses	10	52,423.43
	(h) Provision for Standard Assets		-
	Total expenses		**142,423.43**
5	**Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)**		(142,423.43)
6	Exceptional Items		-
7	**Profit / (Loss) before extraordinary items and tax (5 ± 6)**		(142,423.43)
8	Extraordinary items		-
9	**Profit / (Loss) before tax (7 ± 8)**		(142,423.43)
10	**Tax expense:**		
	(a) Current tax expense for current year		-
	(b) (Less): MAT credit (where applicable)		-
	(c) Current tax expense relating to prior years		-
	(d) Net current tax expense		-
	(e) Deferred tax		-
11	**Profit / (Loss) after tax (9 ± 10)**		(142,423.43)
12	Add / (Less): Transferred to Statutory Reserve(20%)		-
A	**Profit/(Loss) from continuing operations (11 ±12)**		(142,423.43)

AYUSH AGARWAL KOLKATA Chartered Accountant

RICHIE CREDIT & FINANCE PVT. LTD.

Director

Contd....../2

RICHIE CREDIT & FINANCE PVT. LTD.

Director

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Statement of Profit & Loss for the period 01.04.2020 to 30.09.2020

	Particulars	Note No.	For the period ended 30th Sept, 2020 Amount in ₹
	DISCONTINUING OPERATIONS		
11.I	Profit / (Loss) from discontinuing operations (before tax)		-
11.II	Add / (Less): Tax expense of discontinuing operations		-
B	Profit / (Loss) from discontinuing operations (11i+11ii)		-
C	Profit/(loss) for the year (A+B)		(142,423.43)
D	Earnings per share (of ₹10/- each):		
	(a) Basic		
	(i) Continuing operations		(1.40)
	(ii) Total operations		(1.40)
	(b) Diluted		
	(i) Continuing operations		(1.40)
	(ii) Total operations		(1.40)

The accompanying notes are an integral part of the financial statements

Signed in terms of my attached report of even date

AYUSH AGARWAL KOLKATA Chartered Accountant

Ayush Agarwal
Chartered Accountant
M.No: 067712
UDIN: 20067712AAAA08372

Place: Kolkata
Dated : The 30th day of Nov, 2020.

RICHIE CREDIT & FINANCE PVT. LTD.
Director

RICHIE CREDIT & FINANCE PVT. LTD.
Director

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Notes forming part of the financial statements

Note 1: Share capital

Particulars	30 Sept, 2020 Amount in ₹
(a) Authorised Shares	
35,10,000 Equity Shares of ₹ 10/- each	35,100,000.00
	35,100,000.00
(b) Issued ,Subscribed & Fully Paid-up Shares	
1,02,000 Equity Shares of ₹ 10/- each Fully Paid-up	1,020,000.00
Total Issued, Subscribed & Fully Paid-up Share Capital	1,020,000.00

a) Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	30 Sept, 2020	
	No. of shares	Amount in ₹
At the beginning of the period	102,000.00	1,020,000.00
Add: Alloted during the year.	-	-
Less: Cancellation during the year.	-	-
Outstanding at the end of the period	102,000.00	1,020,000.00

c) Details of shareholders holding more than 5% shares in the Company

Equity shares of Rs. 10/- each fully paid up	30 Sept, 2020	
	No. of shares	% holding
Ashwin Gupta	51,000	50.00%
Shweta Gupta	51,000	50.00%

RICHIE CREDIT & FINANCE PVT. LTD.

Director

RICHIE CREDIT & FINANCE PVT. LTD.

Director

AYUSH AGARWAL KOL Chartered Accountant

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Notes forming part of the financial statements

Note 2: Reserves and Surplus

Particulars	30 Sept, 2020 Amount in ₹
Securities premium amount	
Opening Balance	125,596,000.00
Premium on shares issued during the year	-
Total (A)	**125,596,000.00**
Special Statutory Reserve	
Opening Balance	944,345.36
Add: Created during the year	-
Total (B)	**944,345.36**
Capital Reserve	
Opening Balance	18,229,250.00
Add: During the Year	-
Total (C)	**18,229,250.00**
Surplus/(Deficit) in the statement of profit and loss	
Balance as per the last financial statements	(3,240,890.60)
Profit/(Loss) for the year	(142,423.43)
Net surplus/ (deficit) in the statement of profit and loss (D)	**(3,383,314.03)**
Total Reserve and Surplus (A + B+C+D)	**141,386,281.33**

Note 3 : Long Term Provisions

Particulars	30 Sept, 2020 Amount in ₹
Contingent Provision against Standard Assets	22,146.00
(As per RBI Directions dated 10.11.2014)	
Total	**22,146.00**

Note 4 : Other current liabilities

Particulars	30 Sept, 2020 Amount in ₹
Other payables	
Audit Fees Payable	20,000.00
Total	**20,000.00**

RICHIE CREDIT & FINANCE PVT. LTD.

Director

RICHIE CREDIT & FINANCE PVT. LTD.

Director

AYUSH AGARWAL KOLKATA Chartered Accountant

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Notes forming part of the financial statements

Note 5 : Non- Current Investments

Particulars	30 Sept, 2020 Amount in ₹
Non Trade Investment (valued at cost unless stated otherwise)	
Quoted Equity Instruments:-	
Gallant Metal Ltd (50,20,194 Shares)	133,258,784.67
Shallmar Product (70,000 shares)	555,325.00
Total	**133,814,109.67**

Note 6 : Long Term Loans and Advances

Particulars	30 Sept, 2020 Amount in ₹
Loans and advances to other than related parties	
Unsecured,considered good	2,942.00
Advance Income Tax & TDS (net provisions Rs.62301/- as at 31March,2020)	
Total	**2,942.00**

Note 7 : Cash and cash equivalents

Particulars	30 Sept, 2020 Amount in ₹
(a) Cash on hand	647,545.73
(b) Balances with banks	
(i) In current account with Oriental Bank of Commerce	1,627,573.93
(ii) In current account with Development Credit Bank	10,030.00
Total	**2,285,149.66**

RICHIE CREDIT & FINANCE PVT. LTD.

Director

RICHIE CREDIT & FINANCE PVT. LTD.

Director

AYUSH AGARWAL KOLKATA Chartered Accountant

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Notes forming part of the financial statements

Note 8 : Short Term Loans & Advances

Particulars	30 Sept, 2020 Amount in ₹
Loans: Other than related parties (Unsecured, considered good)	
Shahlon Silk Industries Ltd.	152,151.00
Ganesh Laxmi Processors Pvt Ltd.	5,718,845.00
Charchit Creations Ltd.	475,230.00
Total	6,346,226.00

Note 9 : Employee Benefit Expenses

Particulars	30 Sept, 2020 Amount in ₹
Salary	90,000.00
Total	90,000.00

Note 10 : Other Expenses

Particulars	30 Sept, 2020 Amount in ₹
Accounting Charges	12,500.00
Bank Charges	47.20
Demat Charges	6,781.23
General Exp.	13,890.00
Office Exp.	7,562.00
Postage & Stamp	1,511.00
Printing & Stationery	1,632.00
Travelling & Conveyance	8,500.00
Total	52,423.43

RICHIE CREDIT & FINANCE PVT. LTD.

Director

RICHIE CREDIT & FINANCE PVT. LTD.

Director

AYUSH AGARWAL * KOLKATA * Chartered Accountant

ANNEXURE - 10

Intelligent Money Managers Private Limited

Category I Merchant Banker
SEBI Regn No. INM000012169

CIN: U65923WB2010PTC156220
Website : www.imoney.co.in

To,
Board of Directors
Hipoline Commerce Private Limited
1, Crooked Lane, Second Floor,
Room Nos. 222 & 223, Kolkata – 700069.
W.B., India.

Subject: Certificate on adequacy and accuracy of disclosure of information in the Abridged Prospectus of Hipoline Commerce Private Limited, in pursuance of Amalgamation of Gallantt Ispat Limited ("GIL" or "Transferor Companies No. 1"), AAR Commercial Company Limited ("AAR" or "Transferor Companies No. 2"), Hipoline Commerce Private Limited ("HIPOLINE" or "Transferor Companies No. 3"), Lexi Exports Private Limited ("LEXI" or "Transferor Companies No. 4") and Richie Credit and Finance Private Limited ("RICHIE" or "Transferor Companies No. 5") (all the five Transferor Companies collectively referred to as the "Transferor Companies") with Gallantt Metal Limited ("Issuing Company"/ "GML" or "Transferee Company") and Slump Sale of 18 MW Power Plant of GIL to GML and their respective Shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Scheme")

Dear Sirs,

1. **Background:**

We, Intelligent Money Managers Private Limited, SEBI Registered Category-1, Merchant Bankers have been appointed by Hipoline Commerce Private Limited for the purpose of certifying the adequacy and accuracy of the disclosures made in Abridged Prospectus in compliance with Annexure I, Paragraph 3(a) of SEBI Circular Number CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") issued by Securities and Exchange Board of India in relation to the captioned Scheme.

2. **About Intelligent Money Managers Private Limited:**

Intelligent Money Managers Private Limited (hereinafter referred to as "IMMPL" or "we" or "us") is a Private Limited Company incorporated under the provisions of the Companies Act, 1956 with the Registrar of Companies, Kolkata is a Category 1 Merchant Banker registered with the Securities and Exchange Board of India (SEBI) with Registration No.: INM000012169.

3. **Scope and Purpose of the Certificate:**

SEBI vide Circular no. CFD/ DIL3/ CIR/2017/21 dated March 10, 2017 ("SEBI Circular") inter alia prescribed that the listed entity (in the present case "GML") shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme (in the present certificate, " HIPOLINE ") in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), in the explanatory statement or notice or proposal accompanying resolution to be passed, sent to the shareholders while seeking approval of the scheme. SEBI Circular further prescribes

Regd Office : Y.M.C.A. Building, 2nd Floor, 25, Jawaharlal Nehru Road, Kolkata 700 087
Ph No. : +91 33 4065 6289, Email : info@imoney.co.in

that the accuracy and adequacy of such disclosures shall be certified by a SEBI Registered Merchant Banker after following the due diligence process.

This certificate is being issued in compliance of above mentioned requirement under the SEBI Circular.

This certificate is restricted to meet the above mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations and statutes.

4. **Certification:**

We state and confirm as follows:

1) We have examined various documents and other materials made available to us in by the management of HIPOLINE in connection with finalization of Abridged Prospectus dated 03.03.2021 pertaining to HIPOLINE which will be circulated to the members HIPOLINE, GIL, AAR, LEXI, RICHIE, GML at the time of seeking their consent to the proposed Scheme of Arrangement HIPOLINE, GIL, AAR, LEXI, RICHIE, and GML as a part of explanatory statement to the notice.

2) On the basis of such examination and the discussion with the management of HIPOLINE, We confirm that:

   A. The information contained in the Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to HIPOLINE.

   B. The Abridged Prospectus contains applicable information pertaining to HIPOLINE as required in terms of SEBI Circular which, in our view is fair, adequate and accurate to enable the members to make an informed decision on the Proposed Arrangement.

5. **Disclaimer:**

Our scope of work did not include the following:-

- *An audit of the financial statements of* HIPOLINE.
- *Carrying out a market survey / financial feasibility for the Business of* HIPOLINE.
- *Financial and Legal due diligence of* HIPOLINE.

It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other that reviewing the consistency of such information, we have not to sought to carry out an independent verification, thereof.

We assume no responsibility and make no representations with respect to the accuracy or Completeness of any information provided by the management of HIPOLINE.

We do not assume any obligation to update, revise or reaffirm this certificate because of Events or transactions occurring subsequent to the date of this certificate.

We understand that the management of HIPOLINE during our discussions with them would have drawn our attention to all such information and matters, which may have impact on our Certificate.

The fee for our services is not contingent upon the result of the proposed arrangement.

The management of HIPOLINE, GIL, AAR , LEXI ,RICHIE , GML or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this certificate available to any party other than those required by statute for carrying out the limited purpose of this certificate. Our certificate is not, nor should it be constructed as our opinion or certification of the compliance of the proposed Scheme of arrangement with the provision of any law including Companies Act, taxation laws, capital market laws and related laws.

In no event, will IMMPL, its Directors and employees be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

For Intelligent Money Managers Private Limited

Intelligent Money Managers Pvt. Ltd. KOLKATA

Amit Kumar Mishra
Assistant Vice President
SEBI Regn. No.: INM000012169

Place: Kolkata
Dated: 03rd March, 2021

THIS IS AN ABRIDGED PROSPECTUS CONTAINING SALIENT FEATURES IN RESPECT OF THE SCHEME OF AMALGAMATION OF GALLANTT ISPAT LIMITED ("GIL" OR "TRANSFEROR COMPANIES NO. 1"), AAR COMMERCIAL COMPANY LIMITED ("AAR" OR "TRANSFEROR COMPANIES NO. 2"), HIPOLINE COMMERCE PRIVATE LIMITED ("HIPOLINE" OR "TRANSFEROR COMPANIES NO. 3"), LEXI EXPORTS PRIVATE LIMITED ("LEXI" OR "TRANSFEROR COMPANIES NO. 4") AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED ("RICHIE" OR "TRANSFEROR COMPANIES NO. 5") WITH GALLANTT METAL LIMITED ("ISSUING COMPANY"/"GML" OR "TRANSFEREE COMPANY") AND SLUMP SALE OF 18 MW POWER PLANT OF GIL TO GML AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER (HEREINAFTER REFERRED TO AS THE "SCHEME"). THIS IS AN ABRIDGED PROSPECTUS PREPARED TO COMPLY WITH THE REQUIREMENTS OF REGULATION 37 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015. YOU ARE ALSO ENCOURAGED TO READ THE GREATER DETAILS AVAILABLE IN THE SCHEME.

This document is prepared to comply with the requirement of Regulation 37 of the SEBI (LODR) Regulations, 2015 read with the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and is in accordance with the disclosures required to be made in the Abridged Prospectus as Provided in Part-E of Schedule VI of the SEBI (ICDR) Regulations, 2018, to the extent applicable.

HIPOLINE COMMERCE PRIVATE LIMITED
CIN: U51909WB1995PTC076045
Registered Office: — 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069
Email ID: raman3808@gmail.com
Telephone: +91-9903462248/ 09662953808

PROMOTER: DINESH RAGHUBIR PRASAD AGARWAL, AKASH DINESH KUMAR AGARWAL
ISSUE DETAILS, LISTING AND PROCEDURE
The Board Of Directors Of Gallant Ispat Limited, Hipoline Commerce Private Limited, AAR Commercial Limited, Lexi Exports Private Limited And Riche Credit And Finance Private Limited Consider And Approve the Draft Scheme Of Amalgamation And Slump Sales Providing For The Amalgamation of Gallant Ispat Limited, Hipoline Commerce Private Limited ,AAR Commercial Limited, Lexi Exports Private Limited And Riche Credit And Finance Private Limited With Gallantt Metal Limited and For The Slump Sale Of The Specified Power Plant Undertaking Of The Transferor Company, Gallant Ispat Limited to The Transferee Company. (As Defined In The Scheme) ("Scheme").
This document is prepared to comply with the requirement of Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with disclosures in Abridged Prospectus as provided in Part E of Schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendment thereof ("**SEBI ICDR Regulations**") (erstwhile Part D of Schedule VIII of the Securities and Exchange Board of India (issue of Capital and Disclosure Requirements) Regulations, 2009), to the extent applicable. GML is already listed on the BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE"). Similarly, GIL is also a listed Company with BSE and NSE. AAR is listed with BSE and The Calcutta Stock Exchange

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Limited ("CSE") (hereinafter collectively referred to the "Stock Exchanges"). Pursuant to the Scheme, there is no issue of equity shares to the public at large, except to the existing shareholders of Transferor Companies. The equity shares so issued would be listed on the Stock Exchanges under Regulation 19 of Securities Contracts (Regulation) Rules, 1957.

Therefore, the requirements with respect to GID (General Information Document) is not applicable and this abridged prospectus be read accordingly.

You may also download this Abridged Prospectus along with the Scheme as approved by the Board of Directors of the Transferor Companies and Transferee Company and the Audit Committees of the Transferor Company No. 1 and Transferor Company No. 2 and Transferee Company vide their resolution dated 18th January, 2020 and 25th May, 2020, respectively, and copy of the Fair Equity Share Exchange Ratio Report issued by Vikash Goel, Chartered Accountants dated 17th January, 2020 and Fairness Report issued by Intelligent Money Managers Private Limited dated 18th January, 2020 from the websites www.gallantt.com and also from the websites of the BSE Limited and The National Stock Exchange of India Limited where the equity shares issued pursuant to the Scheme are proposed to be listed i.e. www.bseindia.com; www.nseindia.com; respectively, A copy of the Abridged Prospectus shall be submitted to Securities and Exchange Board of India ("SEBI").

The Transferor Company No. 1 holds 3,94,62,895 Equity Shares the Transferee Company constituting 48.53% of the total paid up equity share capital of the Transferee Company. The Transferor Company No. 2 holds 4,97,48,760 Equity Shares of the Transferor Company No. 1 constituting 17.62% of the total paid up equity share capital of the Transferor Company No. 1. The Transferee Company holds 7,25,19,920 Equity Shares of the Transferor Company No. 1 constituting 25.683% of the total paid up equity share capital of the Transferor Company No. 1. The Transferor Company No. 3 holds 90,83,128 Equity Shares of the Transferee Company constituting 11.17% of the total paid up equity share capital of the Transferee Company. The Transferor Company No. 4 holds 1,19,30,679 Equity Shares the Transferee Company constituting 14.671% of the total paid up equity share capital of the Transferee Company. The Transferor Company No. 5 holds 50,20,194 Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 6.173% of the total paid up equity share capital of the Transferee Company.

Inter-corporate cross shareholdings shall stand cancelled under this Scheme.

Pursuant to the Scheme Issuing Company / Transferee Company shall issue and allot 22,54,55,517 new Equity Shares of Rs. 10/- each to the existing shareholders of Transferor Companies. The new Equity Shares to be issued by Issuing Company will be listed on BSE and NSE. Post Scheme no. of shares of the Issuing Company shall be 24,12,80,945 of Rs. 10/- each fully paid up.

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Mr. Vikash Goel, Registered Valuer, Registration No. IBBI/RV/01/2018/10339 has submitted a report dated 17.01.2020 and recommended a fair equity share exchange ratio as follows:

- 13 (Thirteen) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Rs. 1/- each fully paid-up held by such member in the Transferor Company No. 1.

- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No.2.

- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.

- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.

- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up such member in the Transferor Company No. 5.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the equity of the Issuing Company unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this Abridged Prospectus carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Issuing Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus.

Specific attention of the investors is invited to the section "Internal Risk Factors" at page 9 of this Abridged Prospectus.

GENERAL INFORMATION:

MERCHANT BANKER

Intelligent Money Managers Private Limited

Address: YMCA Building, 2nd Floor, 25, Jawaharlal Nehru Road, Kolkata-700 087, W.B.

Telephone No: +9133 4065 6289

Email: info@imoney.co.in

Website: www.imoney.co.in

CIN: U65923W82010PTC156220

SEBI Registration Number: INM000012169

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STATUTORY AUDITORS OF THE COMPANY

S S M U & Co., Chartered Accountants
Address: 201, 2nd Floor, Ratnadeep, Above 24 Carat Sweets Shop, Ring Road, Surat-395002, Gujarat.
Tel.: 8141569797
Email id: mpjajoo@gmail.com
FRN: 119340W

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PROMOTER OF HIPOLINE COMMERCE PRIVATE LIMITED

Mr. Dinesh Raghubir Prasad Agarwal and Mr. Akash Dinesh kumar Agarwal are the promoters of Hipoline Commerce Private Limited.

Mr. Dinesh Raghubir Prasad Agarwal, a promoter of the Company having experience of 32 years in the steel industry, textile and NBFC businesses, having Income Tax PAN AAKPA8079K. He is a Commerce Graduate. Mr. Dinesh Raghubir Prasad Agarwal is involved in the operations of the steel manufacturing facility of the Transferee Company. He was involved in setting up of the operations of the Transferee Company and has been instrumental in the implementation of technological advances made in the manufacturing processes of the Transferee Company. During this period and under his Directorship, the Transferee 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 Transferee Company. Mr. Dinesh Raghubir Prasad Agarwal supervises the operation and functioning of steel and power plants; besides he supervises Purchase and procurement departments of the Transferee Company. He is aged about 56 years.

