



**Corporate Office :**  
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 Room Nos. 222 & 223,  
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**EXTRACTS OF THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF GALLANTT ISPAT LIMITED HELD AT ITS HEAD OFFICE AT "GALLANTT LANDMARK", AD TOWER COMPOUND, BANK ROAD, GORAKHPUR - 273001 UTTAR PRADESH ON 18<sup>TH</sup> JANUARY, 2020. MEETING OF THE BOARD COMMENCED AT 5.30 P.M. AND CONCLUDED AT 8.30 P.M. REQUISITE QUORUM WAS PRESENT.**

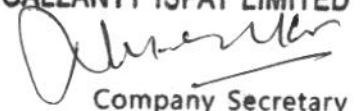
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**ITEM NO. 16**

**CONSIDER AND APPROVE 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 THE SPECIFIED POWER PLANT UNDERTAKING OF THE TRANSFEROR COMPANY, GALLANTT ISPAT LIMITED TO THE TRANSFEREE COMPANY**

The Chairman placed before the meeting draft composite Scheme for Slump Sale of Power Plant Undertaking by Gallanttt Ispat Limited to Gallanttt Metal Limited on a going concern basis and for Amalgamation of Gallanttt Ispat Limited ("GIL"), Hipoline Commerce Private Limited ("HIPOLINE"), AAR Commercial Company Limited ("AAR"), Lexi Exports Private Limited ("LEXI") and Richie Credit and Finance Private Limited ("RICHIE"), all being Transferor Companies, with Gallanttt Metal Limited ("GML"), being Transferee Company, for its approval by the Board of Directors. The Meeting considered and discussed in detail the Valuation Report dated January 17, 2020 issued by Mr. Vikash Goel, Chartered Accountants and Fairness Opinion Report dated January 18, 2020 issued by Intelligent Money Managers Private Limited, Independent Category-I Merchant Banker. Mr. Vikash Goel, Chartered Accountants presented a presentation to the Board to inform and educate the Directors about the procedures followed for valuation. The Chairman stated to the Board that for the purposes of better, efficient and economical management, control and running of the business of the undertakings concerned and for administrative convenience and to obtain advantage of economies of large scale and to broad base the present business, the Scheme placed before the Board was proposed to

**GALLANTT ISPAT LIMITED**

  
 Company Secretary

**GALLANTT ISPAT LIMITED**

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Factory : AL-5, Sector-23, Sahjanwa, District - Gorakhpur, Uttar Pradesh

Corporate Identification No. : L27109DL2005PLC350523

amalgamate the TRANSFEROR COMPANIES with the TRANSFEREE COMPANY. The Scheme also provided for the slump sale of the 18MW Power Plant Undertaking of the Company to Gallantt Metal Limited.

The Chairman stated that the Audit Committee had examined all aspects of the Scheme and recommended it. After discussion at length the Board unanimously passed the following resolution:

**"RESOLVED THAT** based on the recommendations of the Audit Committee of the Board and pursuant to the provisions of Section 230 to Section 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, and enabling clauses of the Memorandum of Association of the Company and subject to the requisite approvals, sanctions, consent, observations, no-objection from the shareholders and the creditors of the Company, Securities and Exchange Board of India (SEBI), BSE Limited (BSE), the National Stock Exchange of India Limited (NSE), the Calcutta Stock Exchange Limited (CSE), Competition Commission of India (if required), Honorable National Company Law Tribunal (NCLT), the Reserve Bank of India (RBI) or such other competent authority(ies) as may be applicable, the draft composite Scheme for Slump Sale of Power Plant Undertaking by Gallantt Ispat Limited to Gallantt Metal Limited on a going concern basis and for Amalgamation of Gallantt Ispat Limited ("GIL"), Hipoline Commerce Private Limited ("HIPOLINE"), AAR Commercial Company Limited ("AAR"), Lexi Exports Private Limited ("LEXI") and Richie Credit and Finance Private Limited ("RICHIE"), all being Transferor Companies, with Gallantt Metal Limited ("GML"), being Transferee Company and their respective shareholders and Creditors (hereinafter referred to as the "Scheme") as placed before the meeting be and is hereby approved, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders or creditors or the National Company Law Tribunal."

**"RESOLVED FURTHER THAT** the Board do take on record the appointed date for the said Slump Sale as the open of business hours on 1<sup>st</sup> April, 2019 and for Scheme of Amalgamation as the open of business hours on 1<sup>st</sup> April, 2019 after the completion of the slump sale or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** for the purposes of amalgamation of the Transferor Companies as above, the Valuation Report dated January 17, 2020 prepared and issued by Mr. Vikash Goel, Chartered Accountants, as placed before the Board, be and is hereby accepted and approved."

**"RESOLVED FURTHER THAT** for the purposes of amalgamation of the Transferor Companies into Transferee Company, based on the valuation report of Mr. Vikash Goel,

GALLANTT ISPAT LIMITED  
  
Company Secretary

Chartered Accountants, being valuer appointed for the purpose of the scheme, the share exchange / entitlement ratio is approved as under:

Name of Transferor Companies	Share Exchange / Entitlement Ratio (Allotment of new Shares by Gallantt Metal Limited being the Transferee Company)
GIL	13:14 (Allotment of Thirteen fully paid-up Equity Shares of Face Value Rs. 10/- each, for every Fourteen shares held in GIL)
AAR	5:1 (Allotment of five fully paid-up Equity Shares of Face Value Rs. 10/- each, for every one share held in AAR)
HIPOLINE	9:2 (Allotment of Nine fully paid-up Equity Shares of Face Value Rs. 10/- each, for every Two shares held in HIPOLINE)
LEXI	84:1 (Allotment of Eighty-Four fully paid-up Equity Shares of Face Value Rs. 10/- each, for every one share held in LEXI)
RICHIE	101:2 (Allotment of 102 fully paid-up Equity Shares of Face Value Rs. 10/- each, for every 2 shares held in RICHIE)

**"RESOLVED FURTHER THAT** the Fairness Opinion dated January 18, 2020, prepared and issued by Intelligent Money Managers Private Limited, Independent Category-I Merchant Banker, as placed before the Board, be and is hereby approved."

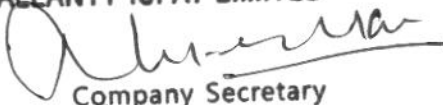
**"RESOLVED FURTHER THAT** the certificate of statutory auditors of the Company i.e. M/s. Maroti & Associates, Chartered Accountants, to the effect that the Scheme is in compliance with the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby noted and accepted."

**"RESOLVED FURTHER THAT** Report of Audit Committee dated January 18, 2020 