Mr. Akash Dinesh kumar Agarwal, a commerce graduate, is one of the promoters of Hipoline and also appointed as a Director of the Company since 16-04-2008. He has more than 10 years of experience in the field of Accounts, Taxation, Administration, NBFCs etc. He looks after all areas of operations of the Company. He is aged about 32 years having Income Tax Pan AKGPA9464Q.

Other than the above Smt. Sunita Dinesh Agarwal belongs to the Promoter Group of Hipoline.

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BUSINESS MODEL/ BUSINESS OVERVIEW AND STRATEGY

Overview

Hipoline Commerce Private Limited (HIPOLINE) is an Unlisted Private Limited Company incorporated under the Companies Act, 1956. The Registered Office of the Company is located at 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata – 700069, West Bengal. HIPOLINE being a NBFC company is registered with the Reserve Bank of India as a Non-Banking Finance Company vide Registration No. B. 05. 03563.

Mr. Raj Narayan Singh, Mr. N. Mahto and Mr. Sudip Mukherjee are the initial subscribers to the Memorandum and Articles of Association. Currently, the Authorised Share Capital of Hipoline is Rs. 4,72,83,000 divided into 47,28,300 Equity Shares of Rs.10/- each. The Issued, Subscribed and Paid-up Share Capital of Hipoline is 2,12,63,100/- divided into 21,26,310 Equity Shares of Rs. 10/- each. HIPOLINE is engaged in the business of Investment, Financing, advancing loan and making inter-corporate loan and investments.

BOARD OF DIRECTORS

The details of the Board of Directors of Hipoline Commerce Private Limited are as below:

SR. No.	Name	Designation	Experience including current / past position held in other firms
1.	Akash Dineshkumar Agarwal	Director	Mr. Akash Dineshkumar Agarwal, a commerce graduate having more than 10 years of rich experience in the field of Accounts, Taxation, Administration, NBFCS etc. He looks after all areas of operations of the Company. He was also associated with the Transferee Company as a Senior Marketing Executive. He posses rich experience in marketing also.
2.	Sunita Dinesh Agarwal	Director	Mrs. Sunita Dinesh Agarwal is an arts graduate having more than 20 years of rich experience in the field of Administration, Human Resources, etc.
3.	Shree Raman	Director	Mr. Shree Raman is an arts graduate having more than 15 years of rich experience in the field of Marketing, Administration, Finance, etc.

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OBJECT OF THE ISSUE

To amalgamate with a listed company:

Hipoline Commerce Private Limited is the Promoter Shareholder of the Transferee Company and holding 11.169 % shares in the Transferee Company and the proposed amalgamation will bring into advantages of clarifying and making transparent shareholding of the Transferee Company.

The brief of the rationale for the Scheme is as follows:

i. The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same way, The Transferor Company 1 is a pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR.

ii. The Transferor Company No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

iii. The Transferor Company No. 2 has plan to enter new business and to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Company No. 1. The Transferor Company No. 1 is also inter alia engaged in the business of real estate. The Transferor Company 2 holds significant portion (17.62%) of the equity share capital of the Transferor Company No. 1. The amalgamation into the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

iv. Transferor Company No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Company No. 3 with the Transferee Company would result in clarifying and making transparent the shareholding of the Transferee Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

v. The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

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vi. The amalgamation particularly of the Transferor Company No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

vii. The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

viii. The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

ix. The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

x. The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well. This will result into reduced combined paid-up capital leading to higher earnings per share.

xi. The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Company No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

xii. In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power Plant Undertaking of Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

A. Cost of the project: **Nil;**
B. Means of financing: **Nil;**
C. Schedule of Deployment of Issue proceeds: **Not Applicable;**

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D. Name of Appraising Agency: **Not Applicable;**
E. Name of Monitoring Agency: **Not Applicable.**
F. Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issues, if any, of the Company in the preceding 10 years- **Not Applicable.**
G. Terms of Issuance of Convertible Security, if any- **Not Applicable.**

SHAREHOLDING PATTERN

The aggregate Shareholding of each of the categories as prescribed in terms of Regulation 31 of the SEBI (LODR) Regulations, 2015 is as follows:

Sr. No.	Particulars	Pre-amalgamation No. of Equity Shares	% of holding of Pre-amalgamation	Post-amalgamation No. of Equity Shares	% of holding of Post-amalgamation
(A)	Promoter & Promoter Group	20,51,310	96.473	Nil	Nil
(B)	Non-Promoter Group - Public Shareholding	75,000	3.527	Nil	Nil
	TOTAL (A + B)	21,26,310	100.000	Nil	Nil

Number/amount of equity shares proposed to be sold by selling shareholders, if any — **Not Applicable**

RESTATED AUDITED FINANCIALS

(Rs. In Lakhs except otherwise stated)

Particulars	Latest stub period 30.09.2020	FY 2020	FY 2019	FY 2018	FY 2017	FY 2016
Revenue from Operations (Net)	0.07	2,568.72	554.56	40.66	33.54	2.66
Net Profit / (Loss) before tax and extra-ordinary items	(0.01)	(382.78)	(259.03)	39.58	33.17	1.09
Net Profit / (Loss) after tax and extra-ordinary items	(0.01)	(382.78)	(259.03)	28.48	23.52	0.86
Equity Share Capital	212.63	212.63	212.63	422.71	422.71	422.71
Reserves & Surplus	3155.48	3,155.48	3,539.42	2,840.78	2812.30	2,788.78
Net Worth	3368.11	3,368.12	3,752.05	3,263.50	3235.02	3,211.50

Basic Earnings Per Share (in Rs.)	(0.00)	(18.00)	(12.18)	0.67	0.56	0.02
Diluted Earnings Per Share (in Rs.)	(0.00)	(18.00)	(12.18)	0.67	0.56	0.02
Return on Net Worth (%)	(0.00)	(11.36)	(6.90)	0.87	0.73	0.03
Net Asset Value Per Share	158.40	158.40	176.46	77.20	76.53	75.97

INTERNAL RISK FACTORS

1. The Scheme of Amalgamation is subject to approval of (i) shareholders of both the Transferor and Transferee Companies (ii) creditors of both the Transferor and Transferee Companies (iii) National Company Law Tribunal in accordance with Section 230-232 of the Companies Act, 2013 and (iv) in-principle and final approvals from the Stock Exchange for listing and trading of new issued equity shares. In case of any of these required approvals or sanctions not received, the Scheme will not be completed.

2. At present, HIPOLINE holds 90,83,128 equity shares in the Transferee Company representing 11.169 % of the paid-up equity capital of the Transferee Company. Any adverse impact on the industries of which investment held by HIPOLINE, also have bearing on the performance of HIPOLINE.

3. Any slowdown in the growth of Indian economy or future volatility in the global financial market, could also adversely affect the business.

4. If we are unable to manage the synergies arising out of consolidation of business, our post-amalgamation consolidated business, cashflows, financial condition and prospects may be adversely affected.

5. If we are unable to accurately forecast our business, cash flows, financial condition and prospects may be adversely affected.

SUMMARY OF OUTSTANDING LITIGATONS, CLAIMS AND REGULATORY ACTION

1. Total number of outstanding litigations against the Company and amount involved - **There are no litigations pending against the Company.**
2. Brief details of top 5 material outstanding litigations against the Company and amount involved - **NIL**
3. Regulatory Action, if any, disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any - **NIL**
4. Brief details of outstanding criminal proceedings against Promoter - **NIL**

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OTHER INFORMATIONS

A. The disclosure under the Heading " IPO Grading", Stating all the grades obtained for the initial public offer, along with the summary of rationale or description furnished by the credit rating agency(ies) for each of the grades obtained. Particulars of Grading Agency, Grades Assigned and assessment: **Not Applicable;**

B. Any special tax benefits (if any) for the issuer/project and its shareholders: **Nil;**

C. Eligibility of the Issue: **It is pursuant to the Scheme;**

D. Expert opinion obtained, if any, except of Auditors and IPO Grading Agencies: **Valuation Report;**

E. Material Contracts and Documents for Inspection:-
   1. Memorandum & Articles of Association of the Company;
   2. Financial Statements of the Company;
   3. Composite Scheme of Arrangement;
   4. Valuation Report;
   5. Fairness Opinion taken pursuant to the Scheme.

F. Time and Place of Inspection of material contracts: Copies of the above-mentioned documents are available for inspection at the registered office of the Company on all working days from the date of Abridged Prospectus until the date of listing approval;

G. Price information of past issues during last current financial year and two financial years proceeding the current financial year: **Not Applicable.**

DECLARATION:

We hereby declare that all the relevant provisions of the Companies Act, 1956, the Companies Act 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Abridged

Prospectus is contrary to the provisions of the Companies Act, 1956 and Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Part-E of Schedule VI of the SEBI (ICDR) Regulations, 2018,to the extent applicable, has been complied and no statement made in this document is

Contrary to the provisions to the said SEBI Circular and SEBI Regulations. We further certify that all statement in this document is true and correct.

By Order of the Board of Hipoline Commerce Private Limited

HIPOLINE COMMERCE PRIVATE LIMITED

Director

Akash Dinesh kumar Agarwal
Director
DIN: 02015012

HIPOLINE COMMERCE PRIVATE LIMITED

Director

Shree Raman
Director
DIN: 07967646

Date: 03.03.2021
Place: Kolkata

To,
Board of Directors
Lexi Exports Private Limited
207, Maharshi Devendra Road,
1st Floor, Room No. 27,
Kolkata – 700007
W.B., India.

Subject: Certificate on adequacy and accuracy of disclosure of information in the Abridged Prospectus of Lexi Exports Private Limited, in pursuance of Amalgamation of Gallantt Ispat Limited ("GIL" or "Transferor Companies No. 1"), AAR Commercial Company Limited ("AAR" or "Transferor Companies No. 2"), Hipoline Commerce Private Limited ("HIPOLINE" or "Transferor Companies No. 3"), Lexi Exports Private Limited ("LEXI" or "Transferor Companies No. 4") and Richie Credit and Finance Private Limited ("RICHIE" or "Transferor Companies No. 5") (all the five Transferor Companies collectively referred to as the "Transferor Companies") with Gallantt Metal Limited ("Issuing Company"/ "GML" or "Transferee Company") and Slump Sale of 18 MW Power Plant of GIL to GML and their respective Shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Scheme")

Dear Sirs,

1.Background:

We, Intelligent Money Managers Private Limited, SEBI Registered Category-I, Merchant Bankers have been appointed Richie Credit & Finance Private Limited for the purpose of certifying the adequacy and accuracy of the disclosures made in Abridged Prospectus in compliance with Annexure I, Paragraph 3(a) of SEBI Circular Number CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") issued by Securities and Exchange Board of India in relation to the captioned Scheme.

2.About Intelligent Money Managers Private Limited:

Intelligent Money Managers Private Limited (hereinafter referred to as "IMMPL" or "we" or "us") is a Private Limited Company incorporated under the provisions of the Companies Act, 2013 with the Registrar of Companies, Kolkata is a Category 1 Merchant Banker registered with the Securities and Exchange Board of India (SEBI) with Registration No.: INM000012169.

3.Scope and Purpose of the Certificate:

SEBI vide Circular no. CFD/ DIL3/ CIR/2017/21 dated March 10, 2017 ("SEBI Circular) inter alia prescribed that the listed entity (in the present case "GML") shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme (in the present certificate, " LEXI ") in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR

Regulations"), in the explanatory statement or notice or proposal accompanying resolution to be passed, sent to the shareholders while seeking approval of the scheme. SEBI Circular further prescribes that the accuracy and adequacy of such disclosures shall be certified by a SEBI Registered Merchant Banker after following the due diligence process.

This certificate is being issued in compliance of above mentioned requirement under the SEBI Circular.

This certificate is restricted to meet the above mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations and statutes.

4. Certification:

We state and confirm as follows:

1) We have examined various documents and other materials made available to us in by the management of LEXI in connection with finalization of Abridged Prospectus dated 03.03.2021 pertaining to LEXI which will be circulated to the members of LEXI, RICHIE, HIPOLINE, GIL, AAR, GML at the time of seeking their consent to the proposed Scheme of Arrangement among LEXI, RICHIE, HIPOLINE, GIL, AAR, GML as a part of explanatory statement to the notice.

2) On the basis of such examination and the discussion with the management of LEXI, We confirm that:

   A. The information contained in the Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to LEXI.

   B. The Abridged Prospectus contains applicable information pertaining to LEXI as required in terms of SEBI Circular which, in our view is fair, adequate and accurate to enable the members to make an informed decision on the Proposed Arrangement.

5. Disclaimer:

Our scope of work did not include the following:-

- *An audit of the financial statements of* LEXI.
- *Carrying out a market survey / financial feasibility for the Business of* LEXI.
- *Financial and Legal due diligence of* LEXI.

It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other that reviewing the consistency of such information, we have not to sought to carry out an independent verification, thereof.

We assume no responsibility and make no representations with respect to the accuracy or Completeness of any information provided by the management of LEXI.

We do not assume any obligation to update, revise or reaffirm this certificate because of Events or transactions occurring subsequent to the date of this certificate.

We understand that the management of LEXI during our discussions with them would have drawn our attention to all such information and matters, which may have impact on our Certificate.

The fee for our services is not contingent upon the result of the proposed arrangement.

The management of LEXI, RICHIE , HIPOLINE, GIL, AAR , GML or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this certificate available to any party other than those required by statute for carrying out the limited purpose of this certificate. Our certificate is not, nor should it be constructed as our opinion or certification of the compliance of the proposed Scheme of arrangement with the provision of any law including Companies Act, taxation laws, capital market laws and related laws.

In no event, will IMMPL, its Directors and employees be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

For Intelligent Money Managers Private Limited

Amit Kumar Mishra
Assistant Vice President
SEBI Regn. No.: INM000012169

Place: Kolkata
Dated: 03rd March, 2021

THIS IS AN ABRIDGED PROSPECTUS CONTAINING SALIENT FEATURES IN RESPECT OF THE SCHEME OF AMALGAMATION OF GALLANTT ISPAT LIMITED ("GIL" OR "TRANSFEROR COMPANIES NO. 1"), AAR COMMERCIAL COMPANY LIMITED ("AAR" OR "TRANSFEROR COMPANIES NO. 2"), HIPOLINE COMMERCE PRIVATE LIMITED ("HIPOLINE" OR "TRANSFEROR COMPANIES NO. 3"), LEXI EXPORTS PRIVATE LIMITED ("LEXI" OR "TRANSFEROR COMPANIES NO. 4") AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED ("RICHIE" OR "TRANSFEROR COMPANIES NO. 5") WITH GALLANTT METAL LIMITED ("ISSUING COMPANY"/"GML" OR "TRANSFEREE COMPANY") AND SLUMP SALE OF 18 MW POWER PLANT OF GIL TO GML AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER (HEREINAFTER REFERRED TO AS THE "SCHEME"). THIS IS AN ABRIDGED PROSPECTUS PREPARED TO COMPLY WITH THE REQUIREMENTS OF REGULATION 37 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015. YOU ARE ALSO ENCOURAGED TO READ THE GREATER DETAILS AVAILABLE IN THE SCHEME.

This document is prepared to comply with the requirement of Regulation 37 of the SEBI (LODR) Regulations, 2015 read with the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and is in accordance with the disclosures required to be made in the Abridged Prospectus as Provided in Part-E of Schedule VI of the SEBI (ICDR) Regulations, 2018, to the extent applicable.

LEXI EXPORTS PRIVATE LIMITED
CIN: U51909WB1993PTC058926
Registered Office: 207, Maharshi Devendra Road, 1st Floor, Room No. 27, Kolkata – 700007, WB
Email ID: guptaashwin78@yahoo.co.in
Telephone: +91-9903462248/ 09825140615

PROMOTER: ASHWIN GUPTA, SHWETA GUPTA
ISSUE DETAILS, LISTING AND PROCEDURE
The Board Of Directors Of Gallant Ispat Limited, Hipoline Commerce Private Limited, AAR Commercial Limited, Lexi Exports Private Limited And Riche Credit And Finance Private Limited Consider And Approve the Draft Scheme Of Amalgamation And Slump Sales Providing For The Amalgamation Of Gallant Ispat Limited, Hipoline Commerce Private Limited, AAR Commercial Limited, Lexi Exports Private Limited And Riche Credit And Finance Private Limited With Gallantt Metal Limited and For The Slump Sale Of The Specified Power Plant Undertaking Of The Transferor Company, Gallant Ispat Limited to The Transferee Company. (As Defined In The Scheme) ("Scheme").
This document is prepared to comply with the requirement of Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with disclosures in Abridged Prospectus as provided in Part E of Schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendment thereof ("**SEBI ICDR Regulations**") (erstwhile Part D of Schedule VIII of the Securities and Exchange Board of India (issue of Capital and

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Disclosure Requirements) Regulations, 2009), to the extent applicable. GML is already listed on the BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE"). Similarly, GIL is also a listed Company with BSE and NSE. AAR is listed with BSE and The Calcutta Stock Exchange Limited ("CSE") (hereinafter collectively referred to the "Stock Exchanges"). Pursuant to the Scheme, there is no issue of equity shares to the public at large, except to the existing shareholders of Transferor Companies. The equity shares so issued would be listed on the Stock Exchanges under Regulation 19 of Securities Contracts (Regulation) Rules, 1957.

Therefore, the requirements with respect to GID (General Information Document) is not applicable and this abridged prospectus be read accordingly.

You may also download this Abridged Prospectus along with the Scheme as approved by the Board of Directors of the Transferor Companies and Transferee Company and the Audit Committees of the Transferor Company No. 1 and Transferor Company No. 2 and Transferee Company vide their resolution dated 18th January, 2020 and 25th May, 2020, respectively, and copy of the Fair Equity Share Exchange Ratio Report issued by Vikash Goel, Chartered Accountants dated 17th January, 2020 and Fairness Report issued by Intelligent Money Managers Private Limited dated 18th January, 2020 from the websites www.gallantt.com and also from the websites of the BSE Limited and The National Stock Exchange of India Limited where the equity shares issued pursuant to the Scheme are proposed to be listed i.e. www.bseindia.com; www.nseindia.com; respectively, A copy of the Abridged Prospectus shall be submitted to Securities and Exchange Board of India ("SEBI").

The Transferor Company No. 1 holds 3,94,62,895 Equity Shares the Transferee Company constituting 48.53% of the total paid up equity share capital of the Transferee Company. The Transferor Company No. 2 holds 4,97,48,760 Equity Shares of the Transferor Company No. 1 constituting 17.62% of the total paid up equity share capital of the Transferor Company No. 1. The Transferee Company holds 7,25,19,920 Equity Shares of the Transferor Company No. 1 constituting 25.683% of the total paid up equity share capital of the Transferor Company No. 1. The Transferor Company No. 3 holds 90,83,128 Equity Shares of the Transferee Company constituting 11.17% of the total paid up equity share capital of the Transferee Company. The Transferor Company No. 4 holds 1,19,30,679 Equity Shares the Transferee Company constituting 14.671% of the total paid up equity share capital of the Transferee Company. The Transferor Company No. 5 holds 50,20,194 Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 6.173% of the total paid up equity share capital of the Transferee Company.

Inter-corporate cross shareholdings shall stand cancelled under this Scheme.

Pursuant to the Scheme Issuing Company / Transferee Company shall issue and allot 22,54,55,517 new Equity Shares of Rs. 10/- each to the existing shareholders of Transferor Companies. The new Equity Shares to be issued by Issuing Company will be listed on BSE and NSE. Post Scheme no. of shares of the Issuing Company shall be 24,12,80,945 of Rs. 10/- each fully paid up.

Mr. Vikash Goel, Registered Valuer, Registration No. IBBI/RV/01/2018/10339 has submitted a report dated 17.01.2020 and recommended a fair equity share exchange ratio as follows:

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- 13 (Thirteen) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Rs. 1/-- each fully paid-up held by such member in the Transferor Company No. 1.

- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No.2.

- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.

- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.

- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up such member in the Transferor Company No. 5.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the equity of the Issuing Company unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this Abridged Prospectus carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Issuing Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus.

Specific attention of the investors is invited to the section "Internal Risk Factors" at page 9 of this Abridged Prospectus.

GENERAL INFORMATION:

MERCHANT BANKER

Intelligent Money Managers Private Limited
Address: Y.M.C.A. Building, 2nd Floor, 25, Jawaharlal Nehru Road, Kolkata-700 087, W.B.
Telephone No: +9133 4065 6289,
Email: info@imoney.co.in
Website: www.imoney.co.in
CIN: U65923W82010PTC156220
SEBI Registration Number: INM000012169

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STATUTORY AUDITORS OF THE COMPANY

M.C. Jagwayan & Co., Chartered Accountants
Address: 46, Kali Krishna Tagore Street, 2nd Floor, Kolkata - 700007
Tel.: 033-2259 2076 / 5650 / 6731
Email id: mcj1974.co@gmail.com
Firm Registration No. 309038E

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PROMOTER OF LEXI EXPORTS PRIVATE LIMITED

Mr. Ashwin Gupta and Mrs. Shweta Gupta are the promoters of Lexi Exports Private Limited.

Mr. Ashwin Gupta, a commerce graduate, is one of the promoters of Lexi and also appointed as a Director of the Company since 05-01-2012. He has more than 20 years of experience in the field of Accounts, Taxation, Administration, NBFCs etc. He looks after all areas of operations of the Company. He is aged about 42 years having Income Tax Pan ADVPG2250L.

Mrs. Shweta Gupta, a commerce graduate, is one of the promoters of Lexi and also appointed as a Director of the Company since 05-01-2012. She has more than 15 years of experience in the field of Accounts, Taxation, Administration, NBFCs etc. He looks after all areas of operations of the Company. She is aged about 36 years having Income Tax Pan AGOPG4661P.

BUSINESS MODEL/ BUSINESS OVERVIEW AND STRATEGY

Overview

Lexi Exports Private Limited (LEXI) is an Unlisted Private Limited Company incorporated under the Companies Act, 1956. The Registered Office of the Company is located at 207, Maharshi Devendra Road, First Floor, Room No. 27, Kolkata – 700007, West Bengal. LEXI being a NBFC company is registered with the Reserve Bank of India as a Non-Banking Finance Company vide Registration No. B. 05. 04965.

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Mr. Bimalesh Kumar Ramuka, Mr. Pawan Kumar and Mr. Parvez Ali are the initial subscribers to the Memorandum and Articles of Association. Currently, the Authorised Share Capital of Lexi is Rs. 3,43,00,000 divided into 34,30,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid-up Share Capital of Lexi is Rs. 14,29,670 divided into 1,42,967 Equity Shares of Rs. 10/- each. LEXI is engaged in the business of Investment, Financing, advancing loan and making inter-corporate loan and investments.

BOARD OF DIRECTORS

The details of the Board of Directors of Lexi Exports Private Limited (LEXI) are as below:

SR. No.	Name	Designation	Experience including current / past position held in other firms
1.	Ashwin Gupta	Director	Mr. Ashwin Gupta, a commerce graduate having more than 20 years of rich experience in the field of Accounts, Taxation, Administration, NBFCS etc. He looks after all areas of operations of the Company. He was also associated with the Transferee Company as a Senior Marketing Executive. He posses rich experience in marketing also.
2.	Shweta Gupta	Director	Mrs. Shweta Gupta is a commerce graduate having more than 15 years of rich experience in the field of Accounts, Taxation, Administration, NBFCS etc. She looks after all areas of operations of the Company.

OBJECT OF THE ISSUE

To amalgamate with a listed company:

Lexi Exports Private Limited is holding shares of the Transferee Company in public category representing 14.671 % shares in the Transferee Company and the proposed amalgamation will bring into advantages of clarifying and making transparent shareholding of the Transferee Company.

The rationale for the Scheme is as follows:

i. The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same

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way, The Transferor Company 1 is a pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR.

ii. The Transferor Company No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

iii. The Transferor Company No. 2 has plan to enter new business and to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Company No. 1. The Transferor Company No. 1 is also inter alia engaged in the business of real estate. The Transferor Company 2 holds significant portion (17.62%) of the equity share capital of the Transferor Company No. 1. The amalgamation into the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

iv. Transferor Company No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Company No. 3 with the Transferee Company would result in clarifying and making transparent the shareholding of the Transferee Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

v. The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

vi. The amalgamation particularly of the Transferor Company No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the

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companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

vii. The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

viii. The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

ix. The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

x. The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well. This will result into reduced combined paid-up capital leading to higher earnings per share.

xi. The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Company No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

xii. In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power Plant Undertaking of Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

A. Cost of the project: **Nil;**
B. Means of financing: **Nil;**
C. Schedule of Deployment of Issue proceeds: **Not Applicable;**
D. Name of Appraising Agency: **Not Applicable;**
E. Name of Monitoring Agency: **Not Applicable.**

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F. Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issues, if any, of the Company in the preceding 10 years- **Not Applicable.**

G. Terms of Issuance of Convertible Security, if any- **Not Applicable.**

SHAREHOLDING PATTERN

The aggregate Shareholding of each of the categories as prescribed in terms of Regulation 31 of the SEBI (LODR) Regulations, 2015 is as follows:

Sr. No.	Particulars	Pre-amalgamation No. of Equity Shares	% of holding of Pre-amalgamation	Post-amalgamation No. of Equity Shares	% of holding of Post-amalgamation
(A)	Promoter & Promoter Group	1,42,967	100.000	Nil	Nil
(B)	Non-Promoter Group - Public Shareholding	Nil	Nil	Nil	Nil
	TOTAL (A + B)	1,42,967	100.000	Nil	Nil

Number/amount of equity shares proposed to be sold by selling shareholders, if any — **Not Applicable**

RESTATED AUDITED FINANCIALS

(Rs. In Lakhs except otherwise stated)

Particulars	Latest stub period 30.09.2020	FY 2020	FY 2019	FY 2018	FY 2017	FY 2016
Revenue from Operations (Net)	0.00	35.96	50.11	0.08	0.00	0.07
Net Profit / (Loss) before tax and extra-ordinary items	(0.78)	33.40	47.77	(0.17)	(1.44)	(0.16)
Net Profit / (Loss) after tax and extra-ordinary items	(0.78)	32.84	44.07	(0.17)	(1.46)	(0.16)
Equity Share Capital	14.30	14.30	14.30	328.84	328.84	328.84
Reserves &	2,152.43	2,153.21	2,120.37	1,764.74	1,764.91	1,766.36

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Surplus						
Net Worth	2,166.73	2,167.51	2,134.67	2,093.58	2,093.74	2,095.20
Basic Earnings Per Share (in Rs.)	(0.54)	18.37	24.66	(0.01)	(0.04)	(0.00)
Diluted Earnings Per Share (in Rs.)	(0.54)	18.37	24.66	(0.01)	(0.04)	(0.00)
Return on Net Worth (%)	(0.04)	1.51	2.06	(0.01)	(0.07)	(0.01)
Net Asset Value Per Share	1515.54	1516.09	1493.12	63.67	63.67	63.72

INTERNAL RISK FACTORS

1. The Scheme of Amalgamation is subject to approval of (i) shareholders of both the Transferor and Transferee Companies (ii) creditors of both the Transferor and Transferee Companies (iii) National Company Law Tribunal in accordance with Section 230-232 of the Companies Act, 2013 and (iv) in-principle and final approvals from the Stock Exchange for listing and trading of new issued equity shares. In case of any of these required approvals or sanctions not received, the Scheme will not be completed.
2. At present, LEXI holds 1,19,30,679 equity shares in the Transferee Company representing 14.671 % of the paid-up equity capital of the Transferee Company. Any adverse impact on the industries of which investment held by LEXI, also have bearing on the performance of LEXI.
3. Any slowdown in the growth of Indian economy or future volatility in the global financial market, could also adversely affect the business.
4. If we are unable to manage the synergies arising out of consolidation of business, our post-amalgamation consolidated business, cashflows, financial condition and prospects may be adversely affected.
5. If we are unable to accurately forecast our business, cash flows, financial condition and prospects may be adversely affected.

SUMMARY OF OUTSTANDING LITIGATONS, CLAIMS AND REGULATORY ACTION

1. Total number of outstanding litigations against the Company and amount involved - **There are no litigations pending against the Company.**
2. Brief details of top 5 material outstanding litigations against the Company and amount involved - **NIL**
3. Regulatory Action, if any, disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any - **NIL**
4. Brief details of outstanding criminal proceedings against Promoter – **NIL**

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OTHER INFORMATIONS

A. The disclosure under the Heading " IPO Grading", Stating all the grades obtained for the initial public offer, along with the summary of rationale or description furnished by the credit rating agency(ies) for each of the grades obtained. Particulars of Grading Agency, Grades Assigned and assessment: **Not Applicable;**

B. Any special tax benefits (if any) for the issuer/project and its shareholders: **Nil;**

C. Eligibility of the Issue: **It is pursuant to the Scheme;**

D. Expert opinion obtained, if any, except of Auditors and IPO Grading Agencies: **Valuation Report;**

E. Material Contracts and Documents for Inspection:-

1. Memorandum & Articles of Association of the Company;
2. Financial Statements of the Company;
3. Composite Scheme of Arrangement;
4. Valuation Report;
5. Fairness Opinion taken pursuant to the Scheme.

F. Time and Place of Inspection of material contracts: Copies of the above-mentioned documents are available for inspection at the registered office of the Company on all working days from the date of Abridged Prospectus until the date of listing approval;

G. Price information of past issues during last current financial year and two financial years proceeding the current financial year: **Not Applicable.**

DECLARATION:

We hereby declare that all the relevant provisions of the Companies Act, 1956, the Companies Act 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Abridged

Prospectus is contrary to the provisions of the Companies Act, 1956 and Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Part-E of Schedule VI of the SEBI (ICDR) Regulations, 2018,to the extent applicable, has been complied and no statement made in this document is

Contrary to the provisions to the said SEBI Circular and SEBI Regulations. We further certify that all statement in this document is true and correct.

By Order of the Board of Lexi Exports Private Limited

LEXI EXPORTS PRIVATE LIMITED
Director/Authorised Signatory

LEXI EXPORTS PRIVATE LIMITED
Director/Authorised Signatory

	Ashwin Gupta	**Shweta Gupta**
Date: 03.03.2021	**Director**	**Director**
Place: Kolkata	**DIN: 00098712**	**DIN: 00098835**

To,
Board of Directors
Richie Credit & Finance Private Limited
207, Maharshi Devendra Road,
1st Floor, Room No. 27,
Kolkata – 700007
W.B., India.

Subject: Certificate on adequacy and accuracy of disclosure of information in the Abridged Prospectus of Richie Credit & Finance Private Limited, in pursuance of Amalgamation of Gallantt Ispat Limited ("GIL" or "Transferor Companies No. 1"), AAR Commercial Company Limited ("AAR" or "Transferor Companies No. 2"), Hipoline Commerce Private Limited ("HIPOLINE" or "Transferor Companies No. 3"), Lexi Exports Private Limited ("LEXI" or "Transferor Companies No. 4") and Richie Credit and Finance Private Limited ("RICHIE" or "Transferor Companies No. 5") (all the five Transferor Companies collectively referred to as the "Transferor Companies") with Gallantt Metal Limited ("Issuing Company"/ "GML" or "Transferee Company") and Slump Sale of 18 MW Power Plant of GIL to GML and their respective Shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Scheme")

Dear Sirs,

1. Background:

We, Intelligent Money Managers Private Limited, SEBI Registered Category-1, Merchant Bankers have been appointed Richie Credit & Finance Private Limited for the purpose of certifying the adequacy and accuracy of the disclosures made in Abridged Prospectus in compliance with Annexure I, Paragraph 3(a) of SEBI Circular Number CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") issued by Securities and Exchange Board of India in relation to the captioned Scheme.

2. About Intelligent Money Managers Private Limited:

Intelligent Money Managers Private Limited (hereinafter referred to as "IMMPL" or "we" or "us") is a Private Limited Company incorporated under the provisions of the Companies Act, 2013 with the Registrar of Companies, Kolkata is a Category I Merchant Banker registered with the Securities and Exchange Board of India (SEBI) with Registration No.: INM000012169.

3. Scope and Purpose of the Certificate:

SEBI vide Circular no. CFD/ DIL3/ CIR/2017/21 dated March 10, 2017 ("SEBI CircLlàr) inter alia prescribed that the listed entity (in the present case "GML") shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme (in the present certificate, " RICHIE ") in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), in the explanatory statement or notice or proposal accompanying resolution to be passed, sent to the shareholders while seeking approval of the scheme. SEBI Circular further

prescribes that the accuracy and adequacy of such disclosures shall be certified by a SEBI Registered Merchant Banker after following the due diligence process.

This certificate is being issued in compliance of above mentioned requirement under the SEBI Circular.

This certificate is restricted to meet the above mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations and statutes.

4. Certification:

We state and confirm as follows:

1. We have examined various documents and other materials made available to us in by the management of RICHIE in connection with finalization of Abridged Prospectus dated - 03.03.2021 pertaining to RICHIE which will be circulated to the members of RICHIE, HIPOLINE, GIL, AAR, LEXI, GML at the time of seeking their consent to the proposed Scheme of Arrangement among RICHIE, HIPOLINE, GIL, AAR, LEXI, GML as a part of explanatory statement to the notice.

2. On the basis of such examination and the discussion with the management of RICHIE, We confirm that:

   A. The information contained in the Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to RICHIE.

   B. The Abridged Prospectus contains applicable information pertaining to RICHIE as required in terms of SEBI Circular which, in our view is fair, adequate and accurate to enable the members to make an informed decision on the Proposed Arrangement.

5. Disclaimer:

Our scope of work did not include the following:-

- An audit of the financial statements of RICHIE.
- Carrying out a market survey / financial feasibility for the Business of RICHIE.
- Financial and Legal due diligence of RICHIE.

It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other that reviewing the consistency of such information, we have not to sought to carry out an independent verification, thereof.

We assume no responsibility and make no representations with respect to the accuracy or Completeness of any information provided by the management of RICHIE.

We do not assume any obligation to update, revise or reaffirm this certificate because of Events or transactions occurring subsequent to the date of this certificate.

We understand that the management of RICHIE during our discussions with them would have drawn our attention to all such information and matters, which may have impact on our Certificate.

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The fee for our services is not contingent upon the result of the proposed arrangement.

The management of RICHIE, HIPOLINE, GIL, AAR, LEXI, GML or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this certificate available to any party other than those required by statute for carrying out the limited purpose of this certificate. Our certificate is not, nor should it be constructed as our opinion or certification of the compliance of the proposed Scheme of arrangement with the provision of any law including Companies Act, taxation laws, capital market laws and related laws.

In no event, will IMMPL, its Directors and employees be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

For Intelligent Money Managers Private Limited

Intelligent Money Managers Pvt. Ltd. KOLKATA

Amit Kumar Mishra
Assistant Vice President
SEBI Regn. No.: INM000012169

Place: Kolkata
Dated: 03rd March, 2021

THIS IS AN ABRIDGED PROSPECTUS CONTAINING SALIENT FEATURES IN RESPECT OF THE SCHEME OF AMALGAMATION OF GALLANTT ISPAT LIMITED ("GIL" OR "TRANSFEROR COMPANIES NO. 1"), AAR COMMERCIAL COMPANY LIMITED ("AAR" OR "TRANSFEROR COMPANIES NO. 2"), HIPOLINE COMMERCE PRIVATE LIMITED ("HIPOLINE" OR "TRANSFEROR COMPANIES NO. 3"), LEXI EXPORTS PRIVATE LIMITED ("LEXI" OR "TRANSFEROR COMPANIES NO. 4") AND RICHIE CREDIT AND FINANCE PRIVATE LIMITED ("RICHIE" OR "TRANSFEROR COMPANIES NO. 5") WITH GALLANTT METAL LIMITED ("ISSUING COMPANY"/"GML" OR "TRANSFEREE COMPANY") AND SLUMP SALE OF 18 MW POWER PLANT OF GIL TO GML AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER (HEREINAFTER REFERRED TO AS THE "SCHEME"). THIS IS AN ABRIDGED PROSPECTUS PREPARED TO COMPLY WITH THE REQUIREMENTS OF REGULATION 37 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015. YOU ARE ALSO ENCOURAGED TO READ THE GREATER DETAILS AVAILABLE IN THE SCHEME.

This document is prepared to comply with the requirement of Regulation 37 of the SEBI (LODR) Regulations, 2015 read with the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and is in accordance with the disclosures required to be made in the Abridged Prospectus as Provided in Part-E of Schedule VI of the SEBI (ICDR) Regulations, 2018, to the extent applicable.

RICHIE CREDIT & FINANCE PRIVATE LIMITED
CIN: U65921WB1985PTC117558
Registered Office: — 207, Maharshi Devendra Road, 1st Floor, Room No. 27, Kolkata – 700007 W.B.
Email ID: guptaashwin78@yahoo.co.in
Telephone: +91-9903462248/ 09825140615

PROMOTER: ASHWIN GUPTA, SHWETA GUPTA

ISSUE DETAILS, LISTING AND PROCEDURE

The Board Of Directors Of Gallant Ispat Limited, Hipoline Commerce Private Limited, AAR Commercial Limited, Lexi Exports Private Limited And Riche Credit And Finance Private Limited Consider And Approve the Draft Scheme Of Amalgamation And Slump Sales Providing For The Amalgamation Of Gallant Ispat Limited, Hipoline Commerce Private Limited ,AAR Commercial Limited, Lexi Exports Private Limited And Riche Credit And Finance Private Limited With Gallantt Metal Limited and For The Slump Sale Of The Specified Power Plant Undertaking Of The Transferor Company ,Gallant Ispat Limited to The Transferee Company. (As Defined In The Scheme) ("Scheme").

This document is prepared to comply with the requirement of Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with disclosures in Abridged Prospectus as provided in Part E of Schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendment thereof ("**SEBI ICDR Regulations**") (erstwhile Part D of Schedule VIII of the Securities and Exchange Board of India (issue of Capital and Disclosure Requirements) Regulations, 2009), to the extent applicable. GML is already listed on the BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE"). Similarly, GIL is also a listed Company with BSE and NSE. AAR is listed with BSE and The Calcutta Stock Exchange Limited ("CSE") (hereinafter

Richie Credit & Finance Private Limited

Richie Credit & Finance Private Limited

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collectively referred to the "Stock Exchanges"). Pursuant to the Scheme, there is no issue of equity shares to the public at large, except to the existing shareholders of Transferor Companies. The equity shares so issued would be listed on the Stock Exchanges under Regulation 19 of Securities Contracts (Regulation) Rules, 1957.

Therefore, the requirements with respect to GID (General Information Document) is not applicable and this abridged prospectus be read accordingly.

You may also download this Abridged Prospectus along with the Scheme as approved by the Board of Directors of the Transferor Companies and Transferee Company and the Audit Committees of the Transferor Company No. 1 and Transferor Company No. 2 and Transferee Company vide their resolution dated 18th January, 2020 and 25th May, 2020, respectively, and copy of the Fair Equity Share Exchange Ratio Report issued by Vikash Goel, Chartered Accountants dated 17th January, 2020 and Fairness Report issued by Intelligent Money Managers Private Limited dated 18th January, 2020 from the websites www.gallantt.com and also from the websites of the BSE Limited and The National Stock Exchange of India Limited where the equity shares issued pursuant to the Scheme are proposed to be listed i.e. www.bseindia.com; www.nseindia.com; respectively, A copy of the Abridged Prospectus shall be submitted to Securities and Exchange Board of India ("SEBI").

The Transferor Company No. 1 holds 3,94,62,895 Equity Shares the Transferee Company constituting 48.53% of the total paid up equity share capital of the Transferee Company. The Transferor Company No. 2 holds 4,97,48,760 Equity Shares of the Transferor Company No. 1 constituting 17.62% of the total paid up equity share capital of the Transferor Company No. 1. The Transferee Company holds 7,25,19,920 Equity Shares of the Transferor Company No. 1 constituting 25.683% of the total paid up equity share capital of the Transferor Company No. 1. The Transferor Company No. 3 holds 90,83,128 Equity Shares of the Transferee Company constituting 11.17% of the total paid up equity share capital of the Transferee Company. The Transferor Company No. 4 holds 1,19,30,679 Equity Shares the Transferee Company constituting 14.671% of the total paid up equity share capital of the Transferee Company. The Transferor Company No. 5 holds 50,20,194 Equity Shares of face value of Rs. 10/- each of the Transferee Company constituting 6.173% of the total paid up equity share capital of the Transferee Company.

Inter-corporate cross shareholdings shall stand cancelled under this Scheme.

Pursuant to the Scheme Issuing Company / Transferee Company shall issue and allot 22,54,55,517 new Equity Shares of Rs. 10/- each to the existing shareholders of Transferor Companies. The new Equity Shares to be issued by Issuing Company will be listed on BSE and NSE. Post Scheme no. of shares of the Issuing Company shall be 24,12,80,945 of Rs. 10/- each fully paid up.

Mr. Vikash Goel, Registered Valuer, Registration No. IBBI/RV/01/2018/10339 has submitted a report dated 17.01.2020 and recommended a fair equity share exchange ratio as follows:

- 13 (Thirteen) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 14 (Fourteen) equity shares of Rs. 1/-- each fully paid-up held by such member in the Transferor Company No. 1.

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- 5 (Five) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No.2.

- 9 (Nine) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 3.

- 84 (Eighty-Four) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 1 (One) equity share of Rs. 10/- each fully paid up held by such member in the Transferor Company No. 4.

- 101 (One Hundred One) equity shares of the nominal value of Rs. 10/- fully paid up in the Transferee Company for every 2 (Two) equity shares of Rs. 10/- each fully paid up such member in the Transferor Company No. 5.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the equity of the Issuing Company unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this Abridged Prospectus carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Issuing Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus.

Specific attention of the investors is invited to the section "Internal Risk Factors" at page 8-9 of this Abridged Prospectus.

GENERAL INFORMATION:

MERCHANT BANKER

Intelligent Money Managers Private Limited
Address: YMCA Building, 2nd Floor, 25, Jawaharlal Nehru Road, Kolkata-700 087, W.B.
Telephone No : +9133 4065 6289,
Email: info@imoney.co.in
Website: www.imoney.co.in
CIN: U65923W82010PTC156220
SEBI Registration Number: INM000012169

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Rudra Credit & Finance Private Limited Kolkata

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STATUTORY AUDITORS OF THE COMPANY

Ayush Agarwal, Chartered Accountants
Address: 37/1, Maharshi Devendra Road, Kolkata - 700006
Tel.: 098744 25970
Email id: ayush6000@yahoo.co.in
Membership No.: 067712

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PROMOTER OF RICHIE CREDIT & FINANCE PRIVATE LIMITED

Mr. Ashwin Gupta and Mrs. Shweta Gupta are the promoters of Richie Credit & Finance Private Limited.

Mr. Ashwin Gupta, a commerce graduate, is one of the promoters of Richie and also appointed as a Director of the Company since 07-04-2016. He has more than 20 years of experience in the field of Accounts, Taxation, Administration, NBFCs etc. He looks after all areas of operations of the Company. He is aged about 42 years having Income Tax Pan ADVPG2250L.

Mrs. Shweta Gupta, a commerce graduate, is one of the promoters of Richie and also appointed as a Director of the Company since 20-10-2010. She has more than 15 years of experience in the field of Accounts, Taxation, Administration, NBFCs etc. He looks after all areas of operations of the Company. She is aged about 36 years having Income Tax Pan AGOPG4661P.

BUSINESS MODEL/ BUSINESS OVERVIEW AND STRATEGY

Overview

Richie Credit & Finance Private Limited (RICHIE) is an Unlisted Private Limited Company incorporated under the Companies Act, 1956. The Registered Office of the Company is located at 207, Maharshi Devendra Road, First Floor, Room No. 27, Kolkata – 700007, West Bengal. RICHIE being a NBFC company is registered with the Reserve Bank of India as a Non-Banking Finance

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Company vide Registration No. B. 05. 06989.

Mr. Naresh Chand, Mr. Sharvan Kumar, Mr. Narendra Nath Gupta, Mr. Arvind Kumar Gupta and Mr. Bijendra Kumar are the initial subscribers to the Memorandum and Articles of Association. Currently, the Authorised Share Capital of Richie is Rs. 3,51,00,000 divided into 35,10,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid-up Share Capital of Lexi is Rs. 10,20,000 divided into 1,02,000 Equity Shares of Rs. 10/- each. Richie is engaged in the business of Investment, Financing, advancing loan and making inter-corporate loan and investments.

BOARD OF DIRECTORS

The details of the Board of Directors of Richie Credit & Finance Private Limited (RICHIE) are as below:

SR. No.	Name	Designation	Experience including current / past position held in other firms
1.	Ashwin Gupta	Director	Mr. Ashwin Gupta, a commerce graduate having more than 20 years of rich experience in the field of Accounts, Taxation, Administration, NBFCS etc. He looks after all areas of operations of the Company. He was also associated with the Transferee Company as a Senior Marketing Executive. He posses rich experience in marketing also.
2.	Shweta Gupta	Director	Mrs. Shweta Gupta is a commerce graduate having more than 15 years of rich experience in the field of Accounts, Taxation, Administration, NBFCS etc. She looks after all areas of operations of the Company.

OBJECT OF THE ISSUE

To amalgamate with a listed company:

Richie Credit & Finance Private Limited is holding shares of the Transferee Company in public category representing 6.173 % shares in the Transferee Company and the proposed amalgamation will bring into advantages of clarifying and making transparent shareholding of the Transferee Company.

The brief of the rationale for the Scheme is as follows:

i. The Transferee Company is a pioneer in the Steel and Power sector and is able to attract the best talents available in the industry. The Transferee Company is having its footprints spanning across Gujarat, Maharashtra and Rajasthan. In the same way, The Transferor Company 1 is a

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pioneer in the Steel, Power and Agro sector and has its presence in and is having its footprints spanning across Uttar Pradesh, Bihar, Jharkhand and Delhi NCR.

ii. The Transferor Company No. 1 and Transferee Company are under same Promoter Group. Thus, the amalgamation of the two companies operating in similar sectors with strengths in different geographies will ensure focused management in a single combined entity thereby resulting in efficiency of management and maximising overall shareholder value.

iii. The Transferor Company No. 2 has plan to enter new business and to develop and complete real estate project. It is exploring further opportunities in the real estate sector and has in the meantime deployed its funds in investment in securities of the Transferor Company No. 1. The Transferor Company No. 1 is also inter alia engaged in the business of real estate. The Transferor Company 2 holds significant portion (17.62%) of the equity share capital of the Transferor Company No. 1. The amalgamation into the Transferee Company of the Transferor Company No. 1 and the Transferor Company No. 2 will lead to consolidation of the real estate business.

iv. Transferor Company No. 3 is forming part of the Promoter and Promoter Group of Transferee Company. Amalgamation of Transferor Company No. 3 with the Transferee Company would result in clarifying and making transparent the shareholding of the Transferee Company. Other Transferor Companies No. 4 and 5 are also holding shareholding of Transferee Company. The proposed amalgamation of Transferor Companies No. 4 and 5 will also bring in advantages of clarifying and making transparent shareholding of the Transferee Company.

v. The amalgamation will bring in advantages of synergy in operations and economies of scale. The pooling of resources of companies will create strong financial structure and facilitate resource mobilisation and achieve better cash flows. The combined net worth in a single entity shall facilitate in attracting funds from strategic investors and/or financial institutions at competitive rates. Thus, the synergies created by the merger will increase the operational efficiency and integrate business functions of the amalgamated entity and help to pursue inorganic and organic growth opportunities of such business. It will also lead to more efficient utilisation of capital and create a consolidated base for future growth of the amalgamated entity.

vi. The amalgamation particularly of the Transferor Company No. 1 and the Transferee Company will also result in administrative and operational rationalisation, organisational efficiencies, reduction in overheads and other expenses and optimal utilisation of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running two separate entities and more particularly due to the listed status of both the companies involved. It will enable a dedicated management to focus and accelerate growth of the amalgamated entity.

vii. The amalgamation will result in not only, pooling of efficient human resources and putting them to optimum utilisation for the growth of the merged entity but also attracting efficient manpower by the merged entity.

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viii. The amalgamation will enable greater realization of the potential of the businesses of the Transferor and Transferee Companies in the amalgamated entity and have beneficial results for all concerned.

ix. The assets of the amalgamated entity will far exceed its liabilities and rights of the creditors of the Transferor Companies and the Transferee Company shall not in any way be prejudiced.

x. The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the Transferee Company and Transferor Companies as well. This will result into reduced combined paid-up capital leading to higher earnings per share.

xi. The Scheme also envisages Slump Sale of entire Power Plant Undertaking of the Transferor Company No. 1 as a going concern to the Transferee Company and will thereby preserve the entitlement of the said Power Plant Undertaking to the tax holiday available to the said Undertaking for being engaged in an identified priority area.

xii. In view of the aforesaid, the Board of Directors of the Transferor Companies and the Transferee Company have considered and proposed the Slump Sale of the Power Plant Undertaking of Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking and business of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Slump Sale and Amalgamation for the transfer and vesting of the Power Plant Undertaking of Transferor Company No. 1 and the entire undertaking and business of the Transferor Companies with and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

A. Cost of the project: **Nil;**
B. Means of financing: **Nil;**
C. Schedule of Deployment of Issue proceeds: **Not Applicable;**
D. Name of Appraising Agency: **Not Applicable;**
E. Name of Monitoring Agency: **Not Applicable.**
F. Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issues, if any, of the Company in the preceding 10 years- **Not Applicable.**
G. Terms of Issuance of Convertible Security, if any- **Not Applicable.**

SHAREHOLDING PATTERN

The aggregate Shareholding of each of the categories as prescribed in terms of Regulation 31 of the SEBI (LODR) Regulations, 2015 is as follows:

Sr. No.	Particulars	Pre-amalgamation	% of holding of Pre-	Post-amalgamation	% of holding of Post-

Ruchie Credit & Finance Private Limited Kolkata

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		No. of Equity Shares	amalgamation	No. of Equity Shares	amalgamation
(A)	Promoter & Promoter Group	1,02,000	100.000	Nil	Nil
(B)	Non-Promoter Group - Public Shareholding	Nil	Nil	Nil	Nil
	TOTAL (A + B)	1,02,000	100.000	Nil	Nil

Number/amount of equity shares proposed to be sold by selling shareholders, if any — **Not Applicable**

RESTATED AUDITED FINANCIALS

(Rs. In Lakhs except otherwise stated)

Particulars	Latest stub period 30.09.2020	FY 2020	FY 2019	FY 2018	FY 2017	FY 2016
Revenue from Operations (Net)	0.00	19.07	18.07	4.18	(4.69)	4.57
Net Profit / (Loss) before tax and extra-ordinary items	(1.42)	15.03	15.73	3.14	(9.87)	0.48
Net Profit / (Loss) after tax and extra-ordinary items	(1.42)	14.37	14.86	2.32	(11.37)	0.39
Equity Share Capital	10.20	10.20	10.20	282.99	282.99	282.99
Reserves & Surplus	1,413.86	1,415.29	1,400.91	1,097.48	1,095.16	1,106.54
Net Worth	1,424.06	1,425.49	1,411.11	1,380.47	1,378.15	1,389.52
Basic Earnings Per Share (in Rs.)	(1.40)	11.27	11.65	0.07	(0. 40)	0.01
Diluted Earnings Per Share (in Rs.)	(1.40)	11.27	11.65	0.07	(0.40)	0.01
Return on Net	(0.10)	1.01	1.05	0.17	(0.83)	0.03

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Worth (%)						
Net Asset Value Per Share	1,396.14	1,397.54	1,383.44	48.78	48.70	49.10

INTERNAL RISK FACTORS

1. The Scheme of Amalgamation is subject to approval of (i) shareholders of both the Transferor and Transferee Companies (ii) creditors of both the Transferor and Transferee Companies (iii) National Company Law Tribunal in accordance with Section 230-232 of the Companies Act, 2013 and (iv) in-principle and final approvals from the Stock Exchange for listing and trading of new issued equity shares. In case of any of these required approvals or sanctions not received, the Scheme will not be completed.

2. At present, RICHIE holds 50,20,194 equity shares in the Transferee Company representing 6.173 % of the paid-up equity capital of the Transferee Company. Any adverse impact on the industries of which investment held by RICHIE, also have bearing on the performance of RICHIE.

3. Any slowdown in the growth of Indian economy or future volatility in the global financial market, could also adversely affect the business.

4. If we are unable to manage the synergies arising out of consolidation of business, our post-amalgamation consolidated business, cash flows, financial condition and prospects may be adversely affected.

5. If we are unable to accurately forecast our business, cash flows, financial condition and prospects may be adversely affected.

SUMMARY OF OUTSTANDING LITIGATONS, CLAIMS AND REGULATORY ACTION

1. Total number of outstanding litigations against the Company and amount involved - **There are no litigations pending against the Company.**

2. Brief details of top 5 material outstanding litigations against the Company and amount involved - **NIL**

3. Regulatory Action, if any, disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any - **NIL**

4. Brief details of outstanding criminal proceedings against Promoter - **NIL**

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OTHER INFORMATIONS

A. The disclosure under the Heading " IPO Grading", Stating all the grades obtained for the initial public offer, along with the summary of rationale or description furnished by the credit rating agency(ies) for each of the grades obtained. Particulars of Grading Agency, Grades Assigned and assessment: **Not Applicable;**

B. Any special tax benefits (if any) for the issuer/project and its shareholders: **Nil;**

C. Eligibility of the Issue: **It is pursuant to the Scheme;**

D. Expert opinion obtained, if any, except of Auditors and IPO Grading Agencies: **Valuation Report;**

E. Material Contracts and Documents for Inspection:-
   1. Memorandum & Articles of Association of the Company;
   2. Financial Statements of the Company;
   3. Composite Scheme of Arrangement;
   4. Valuation Report;
   5. Fairness Opinion taken pursuant to the Scheme.

F. Time and Place of Inspection of material contracts: Copies of the above-mentioned documents are available for inspection at the registered office of the Company on all working days from the date of Abridged Prospectus until the date of listing approval;

G. Price information of past issues during last current financial year and two financial years proceeding the current financial year: **Not Applicable.**

DECLARATION:

We hereby declare that all the relevant provisions of the Companies Act, 1956, the Companies Act 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Abridged

Prospectus is contrary to the provisions of the Companies Act, 1956 and Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Part-E of Schedule VI of the SEBI (ICDR) Regulations, 2018,to the extent applicable, has been complied and no statement made in this document is

Contrary to the provisions to the said SEBI Circular and SEBI Regulations. We further certify that all statement in this document is true and correct.

By Order of the Board of Richie Credit & Finance Private Limited

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Director/Authorised Signatory

Ashwin Gupta
Director
DIN: 00098712

RICHIE CREDIT & FINANCE PRIVATE LIMITED

Director/Authorised Signatory

Shweta Gupta
Director
DIN: 00098835

Date: 03.03.2021
Place: Kolkata

Annexure - 10

Maroti & Associates
(Chartered Accountants)

Head office: - Diamond Heritage, 5th Floor, Office-503, 16, Strand Road, Fairley Place Kolkata – 700 001
Ph.: +91 33 4089 1304
Branch Office: - 1209, Ansal Tower Nehru Place New Delhi-110019,
Ph.: +91 11 4358 0996
Email: - mkmaroti@gmail.com

INDEPENDENT AUDITOR'S CERTIFICATE

To,
The Board of Directors,
GALLANTT ISPAT LIMITED
"GALLANTT HOUSE",
I-7, Jangpura Extension,
New Delhi – 110014.

We, the statutory auditors of Gallantt Ispat Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 19 of the Draft Scheme of Scheme of Amalgamation and Slump Sale between Gallantt Ispat Limited, AAR Commercial Company Limited, Hipoline Commerce Private Limited, Lexi Exports Private Limited, Richie Credit and Finance Private Limited (all being Transferor Companies) and Gallantt Metal Limited ("GML" or "Transferee Company") in terms of the provisions under Sections 230 to 232 of the Companies Act, 2013 with reference to its compliance with the applicable Indian Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and Regulations, including the applicable Indian Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Indian Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that in the aforesaid Scheme, no accounting treatment has been specified for the Transferor Company, M/s. Gallantt Ispat Limited as it will be amalgamated with the Transferee Company and Gallantt Ispat Limited will stand dissolved without winding up as stated in Clause 21 of the Draft Scheme.

This Certificate is issued at the request of GALLANTT ISPAT LIMITED pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited. This Certificate should not be used for any other purpose without our prior written consent.

MAROTI & ASSOCIATES KOLKATA

For Maroti & Associates
Chartered Accountants
Firm Registration No. 322770E

Radhika Patodia

CA Radhika Patodia
Partner
Membership No. 309219
UDIN: 20309219AAAAAK5054

Place : Camp Gorakhpur
Date : 8th February, 2020

Annexure - 10

ALPS & CO.
CHARTERED ACCOUNTANTS

310, TODI CHAMBERS
2, Lalbazar Street,
Kolkata - 700 001
Phone : 2230 5621, 4005 1458

Auditor's Certificate

To,
The Board of Directors,
GALLANTT METAL LIMITED
"GALLANTT HOUSE",
I-7, Jangpura Extension,
New Delhi – 110014.

We, the statutory auditors of Gallantt Metal Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 19 of the Draft Scheme of Scheme of Amalgamation and Slump Sale between Gallantt Ispat Limited, AAR Commercial Company Limited, Hipoline Commerce Private Limited, Lexi Exports Private Limited, Richie Credit and Finance Private Limited (all being Transferor Companies) and Gallantt Metal Limited ("GML" or "Transferee Company") in terms of the provisions under Sections 230 to 232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and Regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants ofIndia.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards including Ind-AS 103 (Business Combinations) notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of GALLANTT METAL LIMITED pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited. This Certificate should not be used for any other purpose without our prior written consent.

For **ALPS & Co.**
Chartered Accountants
Firm Registration No.: 313132E

(A.K. Khetawat)
Partner
Membership No.: 052751
UDIN No.20052751AAAAAU6777
Place: Kolkata
Date: February 11, 2020

Annexure - 10

R. K. Tapadia & Co.
CHARTERED ACCOUNTANTS
1/1 Sevak Baidya Street, New Indrapuri, 4th Floor
(Entrance from Hazra Road), Kolkata - 700029

Mobile : 9748097195
E-mail : rktapadia@gmail.com
PAN : ABKPT7243D

To,
The Board of Directors,
AAR COMMERCIAL COMPANY LIMITED
"GALLANTT HOUSE",
I-7, Jangpura Extension,
New Delhi – 110014

We, the statutory auditors of AAR Commercial Company Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 19 of the Draft Scheme of Scheme of Amalgamation and Slump Sale between Gallantt Ispat Limited, AAR Commercial Company Limited, Hipoline Commerce Private Limited, Lexi Exports Private Limited, Richie Credit and Finance Private Limited (all being Transferor Companies) and Gallantt Metal Limited ("GML" or "Transferee Company") in terms of the provisions under Sections 230 to 232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and Regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that in the aforesaid Scheme, no accounting treatment has been specified for the Transferor Company, M/s. AAR Commercial Company Limited as it will be amalgamated with the Transferee Company and AAR Commercial Company Limited will stand dissolved without winding up as stated in Clause 21 of the Draft Scheme.

This Certificate is issued at the request of AAR COMMERCIAL COMPANY LIMITED pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the Securities and Exchange Board of India, BSE Limited and The Calcutta Stock Exchange Limited. This Certificate should not be used for any other purpose without our prior written consent.

For R. K. TAPADIA & CO.,
Chartered Accountants
Firm Registration No: 318166E

(R. K. Tapadia)
Proprietor
M. No. 053927
UDIN: 20053927AAAAAN8030

Place: Kolkata
Date: 10.02.2020

THE NATIONAL COMPANY LAW TRIBUNAL

PRINCIPAL BENCH, NEW DELHI

COMPANY APPLICATION NO. CA(CAA) 11/ PB/ 2021

Under Section 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

IN THE MATTER OF SCHEME OF AMALGAMATION OF

GALLANTT METAL LIMITED

... TRANSFEREE COMPANY /

APPLICANT COMPANY No. 1

AND

GALLANTT ISPAT LIMITED

... TRANSFEROR COMPANY No. 1 /

APPLICANT COMPANY No. 2

AND

AAR COMMERCIAL COMPANY LIMITED

... TRANSFEROR COMPANY No. 2 /

APPLICANT COMPANY No. 3

Order Pronounced on: 26.02.2021

CORAM:

SHRI B.SV. PRAKASH KUMAR,
HON'BLE ACTING PRESIDENT
SHRI HEMANT KUMAR SARANGI,
HON'BLE MEMBER (TECHNICAL)

PRESENT

For Applicants: MR. ABHISHEK NAHTA, CA

CA (CAA)- 11(PB)/ 2021

ORDER

PER-HEMANT KUMAR SARANGI, MEMBER(T)

1. This is a first motion application jointly filed by the Applicant Companies under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Amalgamation proposed between the Applicant Companies and their respective shareholders and creditors.
2. Affidavits in support of the application sworn for and on behalf of the Applicant Companies have been filed by Mr. Arnab Banerjee, Company Secretary of Applicant Company No 1, Mr. Nitesh Kumar, Company Secretary of Applicant Company No 2 and Mr. Nitesh Kumar, authorised signatory of Applicant Company No 3 being authorized representatives of the Applicant Companies.
3. It is represented that the Scheme does not contemplate any corporate debt restructuring as contemplated under Section 230(2)(c) of the Act. We have been taken through the averments made in the application as well as the documents annexed there with. It is further represented that the application filed by the Applicant Companies is maintainable in view of Rule 3(2) of the Rules and it is also represented that the registered office of the Applicant Companies are situated

within the territorial jurisdiction of this Tribunal and fall within the domain of Registrar of Companies, NCT of Delhi.

4. In relation to Applicant Company 1, it is represented

a) The Applicant Company 1 is a publicly listed company and was incorporated on the 7th day of February, 2005 in the State of West Bengal and subsequently, the registered office was shifted to Delhi. The authorized share capital of the Applicant Company 1 as on the date of the application is Rs. 83,00,00,000/- divided into 8,30,00,000 equity shares of Rs. 10/- each. The issued, subscribed and fully paid up share capital of the Applicant Company 1 as on the date of the application is Rs. 81,32,23,240/-, divided into 8,13,22,324 equity shares of Rs. 10/- each. The registered office of the Applicant Company 1 is situated at I-7, Jangpura Extension, New Delhi-110 014.

b) As on November 27th, 2020, the Applicant Company 1 has 7,230 equity shareholders. A certificate by the Company Secretary of the Company certifying the shareholding pattern of the Company as on 27th November, 2020 has been filed along with the application as Annexure A-16 (page no 827 to 835).

c) As on November 30, 2020, the Applicant Company 1 has only 1 secured creditor. A certificate issued by the chartered accountant certifying the list of Secured

Creditors as on 30th November, 2020 has been filed along with the application as Annexure A-13 (page no 814 to 817).

d) As on November 30th, 2020, the Applicant Company 1 has only 47 Unsecured creditors. A certificate issued by the chartered accountant certifying the list of Unsecured Creditors as on 30th November, 2020 has been filed along with the application as Annexure A- 13 (page no 814 to 817).

5. In relation to Applicant Company 1, it is represented
In relation to the equity shareholders, secured Creditors and unsecured creditors, the Applicant Company 1 prays for direction to convene the respective meetings of the equity shareholders, Secured Creditors and unsecured creditors of the Applicant Company 1 for the purpose of approving the Scheme.

6. In relation to Applicant Company 2, it is represented

a) The Applicant Company 2 is a publicly listed company and was incorporated on 11th day of February, 2005 in the State of West Bengal and subsequently, the registered office was shifted to Delhi. The authorized share capital of the Applicant Company 2 as on the date of the application is Rs. 49,88,50,000/- divided into 49, 88,50,000 equity shares of Re. 1/- each. The issued,

subscribed and fully paid-up share capital of the Applicant Company 2 as on the date of the application is Rs. 28,23,60,720/-, divided into 28,23,60,720 equity shares of Re. 1/- each. The registered office of the Applicant Company 1 is situated at I-7, Jangpura Extension, New Delhi-110 014.

b) As on November 27th, 2020, the Applicant Company 2 has 3,551 equity shareholders. A certificate by the Company Secretary of the Company certifying the shareholding pattern of the Company as on 27th November, 2020 has been filed along with the application as Annexure A-16 (page no 836 to 843).

c) As on November 30, 2020, the Applicant Company 2 has only 2 secured creditors. A certificate issued by the chartered accountant certifying the list of Secured Creditors as on 30th, November, 2020 has been filed along with the application as Annexure A-14 (page no 821 to 824).

d) As on November 30th, 2020, the Applicant Company 2 has only 70 Unsecured creditors. A certificate issued by the chartered accountant certifying the list of Unsecured Creditors as on 30th November, 2020 has been filed along with the application as Annexure A-14 (page no 821 to 824).

7. In relation to Applicant Company 2, it is represented

In relation to the equity shareholders, secured Creditors and unsecured creditors, the Applicant Company 2 prays for direction to convene the respective meetings of the equity shareholders, Secured Creditors and unsecured creditors of the Applicant Company 2 for the purpose of approving the Scheme.

8. In relation to Applicant Company 3 , it is represented

   a) The Applicant Company 3 is a publicly listed company and was incorporated on 28th day of June, 1982 in the State of West Bengal and subsequently, the registered office was shifted to Delhi. The authorized share capital of the Applicant Company 3 as on the date of the application is Rs. 12,45,00,000/- divided into 1,24,50,000 equity shares of Rs. 10/- each. The issued, subscribed and fully paid up share capital of the Applicant Company 3 as on the date of the application is Rs. 10,01,40,000/-, divided into 1,00,14,000 equity shares of Rs. 10/- each. The registered office of the Applicant Company 3 is situated at I-7, Jangpura Extension, New Delhi-110 014.

   b) As on November 27th, 2020, the Applicant Company 3 has 489 equity shareholders. A certificate by the Company Secretary of the Company certifying the shareholding pattern of the Company as on 27th

November, 2020 has been filed along with the application as Annexure A-16 (page no 844 to 851).

c) As on November 30, 2020, the Applicant Company 3 has no secured creditor. A certificate issued by the chartered accountant certifying Nil Secured Creditor as on 30th November, 2020 has been filed along with the application as Annexure A- 15 (page no 825 to 826).

d) As on November 30, 2020, the Applicant Company 3 has no Unsecured creditors. A certificate issued by the chartered accountant certifying the list of Unsecured Creditors as on 30th November, 2020 has been filed along with the application as Annexure A- 15 (page no 825 to 826).

9. In relation to Applicant Company 3, it is represented
In relation to the equity shareholders, secured Creditors and unsecured creditors, the Applicant Company 3 prays for direction to convene the respective meetings of the equity shareholders for the purpose of approving the Scheme. Further No meeting is required on account of NIL Secured Creditors and Unsecured Creditors of Applicant Company No 3.

10. We have perused the Joint Application and the connected documents / papers filed with the application including the Scheme as contemplated between the Applicant Companies.

11. It is seen that the board of directors of all the Applicant Companies vide separate meetings held on 18.01.2020, 25.05.2020 and 30.11.2020 have approved the Scheme. Copies of such board resolutions passed by the respective board of directors of the Applicant Companies have been placed on record by the Applicant Companies.

12. All the Applicant Companies have filed copies of their respective Memorandum of Association and Articles of Association. The Applicant Companies have also filed their standalone audited financial statements for the financial year ending March 31, 2020, as well as interim condensed standalone provisional financial statements for the period ending September 30, 2020 for all the Applicant Companies.

13. Taking into consideration the application and the documents filed therewith, as well as in view of the present circumstances owing to COVID-19 pandemic and the restrictions/lockdown imposed by the Central and State Government, we propose to issue the following directions with respect to calling, convening and holding of the meetings of shareholders and creditors, or dispensing with the same which are as follows:

A. In relation to the Applicant Company No 1 :

a. **With respect to Equity Shareholders:** Meeting of the equity shareholders be convened between 2.00P.M and 3.30 P.M through video conferencing ("VC") or other Audio/Visual means OAVM on 08-04-2021 (Thursday), to be held at a place falling within the jurisdiction of the State in which the registered office of the Applicant Company 1 is situated, as the Applicant Company 1 may determine considering the COVID-19 pandemic situation/restrictions, subject to notice of meeting being issued. The quorum of the meeting of the equity shareholders shall be 200 in numbers joining the meeting. The voting on the Scheme to be undertaken either in person or by proxy or through postal ballot or through electronic means.

b. **With respect to Secured Creditors**: Meeting of the Secured Creditor be convened between 9.00A.M and 10.00A.M through video conferencing ("VC") or other Audio/Visual means OAVM on 08-04-2021 (Thursday), to be held at a place falling within the jurisdiction of the State in which the registered office of the Applicant Company 1 is situated, as the Applicant Company 1 may determine considering the COVID-19 pandemic situation/restrictions, subject to notice of meeting being issued. The quorum of the meeting of the Secured Creditors shall be 1(one) joining the meeting. The voting on the Scheme to be undertaken either in person or by proxy or through postal ballot or through electronic means.

c. **With respect to Unsecured Creditors:** The meeting of unsecured shareholders be convened between 11.00 A.M TO 12.00 Noon through VC or

other OAVM on 08-04-2021 (Thursday), to be held at a place falling within the jurisdiction of the State in which the registered office of the Applicant Company 1 is situated, as the Applicant Company 1 may determine considering the CoVID-19 pandemic situation/ restrictions, subject to notice of meeting being issued The quorum of the meeting of the unsecured creditors shall be 10 Creditors joining the meeting. The voting on the Scheme to be undertaken either in person or by proxy or through postal ballot or through electronic means.

B. In relation to the Applicant Company No 2 :

a. **With respect to Equity Shareholders:** Meeting of the equity shareholders be convened between 3.30P.M and 5.00 P.M through video conferencing ("VC") or other Audio/Visual means OAVM on 08-04-2021 (Thursday), to be held at a place falling within the jurisdiction of the State in which the registered office of the Applicant Company 2 is situated, as the Applicant Company 2 may determine considering the COVID-19 pandemic situation/restrictions, subject to notice of meeting being issued. The quorum of the meeting of the equity shareholders shall be 200 in numbers joining the meeting. The voting on the Scheme to be undertaken either in person or by proxy or through postal ballot or through electronic means.

b. **With respect to Secured Creditors**: Meeting of the Secured Creditor be convened between 10.00A.M and 11.00A.M through video conferencing ("VC") or other Audio/Visual means OAVM on 08-04-2021 (Thursday), to be held at a place falling within the

jurisdiction of the State in which the registered office of the Applicant Company 2 is situated, as the Applicant Company 2 may determine considering the COVID-19 pandemic situation/restrictions, subject to notice of meeting being issued. The quorum of the meeting of the Secured Creditors shall be 1(one) joining the meeting. The voting on the Scheme to be undertaken either in person or by proxy or through postal ballot or through electronic means.

c. **With respect to Unsecured Creditors:** The meeting of unsecured shareholders be convened between 12.00 Noon to 1.00 P.M through VC or other OAVM on 08-04-2021 (Thursday), to be held at a place falling within the jurisdiction of the State in which the registered office of the Applicant Company 2 is situated, as the Applicant Company 2 may determine considering the CoVID-19 pandemic situation/ restrictions, subject to notice of meeting being issued The quorum of the meeting of the unsecured creditors shall be 10 Creditors joining the meeting. The voting on the Scheme to be undertaken either in person or by proxy or through postal ballot or through electronic means.

C. In relation to the Applicant Company No 3 :

a. **With respect to Equity Shareholders:** Meeting of the equity shareholders be convened between 5.00 P.M and 6.00 P.M through video conferencing ("VC") or other Audio/Visual means OAVM on 08-04-2021 (Thursday), to be held at a place falling within the jurisdiction of the State in which the registered office of the Applicant Company 3 is situated, as the

Applicant Company 3 may determine considering the COVID-19 pandemic situation/restrictions, subject to notice of meeting being issued. The quorum of the meeting of the equity shareholders shall be 50 in numbers joining the meeting. The voting on the Scheme to be undertaken either in person or by proxy or through postal ballot or through electronic means.

D. In case the required quorum as noted above for the meetings of the Applicant Companies is not present at the time of commencement of the meetings, then the meetings shall be adjourned by 30 minutes and thereafter the persons present shall be deemed to constitute the quorum. The Chairperson and Alternate Chairperson appointed herein along with Scrutinizer shall ensure that the proxy register is properly maintained.

F Mr. Somnath Gangopadhyay, Advocate (Mob. No. 9433230697) is appointed as the Chairperson for all the meetings to be called under this Order. He shall be paid an aggregate fee of Rs. 25,000/- (Rupees Twenty-Five Thousand only) for his services in addition to meeting his incidental expenses. In the absence of the Chairperson, Miss Aisha Amin, Advocate (Mob. No. 8981204500) is appointed as the Alternate Chairperson for the

meetings to be called under this Order. He shall be paid an aggregate fee of Rs. 20,000/- (Rupees Twenty Thousand only) for his services in addition to meeting his incidental expenses. Mr. Tanmay Kumar Saha, Company Secretary (Mob. No. 9831886005) is appointed as the Scrutinizer for all the meetings to be called under this Order. He shall be paid an aggregate fee of Rs. 15,000/- (Rupees Fifteen Thousand only) for his services in addition to meeting his incidental expenses. The fees of Chairperson Alternate Chairperson and Scrutinizer along with the travelling expenses and other out of pocket expenses shall be borne by the Applicant Companies. A copy of this order shall be supplied to the learned counsels for the Applicant Companies who in turn shall supply a copy of the same to the Chairperson, Alternate Chairperson and the Scrutinizer.

G. Individual notices shall be sent to the shareholders and creditors as above by the Applicant Companies through email or through registered post or speed post or courier services, as available considering the present circumstances due to the COVID-19 pandemic 30 days in advance before the scheduled date of meeting, indicating the day, date, the place fixed for and time of meeting as aforesaid, together

with a copy of Scheme and copy of explanatory statement as required under the Companies Act, 2013 and the Rules, along with the proxy forms and any other documents as may be prescribed under the Act, be provided free of cost.

H. The Applicant Companies shall publish an advertisement at least 30 clear days before the aforesaid meetings, indicating the day, date and the place fixed and time of meetings as aforesaid, to be published in Financial Express (English) and "Jansatta" (Hindi), both Delhi NCR editions. The Applicant Companies shall also publish the notice on their websites, if any. The notices and other documents (including the advertisement) shall also be sent to the Securities and Exchange Board India and the stock exchanges Applicant Company for placing on their websites in accordance with applicable laws.

I. The Chairperson shall be responsible to report the results of the meetings to the Tribunal in Form No. CAA 4 as per Rule14 of the Rules within 7 (Seven) days from the conclusion of the meetings. The Chairperson shall be assisted by the authorized representative / Company Secretary of the Applicant Companies and the Scrutinizer, who will

assist the Chairperson and Alternate Chairperson preparing and finalizing the reports.

J. In order to comply with Section 230(5) the Act read with Rule the Rules, the Applicant Companies are directed to serve notice of the proposed Scheme on the following authorities, applicable: **(i) Regional Director**, Northern Region B-2 Wing, 2nd Floor, Pt. Deendayal Antyodaya Bhawan, C.GO. Complex, New Delhi - 110003; **(ii) Registrar of Companies**, N.C.T. of Delhi & Haryana at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019; **(iii) The official Liquidator**, Lok Nayak Bhawan, 8th Floor, Khan Market, New Delhi-110001; **(iv) Income Tax Department** through its nodal office at Lawyers' Chamber, Block 1, Room Nos. 428 & 429 Delhi High Court, New Delhi and the jurisdictional assessment office of the Applicant Companies, **(v) SEBI** at SEBI Bhavan BKC, Plot No. C4-A, G' Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051 Maharashtra; **(vi) NSE** at Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East) Mumbai - 400051, Maharashtra; **(vii) BSE** at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001, Maharashtra; **(viii) Competition Commission of India** at 09th Floor, Office Block 1, Kidwai Nagar

(East), New Delhi 110023: through email or through registered post or speed post or courier services, stating that representations, if any, to be made by them shall be sent to the Tribunal within a period of 30 days from the date of receipt of such notice and copy of such representations shall be simultaneously sent to the Applicant Companies, failing which, it shall be presumed that the authorities have no objections to the proposed Scheme. The notices to Income Tax authorities shall disclose sufficient details like PAN card numbers, ward numbers and assessing officers so that proper reply may be filed.

K. The Applicant Companies further shall furnish a copy of the Scheme (together with the explanatory statement), free of charge, within 1 day of any requisition for the Scheme made by every creditor or member of the Applicant Companies entitled to attend the meetings as aforesaid.

L. The authorized representative of the Applicant Companies shall furnish affidavits stating that the directions of this Tribunal in relation to service of notice of meetings and publication of advertisement has been complied with at least one week before the proposed meetings.

M All the aforesaid directions are to be complied with in accordance with the applicable law, including forms and formats contained in the Rules as well as the provisions of the Act by the Applicant Companies and as directed by this bench.

14. The application stands allowed in the aforesaid terms.

Let the copy of order be served to parties.

-Sd-

(SH. B.S.V. PRAKASH KUMAR)

ACTG. PRESIDENT

-Sd-

(HEMANT KUMAR SARANGI)

MEMBER (Technical)

26.02.2021

IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, KOLKATA

CA No./06/KB/2021

in

C.A.(CAA) No.1482/KB/2020

Sections 230 to 232 of the Companies Act,2013;

And

In the Matter of:

Hipoline Commerce Private Limited, a company incorporated under the provisions of the Companies Act,1956 and an existing Company within the meaning of the Companies Act, 2013 (CIN:U51909WB1995PTC076045) and having its Registered Office at 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata-700 069, in the State of West Bengal.

And

In the matter of:

Lexi Exports Private Limited, a company incorporated under the provisions of the Companies Act, 1956 and an existing Company within the meaning of the Companies Act, 2013 (CIN:U51909WB1993PTC058926) and having its Registered Office at 207, Maharshi Devendra Road, 1st Floor, Room No. 27, Kolkata-700 007 in the State of West Bengal.

And

In the Matter of:

Richie Credit & Finance Private Limited, a company incorporated under the provisions of the Companies Act, 1956 and an existing Company within the meaning of the Companies Act, 2013 (CIN: U65921WB1985PTC117558) and

having its Registered Office at 207, Maharshi Devendra Road, 1st Floor, Room No. 27, Kolkata–700 007 in the State of West Bengal.

And

In the Matter of:

1. Hipoline Commerce Private Limited
2. Lexi Exports Private Limited
3. Richie Credit & Finance Private Limited

.....Applicants

Date of Hearing : 19/01/2021
Order Pronounced on : 19/01/2021

Coram:

Mr. Rajashekhar V.K., Member (Judicial)
Mr. Harish Chander Suri, Member (Technical)

Counsel on Record:

1. Mr. Nirmalya Dasgupta, Advocate
2. Mr. Shwetaank Nigam, Advocate

} For the Applicants

ORDER

Per: Harish Chander Suri, Member (Technical)

1. The Applicant Companies, namely, Hipoline Commerce Private Limited (hereinafter referred as the "Applicant Company No.1"), Lexi Exports Private Limited (hereinafter referred as the "Applicant Company No.2") and Richie Credit & Finance Private Limited (hereinafter referred as the "Applicant Company No.3") have filed an application being C.A.(CAA) No.1482/KB/2020 for ultimately obtaining sanction of this Tribunal to a Scheme of Arrangement

which provides for the Slump Sale of Power Plant Undertaking of Gallantt Ispat Limited (hereinafter referred as the "Transferor Company No.1") to Gallantt Metal Limited (hereinafter referred as the "Transferee Company") and amalgamation of Gallantt Ispat Limited (Transferor Company No.1) [after the transfer of the Power Plant Undertaking], AAR Commercial Company Limited (Transferor Company No.2), Hipoline Commerce Private Limited (Transferor Company No.3), Lexi Exports Private Limited (Transferor Company No.4) and Richie Credit & Finance Private Limited (Transferor Company No.5) with Gallantt Metal Limited (Transferee Company).

2. Such application has been filed by the Applicant Companies under section 230 to 232 of the Companies Act, 2013 for directions to serve the copy of the notice of the application pursuant to sub-section (5) of Section 230 of the Companies Act, 2013 and for convening separate meetings of the Shareholders of the Applicant Companies and the Unsecured Creditor of Applicant Company No.1 and recording that no meeting of the Unsecured Creditors of the Applicant Company Nos. 2 and 3 and the Secured Creditors of any of the Applicant Companies is necessary since there are no such creditors in the Companies.

3. After filing of such application, the Applicant Companies had received affidavits of all their Shareholders and the Unsecured Creditor of the Applicant Company No.1 giving their "No-Objection" to the proposed Scheme of Amalgamation and

Slump Sale and consenting to waive the requirement for convening and holding their meetings for consideration of the proposed Scheme of Amalgamation and Slump Sale.

4. Hence, the Applicant Companies filed another application being Company Application No.6/KB/2021 for dispensation of the separate meeting(s) of the Shareholders of all the Applicant Companies and Unsecured Creditor of Applicant Company No. 1 and recording that no meeting of the Unsecured Creditors of Applicant Company Nos. 2 and 3 and the Secured Creditors of any of the Applicant Companies is necessary since there are no such Creditors in the Applicant Companies.

5. The Ld. Advocates appearing for the Applicant Companies prayed for hearing of both the applications together.

6. The object of the applications is to ultimately obtain sanction of this Tribunal to the proposed Scheme of Amalgamation and Slump Sale which provides for the Slump Sale of Power Plant Undertaking of the Transferor Company No. 1 to the Transferee Company and amalgamation of the entire undertaking of the Transferor Company No.1 [after the transfer of the Power Plant Undertaking] and the Transferor Company Nos. 2 to 5 with all assets and liabilities relating thereto as a going concern to be transferred to and vested in the Transferee Company.

7. The Applicant Company Nos. 1, 2 and 3 are having 3, 2 and 2 nos. of equity shareholders respectively with a paid up capital of Rs.2,12,63,100/-, Rs.14,29,670/- and Rs.3,51,00,000/- respectively. Shareholders of each Applicant Company have given their consent for dispensing with the meetings of the shareholders of each of the Applicant Companies which is annexed as Annexure "A" to Company Application No.6/KB/2021.
8. The Applicant Company No. 1 has 1 Unsecured Creditor. The Unsecured Creditor of the Applicant Company No. 1 has given its consent for dispensing with the meeting of the Unsecured Creditors of the Applicant Company No. 1 which is annexed as Annexure "B" to Company Application No.6/KB/2021.

9. There are no Unsecured Creditors in the Applicant Company Nos. 2 and 3. Certificates confirming the same have been provided by the Statutory Auditors of such Applicant Companies which are annexed as Annexure "Z" to C.A.(CAA) No. 1482/KB/2020 and Annexure "C" to Company Application No.6/KB/2021.

10. There are no Secured Creditors in any of the Applicant Companies. Certificates confirming the same have been provided by the Statutory Auditors of such applicant companies which are annexed as Annexure "AA" to C.A.(CAA) No. 1482/KB/2020 and Annexure "D" to Company Application No.6/KB/2021.

11. Having perused the documents annexed to both the applications and documents filed before this Tribunal and having heard the submissions made on behalf of the applicants, we pass the following orders:-

a) That the separate affidavits giving no-objection and consent relating to dispensation of meetings of the shareholders provided by each of the shareholders of all the Applicant Companies annexed with Company Application No.6/KB/2021 are accepted. In view of the aforesaid facts and circumstances, the meetings of equity shareholders of the Applicant Companies for approving the proposed Scheme of Amalgamation and Slump Sale is not necessary and the same be treated as dispensed with.

b) That the affidavit giving no-objection and consent relating to dispensation of meeting of the Unsecured Creditor provided by the Unsecured Creditor of Applicant Company No. 1 annexed with Company Application No.6/KB/2021 is accepted. In view of the aforesaid facts and circumstances, the meeting of Unsecured Creditor of the Applicant Company No. 1 for approving the proposed Scheme of Amalgamation and Slump Sale, is not necessary/required and the same be treated as dispensed with.

c) It is recorded that there are no Unsecured Creditors in the Applicant Company Nos. 2 and 3. In this regard, certificates confirming the same provided by the Statutory Auditors of such Applicant Companies annexed

with C.A.(CAA) No. 1482/KB/2020 and Company Application No.6/KB/2021 are accepted.

d) It is recorded that there are no Secured Creditors in any of the Applicant Companies. In this regard, certificates confirming the same provided by the Statutory Auditors of such Applicant Companies annexed with C.A.(CAA) No. 1482/KB/2020 and Company Application No.6/KB/2021 are accepted.

e) Let the notice be served as per requirements of subsection (5) of section 230 of the Companies Act, 2013 alongwith all the documents including a copy of the Scheme and the Statement disclosing necessary details and the Central Government, through the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata, Registrar of Companies, West Bengal, Official Liquidator, High Court at Calcutta, Income Tax Department having jurisdiction over the Applicant Companies, Reserve Bank of India, Kolkata, Competition Commission of India and such other relevant sectoral regulators/authorities, if applicable, which are likely to be affected by the proposed scheme, by sending the same by hand delivery through special messenger or by registered post or speed post within 7 days from the date of this order for filing their representation, if any, within 30 days from the date of receipt of the notice with a copy of such representation being sent simultaneously to the Applicant Companies and/or their advocates. If no such representation is received by the Tribunal within the said period, it

shall be presumed that such authorities have no representation to make on the Scheme of Amalgamation and Slump Sale. Such notice shall be sent pursuant to section 230(5) of the Companies Act, 2013 in Form No. CAA.3 of the Companies (Compromises, Arrangements & Amalgamation) Rules, 2016 with necessary variations incorporating the directions therein.

12. The Company Petition for confirmation and sanction of the Scheme of Amalgamation and Slump Sale to be filed within 4 weeks from the date of this order.

13. The applications being C.A.(CAA) No. 1482/KB/2020 connected with CA No.6/KB/2021 are disposed of accordingly.

14. Urgent certified copies of this order, if applied for, be issued to the parties upon compliance with all requisite formalities.

(Harish Chander Suri)
Member(Technical)

(Rajasekhar V.K.)
Member(Judicial)

Order Signed on 19/01/2021

PJ

PRE-AMALGAMATION SHAREHOLDING PATTERN OF ALL COMPANIES

- GALLANTT METAL LIMITED
- GALLANTT ISPAT LIMITED
- AAR COMMERCIAL COMPANY LIMITED
- HIPOLINE COMMERCE PRIVATE LIMITED
- LEXI EXPORTS PRIVATE LIMITED
- RICHIE CREDIT & FINANCE PRIVATE LIMITED

Format of holding of specified securities **Annexure - I**

1 **Name of Listed Entity : GALLANTT METAL LTD.**

2 Scrip Code/Name of Scrip/Class of Security :

3 Share Holding Pattern Filed under: Reg. 31(1) (b) : As On **24/01/2020**

4 Declaration:

	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up shares		NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
3	Whether the Listed Entity has any shares against which depository receipt are issued?		NO
4	Whether the Listed Entity has any shares in locked-in?		NO
5	Whether any shares held by promoters are pledge or otherwise encumbered?	YES	

5 The tabular format for disclosure of holding of specified securities is as follows:-

Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of partly paid up equity shares held (V)	No. of shares underlying Depository Receipt (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg:x	Class eg:y	Total								
(A)	Promoter & Promoter Group	28	54675468	0	0	54675468	67.234	54675468	0	54675468	67.234	0	67.234	0	0.000	510500	0.934	54675468
(B)	Public	7310	26646856	0	0	26646856	32.766	26646856	0	26646856	32.766	0	32.766	0	0.000	0	0.000	26645825
(C)	Non Promoter - Non Public																	
(C1)	Shares underlying DRs																	
(C2)	Shares held by Employee Trusts																	
	TOTAL	7338	81322324	0		81322324	100.000	81322324	0	81322324	100.000	0	100.000	0	0.000	510500	0.934	81322293

GALLANTT METAL LIMITED

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Indian		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals/Hindu undivided Family		26	8130445	0	0	8130170	7.538	8130170	0	8130170	7.538	0	7.538	0	0.000	550800	6.328	8130170
	ANUPAM AGARWAL	ABNPA7968J	0	10400	0	0	10400	0.013	10400	0	10400	0.013	0	0.013	0	0.000	0	0.000	10400
	ASHUTOSH AGARWAL	AAZPA8830B	0	178591	0	0	178591	0.228	178591	0	178591	0.228	0	0.228	0	0.000	0	0.000	178591
	BRIJ MOHAN JOSHI	ACCPJ6752E	0	2500	0	0	2500	0.003	2500	0	2500	0.002	0	0.003	0	0.000	0	0.000	2500
	CHANDRA PRAKASH AGARWAL	ABLPA9567C	0	300000	0	0	300000	0.369	300000	0	300000	0.369	0	0.369	0	0.000	300000	100.000	300000
	DINESH KUMAR AGARWAL	AAKPA8979K	0	2307251	0	0	2307251	2.837	2307251	0	2307251	2.837	0	2.837	0	0.000	210000	9.102	2307251
	KARUNA JINDAL	ASMPJ1153J	0	5000	0	0	5000	0.006	5000	0	5000	0.006	0	0.006	0	0.000	0	0.000	5000
	KUSUM DEVI JALAN	AASPJ1369J	0	19651	0	0	19651	0.024	19651	0	19651	0.024	0	0.024	0	0.000	0	0.000	19651
	NARAIN PRASAD AJITSARIA	AEVPA4067M	0	2500	0	0	2500	0.003	2500	0	2500	0.003	0	0.003	0	0.000	0	0.000	2500
	NARESH CHANDRA AGARWAL	ABKPA1209E	0	9000	0	0	9000	0.011	9000	0	9000	0.011	0	0.011	0	0.000	0	0.000	9000
	NIDHI JALAN	AKKPS6351C	0	24500	0	0	24500	0.030	24500	0	24500	0.030	0	0.030	0	0.000	0	0.000	24500
	NITIN KANDOI	AGGPK2910C	0	10500	0	0	10500	0.013	10500	0	10500	0.013	0	0.013	0	0.000	500	4.762	10500
	OM PRAKASH JALAN	AASPJ1394E	0	48279	0	0	48279	0.059	48279	0	48279	0.059	0	0.059	0	0.000	0	0.000	48279
	PREM PRAKASH AGARWAL	ABLPA9958N	0	15095	0	0	15095	0.020	15095	0	15095	0.020	0	0.020	0	0.000	0	0.000	15095
	PREM PRAKASH AGRAWAL HUF	AACHP1753Q	0	32500	0	0	32500	0.040	32500	0	32500	0.040	0	0.040	0	0.000	0	0.000	32500
	PRIYA AGARWAL	AEWPA3577J	0	100000	0	0	100000	0.123	100000	0	100000	0.123	0	0.123	0	0.000	0	0.000	100000
	PRIYANKA DAS	ADCPA2570N	0	4898	0	0	4898	0.006	4898	0	4898	0.006	0	0.006	0	0.000	0	0.000	4898
	SANTOSH KUMAR AGARWAL	ABLPA8098P	0	2605247	0	0	2605247	3.204	2605247	0	2605247	3.204	0	3.204	0	0.000	0	0.000	2605247
	SANTOSH KUMAR AGRAWAL HUF	AADHS8205E	0	110000	0	0	110000	0.135	110000	0	110000	0.135	0	0.135	0	0.000	0	0.000	110000
	SHARDA DEVI JALAN	ABNPJ6822F	0	2500	0	0	2500	0.003	2500	0	2500	0.003	0	0.003	0	0.000	0	0.000	2500
	SHRUTI KANDOI	AMMPK0782H	0	17098	0	0	17098	0.021	17098	0	17098	0.021	0	0.021	0	0.000	0	0.000	17098
	SHYAMA AGRAWAL	ABLPA8579A	0	190000	0	0	190000	0.234	190000	0	190000	0.234	0	0.234	0	0.000	0	0.000	190000
	SMRITI AGARWAL	ADPPG1161Q	0	10000	0	0	10000	0.012	10000	0	10000	0.012	0	0.012	0	0.000	0	0.000	10000
	SUBODH KUMAR JALAN	AAOHS3861G	0	10000	0	0	10000	0.012	10000	0	10000	0.012	0	0.012	0	0.000	0	0.000	10000
	SUMESH KUMAR AGARWAL	ACGPA8473J	0	100000	0	0	100000	0.123	100000	0	100000	0.123	0	0.123	0	0.000	0	0.000	100000
	UMA AGARWAL	ABLPA8579M	0	13792	0	0	13792	0.017	13792	0	13792	0.017	0	0.017	0	0.000	0	0.000	13792
	ASHU GOEL	AHMPG2218P	0	275	0	0	275	0.000	275	0	275	0.000	0	0.000	0	0.000	0	0.000	275
(b)	Central Government/State Government(s)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Financial Institutions/Banks		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Bodies Corporate		2	48546023	0	0	48546023	59.696	48546023	0	48546023	59.696	0	59.696	0	0.000	0	0.000	48546023
	GALLANTT ISPAT LIMITED	AADCG2969B	0	39462895	0	0	39462895	48.527	39462895	0	39462895	48.527	0	48.527	0	0.000	0	0.000	39462895
	HIPOLINE COMMERCE PRIVATE LIMITED	AAACH6817K	0	9083128	0	0	9083128	11.169	9083128	0	9083128	11.169	0	11.169	0	0.000	0	0.000	9083128
	Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Clearing Members		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (A)(1)		28	54676468	0	0	54676468	67.234	54676468	0	54676468	67.234	0	67.234	0	0.000	550800	6.534	54676468

(2)	Foreign		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(b)	Government		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	OCBs		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (A)(2)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		**29**	**54676468**	**0**	**0**	**54676468**	**67.234**	**54676468**	**0**	**54676468**	**67.234**	**0**	**67.234**	**0**	**0.000**	**510500**	**0.934**	**54676468**

GALLANTT METAL LIMITED

Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)= (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Mutual Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(b)	Venture Capital Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Foreign Portfolio Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(f)	Financial Institutions/Banks		1	14316	0	0	14316	0.018	14316	0	14316	0.018	0	0.018	0	0.000	0	0.000	14316
(g)	Insurance Companies		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(i)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Foreign Institutional Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	QFI - Corporate		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (B)(1)		1	14316	0	0	14316	0.018	14316	0	14316	0.018	0	0.018	0	0.000	0	0.000	14316
(2)	Central Government/State Government(s)/President of India		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (B)(2)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(3)	Non-Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	i. Individual shareholders holding nominal share capital up to Rs.2 Lakhs.		7060	4214400	0	0	4214400	5.183	4214400	0	4214400	5.183	0	5.183	0	0.000	0	0.000	4214389

	ii) Individual shareholders holding nominal share capital in excess of Rs.2 Lakhs.		47	3465574	0	0	3465574	4.262	3465574	0	3465574	4.262	0	4.262	0	0.000	0	0.000	3465574
(b)	NBFCs registered with RBI		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Employee Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Overseas Depositors (holding DRs)(balancing figure)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Bodies Corporate		72	18629685	0	0	18629685	22.908	18629685	0	18629685	22.908	0	22.908	0	0.000	0	0.000	18629685
	LEXI EXPORTS PVT LTD	AAACL4344F	0	11930679	0	0	11930679	14.671	11930679	0	11930679	14.671	0	14.671	0	0.000	0	0.000	11930679
	RICHIE CREDIT AND FINANCE PRIVATE LIMITE	AACCD4623J	0	5020194	0	0	5020194	6.173	5020194	0	5020194	6.173	0	6.173	0	0.000	0	0.000	5020194
	QFI - Individual		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	NRI - Repatriable		67	128597	0	0	128597	0.158	128597	0	128597	0.158	0	0.158	0	0.000	0	0.000	128597
	NRI - Non-Repatriable		29	37380	0	0	37380	0.046	37380	0	37380	0.046	0	0.046	0	0.000	0	0.000	37380
	OCBs		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Clearing Memebers		34	155904	0	0	155904	0.192	155904	0	155904	0.192	0	0.192	0	0.000	0	0.000	155904
	IEPF Authority		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (B)(3)		7309	26631540	0	0	26631540	32.748	26631540	0	26631540	32.748	0	32.748	0	0.000	0	0.000	26631509
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		**7310**	**26645856**	**0**	**0**	**26645856**	**32.766**	**26645856**	**0**	**26645856**	**32.766**	**0**	**32.766**	**0**	**0.000**	**0**	**0.000**	**26645825**

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public shareholder

	Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipt (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Custodian/DR Holder																		
(2)	Employee Benefit Trust (under SEBI (share based Employee Benefit) Regulations, 2014																		
	Total Non-Promoter - Non-Public Shareholding (C)=(C)(1)+(C)(2)																		

GALLANTT METAL LIMITED

Table V - Statement showing shareholding details of significant beneficial owner

	Details of the significant beneficial owner (I)			*Details of the registered owner (II)*			*Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect :(III) Whether by virtue of:*					
Sr No.	Name	PAN/Passport No. in case of a foreign national	Nationality	Name	PAN/Passport No. in case of a foreign national	Nationality	Shares %	Voting rights %	Rights on distributable dividend or any other distribution %	Exercise of control	Exercise of significant influence	Date of creation / acquisition of significant beneficial interest (IV)
1	DINESH R AGARWAL	AAKPA8079K	INDIA	HIPOLINE COMMERCE PVT LTD	AAACH6817K	INDIA	11.169	NA	NA	NA	NA	08-02-2019
2	ASHWIN GUPTA	ADVPG2250L	INDIA	LEXI EXPORTS PVT LTD	AAACL4344F	INDIA	14.671	NA	NA	NA	NA	08-02-2019
3	ASHWIN GUPTA	ADVPG2250L	INDIA	RICHIE CREDIT & FINANCE PRIVATE LIMITED	AACCC4623J	INDIA	6.173	NA	NA	NA	NA	08-02-2019
4	SHWETA GUPTA	AGOPG4661P	INDIA	LEXI EXPORTS PVT LTD	AAACL4344F	INDIA	14.671	NA	NA	NA	NA	08-02-2019
5	SHWETA GUPTA	AGOPG4661P	INDIA	RICHIE CREDIT & FINANCE PRIVATE LIMITED	AACCC4623J	INDIA	6.173	NA	NA	NA	NA	08-02-2019

GALLANTT METAL LIMITED

Format of holding of specified securities **Annexure - I**

1 **Name of Listed Entity : GALLANTT ISPAT LTD.**

2 Scrip Code/Name of Scrip/Class of Security :

3 Share Holding Pattern Filed under: Reg. 31(1) (b) : As On **24/01/2020**

4 Declaration:

	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up shares		NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
3	Whether the Listed Entity has any shares against which depository receipt are issued?		NO
4	Whether the Listed Entity has any shares in locked-in?		NO
5	Whether any shares held by promoters are pledge or otherwise encumbered?		NO

5 The tabular format for disclosure of holding of specified securities is as follows:-

Gallantt Ispat Limited

Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid up equity shares held (V)	No. of shares underlying Depository Receipt (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg:x	Class eg:y	Total								
(A)	Promoter & Promoter Group	16	178156480	0	0	178156480	63.095	178156480	0	178156480	63.095	0	63.095	0	0.000	0	0.000	178156480
(B)	Public	3346	104204240	0	0	104204240	36.905	104204240	0	104204240	36.905	0	36.905	0	0.000	0	0.000	104204180
(C)	Non Promoter - Non Public																	
(C1)	Shares underlying DRs																	
(C2)	Shares held by Employee Trusts																	
	TOTAL	3362	282360720	0		282360720	100.000	282360720	0	282360720	100.000	0	100.000	0	0.000	0	0.000	282360660

Gallantt Ispat Limited

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of shareholders (I)	PAN (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
(1)	Indian		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals/Hindu undivided Family		15	106838568	0	0	106838568	37.411	106838568	0	106838568	37.411	0	37.411	0	0.000	0	0.000	106838568
	ASHUTOSH AGARWAL	AAZPA6880B	0	2621670	0	0	2621670	0.928	2621670	0	2621670	0.928	0	0.928	0	0.000	0	0.000	2621670
	CHANDNI AGRAWAL	ADDPA5952F	0	120830	0	0	120830	0.043	120830	0	120830	0.043	0	0.043	0	0.000	0	0.000	120830
	CHANDRA PRAKASH AGARWAL	ABLPA6553C	0	52340640	0	0	52340640	18.327	52340640	0	52340640	18.327	0	18.327	0	0.000	0	0.000	52340640
	CHANDRA PRAKASH AGRAWAL HUF	AAAHC6880D	0	5334630	0	0	5334630	1.869	5334630	0	5334630	1.869	0	1.869	0	0.000	0	0.000	5334630
	MADHU AGARWAL	ABMPA1275H	0	3521450	0	0	3521450	1.247	3521450	0	3521450	1.247	0	1.247	0	0.000	0	0.000	3521450
	MATHAK AGARWAL	AFYPA4210K	0	6925370	0	0	6925370	2.454	6925370	0	6925370	2.454	0	2.454	0	0.000	0	0.000	6925370
	MEEN MUHAWR KANDOI	ADGPK2810C	0	475000	0	0	475000	0.166	475000	0	475000	0.166	0	0.166	0	0.000	0	0.000	475000
	PREM PRAKASH AGARWAL	ABLPA8588N	0	2592130	0	0	2592130	0.918	2592130	0	2592130	0.918	0	0.918	0	0.000	0	0.000	2592130
	PREM PRAKASH AGRAWAL HUF	AADHP1752G	0	5969350	0	0	5969350	2.114	5969350	0	5969350	2.114	0	2.114	0	0.000	0	0.000	5969350
	SANTOSH KUMAR AGARWAL	ABLPA8588P	0	2207080	0	0	2207080	0.782	2207080	0	2207080	0.782	0	0.782	0	0.000	0	0.000	2207080
	SANTOSH KUMAR AGRAWAL HUF	AADHS8203E	0	5967170	0	0	5967170	2.113	5967170	0	5967170	2.113	0	2.113	0	0.000	0	0.000	5967170
	SHYAMA AGRAWAL	ABLPA8578L	0	5353030	0	0	5353030	1.896	5353030	0	5353030	1.896	0	1.896	0	0.000	0	0.000	5353030
	SMRITI AGARWAL	ADPPS1161G	0	807450	0	0	807450	0.286	807450	0	807450	0.286	0	0.286	0	0.000	0	0.000	807450
	UMA AGARWAL	ABLPA8578M	0	11395810	0	0	11395810	4.036	11395810	0	11395810	4.036	0	4.036	0	0.000	0	0.000	11395810
	ASHU GOEL	AHNFG2378P	0	1250	0	0	1250	0.000	1250	0	1250	0.000	0	0.000	0	0.000	0	0.000	1250
(b)	Central Government/State Government(s)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Financial Institutions/Banks		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Bodies Corporate		1	7251*820	0	0	7251*820	25.683	7251*820	0	7251*820	25.683	0	25.683	0	0.000	0	0.000	7251*820
	GALLANTT METAL LIMITED	AACCG2934J	0	7251820	0	0	7251820	25.683	7251820	0	7251820	25.683	0	25.683	0	0.000	0	0.000	7251820
	Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Clearing Members		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (A)(1)		16	178156480	0	0	178156480	63.095	178156480	0	178156480	63.095	0	63.095	0	0.000	0	0.000	178156480
(2)	Foreign		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(b)	Government		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	OCBs		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (A)(2)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		16	178156480	0	0	178156480	63.095	178156480	0	178156480	63.095	0	63.095	0	0.000	0	0.000	178156480

Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Mutual Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(b)	Venture Capital Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Foreign Portfolio Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(f)	Financial Institutions/Banks		1	97708	0	0	97708	0.035	97708	0	97708	0.035	0	0.035	0	0.000	0	0.000	97708
(g)	Insurance Companies		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(i)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Foreign Institutional Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	CFI - Corporate		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (B)(1)		1	97708	0	0	97708	0.035	97708	0	97708	0.035	0	0.035	0	0.000	0	0.000	97708
(2)	Central Government/State Government(s)/President of India		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (B)(2)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(3)	Non-institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	i) Individual shareholders holding nominal share capital up to Rs.2 Lakhs.		3232	4487056	0	0	4487056	1.590	4487056	0	4487056	1.590	0	1.590	0	0.000	0	0.000	4486996

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	(i) Individual shareholders holding nominal share capital in excess of Rs.2 Lakhs.		2	2492110	0	0	2492110	0.883	2492110	0	2492110	0.883	0	0.883	0	0.000	0	0.000	2492110
(b)	NBFCs registered with RBI		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Employee Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Overseas Depositors (holding DRs)(balancing figure)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Bodies Corporate		36	96989790	0	0	96989790	34.350	96989790	0	96989790	34.350	0	34.350	0	0.000	0	0.000	96989790
	AAR COMMERCIAL COMPANY LIMITED	AACCA2542K	0	49748760	0	0	49748760	17.619	49748760	0	49748760	17.619	0	17.619	0	0.000	0	0.000	49748760
	NIHON IMPEX PRIVATE LIMITED	AAACN8852E	0	7078232	0	0	7078232	2.507	7078232	0	7078232	2.507	0	2.507	0	0.000	0	0.000	7078232
	UTKARSH DEALER PRIVATE LIMITED	AABCU1777E	0	6726070	0	0	6726070	2.382	6726070	0	6726070	2.382	0	2.382	0	0.000	0	0.000	6726070
	WALLSTREET DISTRIBUTOR PRIVATE LIMITED	AAACW9650K	0	19258290	0	0	19258290	6.820	19258290	0	19258290	6.820	0	6.820	0	0.000	0	0.000	19258290
	WARNER DEALCOM PRIVATE LIMITED	AAACW9648K	0	13590320	0	0	13590320	4.813	13590320	0	13590320	4.813	0	4.813	0	0.000	0	0.000	13590320
	CFI - Individual		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	NRI - Repatriable		32	63402	0	0	63402	0.022	63402	0	63402	0.022	0	0.022	0	0.000	0	0.000	63402
	NRI - Non-Repatriable		16	9235	0	0	9235	0.003	9235	0	9235	0.003	0	0.003	0	0.000	0	0.000	9235
	OCBs		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Clearing Members		25	58539	0	0	58539	0.021	58539	0	58539	0.021	0	0.021	0	0.000	0	0.000	58539
	IEPF Authority		2	6400	0	0	6400	0.002	6400	0	6400	0.002	0	0.002	0	0.000	0	0.000	6400
	Sub-Total (B)(3)		3345	104106532	0	0	104106532	36.870	104106532	0	104106532	36.870	0	36.870	0	0.000	0	0.000	104106472
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		**3346**	**104204240**	**0**	**0**	**104204240**	**36.905**	**104204240**	**0**	**104204240**	**36.905**	**0**	**36.905**	**0**	**0.000**	**0**	**0.000**	**104204180**

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Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public shareholder

	Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Custodian/DR Holder																		
(2)	Employee Benefit Trust (under SEBI (share based Employee Benefit) Regulations, 2014																		
	Total Non-Promoter - Non-Public Shareholding (C)=(C)(1)+(C)(2)																		

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Table V - Statement showing shareholding details of significant beneficial owner

	Details of the significant beneficial owner (I)			*Details of the registered owner (II)*			*Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect :(III) Whether by virtue of:*					
Sr No.	Name	PAN/Passport No. in case of a foreign national	Nationality	Name	PAN/Passport No. in case of a foreign national	Nationality	Shares %	Voting rights %	Rights on distributable dividend or any other distribution %	Exercise of control	Exercise of significant influence	Date of creation / acquisition of significant beneficial interest (IV)

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Format of holding of specified securities **Annexure - I**

1 **Name of Listed Entity : AAR COMMERCIAL COMPANY LTD.**

2 Scrip Code/Name of Scrip/Class of Security :

3 Share Holding Pattern Filed under: Reg. 31(1) (b) : As On **24/01/2020**

4 Declaration:

	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up shares		NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
3	Whether the Listed Entity has any shares against which depository receipt are issued?		NO
4	Whether the Listed Entity has any shares in locked-in?		NO
5	Whether any shares held by promoters are pledge or otherwise encumbered?		NO

5 The tabular format for disclosure of holding of specified securities is as follows:-

AAR COMMERCIAL COMPANY LIMITED

Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipt (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg:x	Class eg:y	Total								
(A)	Promoter & Promoter Group	0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(B)	Public	486	10014000	0	0	10014000	100.000	10014000	0	10014000	100.000	0	100.000	0	0.000	0	0.000	9774000
(C)	Non Promoter - Non Public																	
(C1)	Shares underlying DRs																	
(C2)	Shares held by Employee Trusts																	
	TOTAL	486	10014000	0		10014000	100.000	10014000	0	10014000	100.000	0	100.000	0	0.000	0	0.000	9774000

AAR COMMERCIAL COMPANY LIMITED

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipt (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Indian		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals/Hindu undivided Family		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(b)	Central Government/State Government(s)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Financial Institutions/Banks		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Bodies Corporate		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Clearing Members		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (A)(1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(2)	Foreign		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(b)	Government		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	OCBs		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (A)(2)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0

AAR COMMERCIAL COMPANY

Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Mutual Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(b)	Venture Capital Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Foreign Portfolio Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(f)	Financial Institutions/Banks		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(g)	Insurance Companies		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(i)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Foreign Institutional Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	QFI - Corporate		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (B)(1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(2)	Central Government/State Government(s)/President of India		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (B)(2)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(3)	Non-Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	i) Individual shareholders holding nominal share capital up to Rs.2 Lakhs.		451	22888	0	0	22888	0.229	22888	0	22888	0.229	0	0.229	0	0.000	0	0.000	1038

	(i) Individual shareholders holding nominal share capital in excess of Rs.2 Lakhs.		14	9975149	0	0	9975149	99.612	9975149	0	9975149	99.612	0	99.612	0	0.000	0	0.000	9770899
	ALKA AGARWAL	AQKPA4045K	0	999000	0	0	999000	9.976	999000	0	999000	9.976	0	9.976	0	0.000	0	0.000	999000
	ANITA AGARWAL	ABKPA1360L	0	481000	0	0	481000	4.803	481000	0	481000	4.803	0	4.803	0	0.000	0	0.000	481000
	ANJU PANSARI	AJEPP0430Q	0	993000	0	0	993000	9.916	993000	0	993000	9.916	0	9.916	0	0.000	0	0.000	993000
	ASHU GOEL	AHNPG2378P	0	564250	0	0	564250	5.635	564250	0	564250	5.635	0	5.635	0	0.000	0	0.000	360000
	CHANDNI AGRAWAL	AODPA1585P	0	959899	0	0	959899	9.586	959899	0	959899	9.586	0	9.586	0	0.000	0	0.000	959899
	KAMAL KUMAR JAIN	AGKPJ1040R	0	500000	0	0	500000	4.993	500000	0	500000	4.993	0	4.993	0	0.000	0	0.000	500000
	MAHESHKUMAR GUPTA	AAWPG2980M	0	992000	0	0	992000	9.906	992000	0	992000	9.906	0	9.906	0	0.000	0	0.000	992000
	MANJU AGARWAL	AAPPA9299N	0	495000	0	0	495000	4.943	495000	0	495000	4.943	0	4.943	0	0.000	0	0.000	495000
	NARESH CHANDRA AGARWAL	ABKPA1299E	0	499000	0	0	499000	4.983	499000	0	499000	4.983	0	4.983	0	0.000	0	0.000	499000
	PRIYANKA GUPTA	ABMPA1269J	0	997000	0	0	997000	9.956	997000	0	997000	9.956	0	9.956	0	0.000	0	0.000	997000
	SHEETAL JALAN	ABZPJ6457G	0	499500	0	0	499500	4.988	499500	0	499500	4.988	0	4.988	0	0.000	0	0.000	499500
	SUMITRA JAIN	AANPJ4039M	0	996000	0	0	996000	9.946	996000	0	996000	9.946	0	9.946	0	0.000	0	0.000	996000
	SUSHIL KUMAR JALAN	ACTPJ0648N	0	499500	0	0	499500	4.988	499500	0	499500	4.988	0	4.988	0	0.000	0	0.000	499500
	SUSHILA JAIN	AGKPJ1036H	0	500000	0	0	500000	4.993	500000	0	500000	4.993	0	4.993	0	0.000	0	0.000	500000
(b)	NBFCs registered with RBI		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Employee Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Overseas Depositors (holding DRs)(balancing figure)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Bodies Corporate		21	15963	0	0	15963	0.159	15963	0	15963	0.159	0	0.159	0	0.000	0	0.000	2063
	OFI - Individual		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	NRI - Repatriable		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	NRI - Non-Repatriable		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	OCBs		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Clearing Memebers		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	IEPF Authority		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (B)(3)		455	10014000	0	0	10014000	100.000	10014000	0	10014000	100.000	0	100.000	0	0.000	0	0.000	9774000
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		**496**	**10014000**	**0**	**0**	**10014000**	**100.000**	**10014000**	**0**	**10014000**	**100.000**	**0**	**100.000**	**0**	**0.000**	**0**	**0.000**	**9774000**

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public shareholder

	Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Custodian/DR Holder																		
(2)	Employee Benefit Trust (under SEBI (share based Employee Benefit) Regulations, 2014																		
	Total Non-Promoter - Non-Public Shareholding (C)=(C)(1)+(C)(2)																		

Table V - Statement showing shareholding details of significant beneficial owner

	Details of the significant beneficial owner (I)			*Details of the registered owner (II)*			*Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect :(III) Whether by virtue of:*					
Sr No.	Name	PAN/Passport No. in case of a foreign national	Nationality	Name	PAN/Passport No. in case of a foreign national	Nationality	Shares %	Voting rights %	Rights on distributable dividend or any other distribution %	Exercise of control	Exercise of significant influence	Date of creation / acquisition of significant beneficial interest (IV)

Format of holding of specified securities **Annexure - I**

1 **Name of Listed Entity : HIPOLINE COMMERCE PRIVATE LIMITED**

2 Scrip Code/Name of Scrip/Class of Security :

3 Share Holding Pattern Filed under: Reg. 31(1) (b) : As On **24/01/2020**

4 Declaration:

	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up shares		NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
3	Whether the Listed Entity has any shares against which depository receipt are issued?		NO
4	Whether the Listed Entity has any shares in locked-in?		NO
5	Whether any shares held by promoters are pledge or otherwise encumbered?		NO

5 The tabular format for disclosure of holding of specified securities is as follows:-

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Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg:x	Class eg:y	Total								
(A)	Promoter & Promoter Group	2	2051310	0	0	2051310	96.473	2051310	0	2051310	96.473	0	96.473	0	0.000	0	0.000	0
(B)	Public	1	75000	0	0	75000	3.527	75000	0	75000	3.527	0	3.527	0	0.000	0	0.000	0
(C)	Non Promoter - Non Public																	
(C1)	Shares underlying DRs																	
(C2)	Shares held by Employee Trusts																	
	TOTAL	3	2126310	0		2126310	100.000	2126310	0	2126310	100.000	0	100.000	0	0.000	0	0.000	0

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Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of shareholders (I)	PAN (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
(1)	Indian		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals/Hindu undivided Family		2	2051310	0	0	2051310	96.473	2051310	0	2051310	96.473	0	96.473	0	0.000	0	0.000	0
	DINESH R. AGARWAL	AAKFA8078K	0	2051210	0	0	2051210	96.468	2051210	0	2051210	96.468	0	96.468	0	0.000	0	0.000	0
	AKASH AGARWAL	AKGPA8484HD	0	100	0	0	100	0.005	100	0	100	0.005	0	0.005	0	0.000	0	0.000	0
(b)	Central Government/State Government(s)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Financial Institutions/Banks		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Bodies Corporate		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Clearing Members		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (A)(1)		2	2051310	0	0	2051310	96.473	2051310	0	2051310	96.473	0	96.473	0	0.000	0	0.000	0
(2)	Foreign		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(b)	Government		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	OCBs		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (A)(2)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		**2**	**2051310**	**0**	**0**	**2051310**	**96..473**	**2051310**	**0**	**2051310**	**96..473**	**0**	**96..473**	**0**	**0.000**	**0**	**0.000**	**0**

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Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Mutual Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(b)	Venture Capital Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Foreign Portfolio Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(f)	Financial Institutions/Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(g)	Insurance Companies		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(i)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Foreign Institutional Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	QFI - Corporate		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (B)(1)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Central Government/State Government(s)/President of India		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (B)(2)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(3)	Non-Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	i) Individual shareholders holding nominal share capital up to Rs.2 Lakhs.		0	0	0	0	0	0	0	0	0	0	0		0	0	0	0	0

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	ii) Individual shareholders holding nominal share capital in excess of Rs.2 Lakhs.		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	NBFCs registered with RBI		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Employee Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Overseas Depositors (holding DRs)(balancing figure)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Bodies Corporate		1	75000	0	0	75000	3.527	75000	0	0	75000	0	0	0	0	0	0	0
	NIHON IMPEX PRIVATE LIMITED	AAACN6852E	1	75000	0	0	75000	3.527	75000			3.527	0	0	0	0	0	0	0
	QFI - Individual		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	NRI - Repatriable		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	NRI - Non-Repatriable		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	OCBs		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Trusts		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Clearing Members		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	IEPF Authority		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub Total (B)(3)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		1	75000	3.527	0	75000	3.527	75000	0	75000	3.527	0	3.527	0	0	0	0	0

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Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public shareholder

	Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Custodian/DR Holder																		
(2)	Employee Benefit Trust (under SEBI (share based Employee Benefit) Regulations, 2014																		
	Total Non Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2)																		

Table V - Statement showing shareholding details of significant beneficial owner

	Details of the significant ***beneficial owner*** ***(I)***			*Details of the registered owner* ***(II)***			*Details of holding/ exercise of right of the SBO in* ***the reporting company, whether direct or indirect :(III)*** ***Whether by virtue of:***					
Sr No.	Name	PAN/Passport No. in case of a foreign national	Nationality	Name	PAN/Passport No. in case of a foreign national	Nationality	Shares %	Voting rights %	Rights on distributable dividend or any other distribution %	Exercise of control	Exercise of significant influence	Date of creation / acquisition of significant beneficial interest (IV)

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Format of holding of specified securities **Annexure - I**

1 **Name of Listed Entity : LEXI EXPORTS PRIVATE LIMITED**

2 Scrip Code/Name of Scrip/Class of Security :

3 Share Holding Pattern Filed under: Reg. 31(1) (b) : As On **24/01/2020**

4 Declaration:

	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up shares		NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
3	Whether the Listed Entity has any shares against which depository receipt are issued?		NO
4	Whether the Listed Entity has any shares in locked-in?		NO
5	Whether any shares held by promoters are pledge or otherwise encumbered?		NO

5 The tabular format for disclosure of holding of specified securities is as follows:-

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Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg:x	Class eg:y	Total								
(A)	Promoter & Promoter Group	2	142967	0	0	142967	100.000	142967	0	142967	100.000	0	100.000	0	0.000	0	0.000	0
(B)	Public	0	0	0	0	0	100.000	0	0	0	0.000	0	100.000	0	0.000	0	0.000	0
(C)	Non Promoter - Non Public																	
(C1)	Shares underlying DRs																	
(C2)	Shares held by Employee Trusts																	
	TOTAL	**2**	**142967**	**0**		**142967**	**100.000**	**142967**	**0**	**142967**	**100.000**	**0**	**100.000**	**0**	**0.000**	**0**	**0.000**	**0**

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Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of shareholders (I)	PAN (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Indian		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals/Hindu undivided Family		2	142967	0	0	142967	100.000	142967	0	142967	100.000	0	100.000	0	0.000	0	0.000	0
	ASHWIN GUPTA	ADVPG2250L	0	62917	0	0	62917	44.008	62917	0	62917	44.008	0	44.008	0	0.000	0	0.000	0
	SHWETA GUPTA	AGCPG4661P	0	80050	0	0	80050	55.992	80050	0	80050	55.992	0	55.992	0	0.000	0	0.000	0
(b)	Central Government/State Government(s)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Financial Institutions/Banks		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Bodies Corporate		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Clearing Members		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (A)(1)		2	142967	0	0	142967	100.000	142967	0	142967	100.000	0	100.000	0	0.000	0	0.000	0
(2)	Foreign		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(b)	Government		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	OCBs		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (A)(2)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		2	142967	0	0	142967	100.000	142967	0	142967	100.000	0	100.000	0	0.000	0	0.000	0

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Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipt (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted	Number of Locked in shares		Number of Shares pledged		Number of equity shares held in dematerialised form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Mutual Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(b)	Venture Capital Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Foreign Portfolio Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(f)	Financial Institutions/Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(g)	Insurance Companies		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(i)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Foreign Institutional Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	QFI - Corporate		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (B)(1)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Central Government/State Government(s)/President of India		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (B)(2)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(3)	Non-Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	i) Individual shareholders holding nominal share capital up to Rs.2 Lakhs.		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	ii) Individual shareholders holding nominal share capital in excess of Rs.2 Lakhs.		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	NBFCs registered with RBI		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Employee Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Overseas Depositors (holding DR)(balancing figure)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Bodies Corporate		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	QFI - Individual		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	NRI - Repatriable		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	NRI - Non-Repatriable		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	OCBs		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Trusts		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Clearing Memebers		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	IEPF Authority		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(3)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public shareholder

	Category & Name of shareholders (I)	PAN (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Custodian/DR Holder																		
(2)	Employee Benefit Trust (under SEBI (share based Employee Benefit) Regulations, 2014																		
	Total Non-Promoter - Non-Public Shareholding (C)=(C)(1)+(C)+(2)																		

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Table V - Statement showing shareholding details of significant beneficial owner

	Details of the significant beneficial owner (I)			*Details of the registered owner (II)*			*Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect :(III) Whether by virtue of:*					
Sr No.	Name	PAN/Passport No. in case of a foreign national	Nationality	Name	PAN/Passport No. in case of a foreign national	Nationality	Shares %	Voting rights %	Rights on distributable dividend or any other distribution %	Exercise of control	Exercise of significant influence	Date of creation / acquisition of significant beneficial interest (IV)

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Format of holding of specified securities **Annexure - I**

1 **Name of Listed Entity : RICHIE CREDIT & FINANCE PRIVATE LIMITED**

2 Scrip Code/Name of Scrip/Class of Security :

3 Share Holding Pattern Filed under: Reg. 31(1) (b) : As On **24/01/2020**

4 Declaration:

	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up shares		NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
3	Whether the Listed Entity has any shares against which depository receipt are issued?		NO
4	Whether the Listed Entity has any shares in locked-in?		NO
5	Whether any shares held by promoters are pledge or otherwise encumbered?		NO

5 The tabular format for disclosure of holding of specified securities is as follows:-

Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	No. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg: x	Class eg:y	Total								
(A)	Promoter & Promoter Group	2	102000	0	0	102000	100.000	102000	0	102000	100.000	0	100.000	0	0.000	0	0.000	0
(B)	Public	0	0	0	0	0	100.000	0	0	0	0.000	0	100.000	0	0.000	0	0.000	0
(C)	Non Promoter - Non Public																	
(C1)	Shares underlying DRs																	
(C2)	Shares held by Employee Trusts																	
	TOTAL	2	102000	0		102000	100.000	102000	0	102000	100.000	0	100.000	0	0.000	0	0.000	0

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of shareholders (I)	PAN (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of Total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Indian		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals/Hindu undivided Family		2	102000	0	0	102000	100.000	102000	0	102000	100.000	0	100.000	0	0.000	0	0.000	0
	ASHWIN GUPTA	ADVPG2230L	0	51000	0	0	51000	50.000	51000	0	51000	50.000	0	50.000	0	0.000	0	0.000	0
	SHWETA GUPTA	AGCPG4661P	0	51000	0	0	51000	50.000	51000	0	51000	50.000	0	50.000	0	0.000	0	0.000	0
(b)	Central Government/State Government(s)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Financial institutions/Banks		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Bodies Corporate		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Clearing Members		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (A)(1)		2	102000	0	0	102000	100.000	102000	0	102000	100.000	0	100.000	0	0.000	0	0.000	0
(2)	Foreign		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(b)	Government		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	OCBs		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (A)(2)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		**2**	**102000**	**0**	**0**	**102000**	**100.000**	**102000**	**0**	**102000**	**100.000**	**0**	**100.000**	**0**	**0.000**	**0**	**0.000**	**0**

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Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Mutual Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(b)	Venture Capital Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Foreign Portfolio Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(f)	Financial Institutions/Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(g)	Insurance Companies		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(i)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Foreign Institutional Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	QFI - Corporate		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (B)(1)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Central Government/State Government(s)/President of India		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (B)(2)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(3)	Non-Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	i. Individual shareholders holding nominal share capital up to Rs.2 Lakhs.		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

	ii) Individual shareholders holding nominal share capital in excess of Rs.2 Lakhs.		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	NBFCs registered with RBI		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Employee Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Overseas Depositors (holding DRs)(balancing figure)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Bodies Corporate		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	QFI - Individual		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	NRI - Repatriable		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	NRI - Non-Repatriable		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	OCBs		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Trusts		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Clearing Memebers		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	EPF Authority		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub Total (B)(3)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public shareholder

	Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid up equity shares held (V)	Nos. of shares underlying Depository Receipt (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Custodian/DR Holder																		
(2)	Employee Benefit Trust (under SEBI (share based) Employee Benefit) Regulations, 2014																		
	Total Non-Promoter - Non-Public Shareholding (C)=(C)(1)+(C)(2)																		

Table V - Statement showing shareholding details of significant beneficial owner

	Details of the significant beneficial owner (I)			*Details of the registered owner (II)*			*Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect :(III)* **Whether by virtue of:**					
Sr No.	Name	PAN/Passport No. in case of a foreign national	Nationality	Name	PAN/Passport No. in case of a foreign national	Nationality	Shares %	Voting rights %	Rights on distributable dividend or any other distribution %	Exercise of control	Exercise of significant influence	Date of creation / acquisition of significant beneficial interest (IV)

POST-AMALGAMATION SHAREHOLDING PATTERN OF TRANSFEREE COMPANY GALLANTT METAL LIMITED

Format of holding of specified securities **Annexure - I**

1 **Name of Listed Entity : GALLANTT METAL LTD.**

2 Scrip Code/Name of Scrip/Class of Security :

3 Share Holding Pattern as on 24/01/2020

4 Declaration:

	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up shares		NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
3	Whether the Listed Entity has any shares against which depository receipt are issued?		NO
4	Whether the Listed Entity has any shares in locked-in?		NO
5	Whether any shares held by promoters are pledge or otherwise encumbered?	YES	

5 The tabular format for disclosure of holding of specified securities is as follows:-

GALLANTT METAL LIMITED

Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg:x	Class eg:y	Total								
(A)	Promoter & Promoter Group	30	143444285	0	0	143444285	59.451	143444285	0	143444285	59.451	0	59.451	0	0.000	510500	0.356	143444285
(B)	Public	10307	97836660	0	0	97836660	40.549	97836660	0	97836660	40.549	0	40.549	0	0.000	0	0.000	9694952
(C)	Non Promoter - Non Public																	
(C1)	Shares underlying DRs																	
(C2)	Shares held by Employee Trusts																	
	TOTAL	10337	241280945	0		241280945	100.000	241280945	0	241280945	100.000	0	100.000	0	0.000	510500	0.356	241280945

GALLANTT METAL LIMITED

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Indian		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals/Hindu undivided Family		36	143444285	0	0	143444285	59.451	143444285	0	143444285	59.451	0	59.451	0	0.000	510500	0.357	143444285
	AKASH AGARWAL	AKUPA9434Q	0	450	0	0	450	0.000	450	0	450	0.000	0	0.000	0	0.000	0	0.000	450
	ALKA AGARWAL	ACKPA8047K	0	4955000	0	0	4955000	2.070	4955000	0	4955000	2.070	0	2.070	0	0.000	0	0.000	4955000
	ANITA AGARWAL	ABPPA1300L	0	2405000	0	0	2405000	0.997	2405000	0	2405000	0.997	0	0.997	0	0.000	0	0.000	2405000
	ANJU PANGARI	AJEPP0430Q	0	4965000	0	0	4965000	2.058	4965000	0	4965000	2.058	0	2.058	0	0.000	0	0.000	4965000
	ANUPAM AGARWAL	ADNPA2468J	0	10400	0	0	10400	0.004	10400	0	10400	0.004	0	0.004	0	0.000	0	0.000	10400
	ASHU GOEL	AHNPG2178P	1	2622685	0	0	2622685	1.170	2622685	0	2622685	1.170	0	1.170	0	0.000	0	0.000	2622685
	ASHUTOSH AGARWAL	AAJPA8600B	0	2612998	0	0	2612998	1.083	2612998	0	2612998	1.083	0	1.083	0	0.000	0	0.000	2612998
	BIBU MOHAN JOSHI	ACOPJ8782E	0	2500	0	0	2500	0.001	2500	0	2500	0.001	0	0.001	0	0.000	0	0.000	2500
	CHANDNI AGRAWAL	ACDPA1585P	0	4911694	0	0	4911694	2.036	4911694	0	4911694	2.036	0	2.036	0	0.000	0	0.000	4911694
	CHANDRA PRAKASH AGARWAL	ABLPA6361C	0	48901465	0	0	48901465	20.267	48901465	0	48901465	20.267	0	20.267	0	0.000	300000	0.613	48901465
	DINESH KUMAR AGARWAL	AAKPA8275K	0	11537696	0	0	11537696	4.782	11537696	0	11537696	4.782	0	4.782	0	0.000	210000	1.820	11537696
	KARUNA JINDAL	ABMPJ7153J	0	5040	0	0	5040	0.002	5040	0	5040	0.002	0	0.002	0	0.000	0	0.000	5040
	KUSUM DEVI JALAN	AASPJ1385J	0	19661	0	0	19661	0.008	19661	0	19661	0.008	0	0.008	0	0.000	0	0.000	19661
	MADHU AGARWAL	ADMPA1270H	0	3260317	0	0	3260317	1.351	3260317	0	3260317	1.351	0	1.351	0	0.000	0	0.000	3260317
	MANJU AGARWAL	AAPPA8286N	0	2475000	0	0	2475000	1.026	2475000	0	2475000	1.026	0	1.026	0	0.000	0	0.000	2475000
	NARAIN PRASAD AJITSARIA	AEYPA4867M	0	2500	0	0	2500	0.001	2500	0	2500	0.001	0	0.001	0	0.000	0	0.000	2500
	NAVEEN CHANDRA AGARWAL	ABKPA1295E	0	2504000	0	0	2504000	1.038	2504000	0	2504000	1.038	0	1.038	0	0.000	0	0.000	2504000
	NEHA JALAN	ANUPS6281C	0	24500	0	0	24500	0.010	24500	0	24500	0.010	0	0.010	0	0.000	0	0.000	24500
	NITIN KADDDI	ADSPK5510C	0	451571	0	0	451571	0.187	451571	0	451571	0.187	0	0.187	0	0.000	500	0.111	451571
	OM PRAKASH JALAN	AASPJ1264E	0	99350	0	0	99350	0.041	99350	0	99350	0.041	0	0.041	0	0.000	0	0.000	99350
	PREM PRAKASH AGARWAL	ABLPA8868N	0	2422572	0	0	2422572	1.004	2422572	0	2422572	1.004	0	1.004	0	0.000	0	0.000	2422572
	PREM PRAKASH AGRAWAL HUF	AADHP1752Q	0	5575467	0	0	5575467	2.311	5575467	0	5575467	2.311	0	2.311	0	0.000	0	0.000	5575467
	PRIYA AGARWAL	AZWPA3677J	0	150000	0	0	150000	0.041	150000	0	150000	0.041	0	0.041	0	0.000	0	0.000	150000
	PRIYANKA JAIN	AOCPJ5218N	0	4098	0	0	4098	0.001	4098	0	4098	0.001	0	0.001	0	0.000	0	0.000	4098
	PRIYANKA GUPTA	ABMPA7286J	0	4965000	0	0	4965000	2.058	4965000	0	4965000	2.058	0	2.058	0	0.000	0	0.000	4965000
	SANTOSH KUMAR AGARWAL	ABLPA8868P	0	4654678	0	0	4654678	1.929	4654678	0	4654678	1.929	0	1.929	0	0.000	0	0.000	4654678
	SANTOSH KUMAR AGRAWAL HUF	AADHS8255E	0	3652943	0	0	3652943	2.342	3652943	0	3652943	2.342	0	2.342	0	0.000	0	0.000	3652943
	SHARDA DEVI JALAN	ABNPJ9622F	0	2500	0	0	2500	0.001	2500	0	2500	0.001	0	0.001	0	0.000	0	0.000	2500
	SHRUTI KANDOI	AMBPK5762H	0	17050	0	0	17050	0.007	17050	0	17050	0.007	0	0.007	0	0.000	0	0.000	17050
	SHYAMA AGRAWAL	ABLPA8579L	0	5160670	0	0	5160670	2.139	5160670	0	5160670	2.139	0	2.139	0	0.000	0	0.000	5160670
	SMRITI AGARWAL	ADPPG1151G	0	759775	0	0	759775	0.315	759775	0	759775	0.315	0	0.315	0	0.000	0	0.000	759775
	SURESH KUMAR JAJAN	AAOHS8616G	0	10000	0	0	10000	0.004	10000	0	10000	0.004	0	0.004	0	0.000	0	0.000	10000
	SURESH KUMAR AGARWAL	ACQPA8472J	0	100000	0	0	100000	0.041	100000	0	100000	0.041	0	0.041	0	0.000	0	0.000	100000
	UMA AGARWAL	ADLPA8575M	0	10399615	0	0	10399615	4.291	10399615	0	10399615	4.291	0	4.291	0	0.000	0	0.000	10399615
	CHANDRA PRAKASH AGRAWAL HUF	AAAHC8899G	0	4953863	0	0	4953863	2.053	4953863	0	4953863	2.053	0	2.053	0	0.000	0	0.000	4953863
	MAYANK AGARWAL	AFVPA4210R	0	6434415	0	0	6434415	2.667	6434415	0	6434415	2.667	0	2.667	0	0.000	0	0.000	6434415
(b)	Central Government/State Government(s)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Financial Institutions/Banks		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Bodies Corporate		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0

GALLANT METAL LIMITED

	Clearing Members		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (A)(1)		36	143444285	0	0	143444285	99.451	143444285	0	143444285	99.451	0	99.451	0	0.000	510000	0.356	143444285
(2)	Foreign		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(b)	Government		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	OCBs		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (A)(2)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		**36**	**143444285**	**0**	**0**	**143444285**	**99.451**	**143444285**	**0**	**143444285**	**99.451**	**0**	**99.451**	**0**	**0.000**	**510000**	**0.356**	**143444285**

Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Mutual Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(b)	Venture Capital Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Foreign Portfolio Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(f)	Financial Institutions/Banks		1	105044	0	0	105044	0.044	105044	0	105044	0.044	0	0.044	0	0.000	0	0.000	14316
(g)	Insurance Companies		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(i)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Foreign Institutional Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	QFI - Corporate		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (B)(1)		1	105044	0	0	105044	0.044	105044	0	105044	0.044	0	0.044	0	0.000	0	0.000	14316
(2)	Central Government/State Government(s)/President of India		2	5942	0	0	5942	0.002	5942	0	5942	0.002	0	0.002	0	0.000	0	0.000	0
	Sub-Total (B)(2)		2	5942	0	0	5942	0.002	5942	0	5942	0.002	0	0.002	0	0.000	0	0.000	0
(3)	Non-Institutions		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(a)	Individuals		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	i) Individual shareholders holding nominal share capital up to Rs.2 Lakhs.		9017	6739413	0	0	6739413	2.793	6739413	0	6739413	2.793	0	2.793	0	0.000	0	0.000	4109941
	ii) Individual shareholders holding nominal share capital in excess of Rs.2 Lakhs.		87	44574008	0	0	44574008	18.474	44574008	0	44574008	18.474	0	18.474	0	0.000	0	0.000	3570002
	ASHWIN GUPTA	ADVPG2250L	0	7862825	0	0	7862825	3.259	7862825	0	7862825	3.259	0	3.259	0	0.000	0	0.000	2297
	KAMAL KUMAR JAIN	AGKPJ1040R	0	2500000	0	0	2500000	1.036	2500000	0	2500000	1.036	0	1.036	0	0.000	0	0.000	0

	MAHESHKUMAR GUPTA	AAWPG2960M	0	4960000	0	0	4960000	2.056	4960000	0	4960000	2.056	0	2.056	0	0.000	0	0.000	0
	SHEETAL JALAN	ABZPJ6457G	0	2497500	0	0	2497500	1.035	2497500	0	2497500	1.035	0	1.035	0	0.000	0	0.000	0
	SHWETA GUPTA	AGOPG4661P	0	9335051	0	0	9335051	3.869	9335051	0	9335051	3.869	0	3.869	0	0.000	0	0.000	35351
	SUMITRA JAIN	AANPJ4039M	0	5018416	0	0	5018416	2.080	5018416	0	5018416	2.080	0	2.080	0	0.000	0	0.000	38416
	SUSHIL KUMAR JALAN	ACTPJ0648N	0	2497500	0	0	2497500	1.035	2497500	0	2497500	1.035	0	1.035	0	0.000	0	0.000	0
	SUSHILA JAIN	AGKPJ1036H	0	2500000	0	0	2500000	1.036	2500000	0	2500000	1.036	0	1.036	0	0.000	0	0.000	0
(b)	NBFCs registered with RBI		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(c)	Employee Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(d)	Overseas Depositors (holding DRs)(balancing figure)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
(e)	Any Other		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Bodies Corporate		111	45969702	0	0	45969702	19.052	45969702	0	45969702	19.052	0	19.052	0	0.000	0	0.000	1578812
	NIHON IMPEX PRIVATE LIMITED	AAACN6852E	0	7028289	0	0	7028289	2.913	7028289	0	7028289	2.913	0	2.913	0	0.000	0	0.000	137108
	UTKARSH DEALER PRIVATE LIMITED	AABCU1777E	0	6245636	0	0	6245636	2.589	6245636	0	6245636	2.589	0	2.589	0	0.000	0	0.000	0
	WALLSTREET DISTRIBUTOR PRIVATE LIMITED	AAACW9650K	0	17882697	0	0	17882697	7.412	17882697	0	17882697	7.412	0	7.412	0	0.000	0	0.000	0
	WARNER DEALCOM PRIVATE LIMITED	AAACW9648K	0	12619582	0	0	12619582	5.230	12619582	0	12619582	5.230	0	5.230	0	0.000	0	0.000	0
	QFI - Individual		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	NRI - Repatriable		99	187916	0	0	187916	0.078	187916	0	187916	0.078	0	0.078	0	0.000	0	0.000	126597
	NRI - Non-Repatriable		40	45947	0	0	45947	0.019	45947	0	45947	0.019	0	0.019	0	0.000	0	0.000	37380
	OCBs		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Trusts		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Clearing Members		44	208668	0	0	208668	0.086	208668	0	208668	0.086	0	0.086	0	0.000	0	0.000	150904
	IEPF Authority		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0.000	0
	Sub-Total (B)(3)		10298	97725674	0	0	97725674	40.503	97725674	0	97725674	40.503	0	40.503	0	0.000	0	0.000	9680630
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		**10301**	**97836660**	**0**	**0**	**97836660**	**40.549**	**97836660**	**0**	**97836660**	**40.549**	**0**	**40.549**	**0**	**0.000**	**0**	**0.000**	**9694952**

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public shareholder

	Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipt (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total								
(1)	Custodian/DR Holder																		
(2)	Employee Benefit Trust (under SEBI (share based Employee Benefit) Regulations, 2014																		
	Total Non-Promoter - Non-Public Shareholding (C)=(C)(1)+(C)+(2)																		

GALLANTT METAL LIMITED

Table V - Statement showing shareholding details of significant beneficial owner

	Details of the significant beneficial owner (I)			*Details of the registered owner (II)*			*Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect :(III) Whether by virtue of:*					
Sr No.	Name	PAN/Passport No. in case of a foreign national	Nationality	Name	PAN/Passport No. in case of a foreign national	Nationality	Shares %	Voting rights %	Rights on distributable dividend or any other distribution %	Exercise of control	Exercise of significant influence	Date of creation / acquisition of significant beneficial interest (IV)
1	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL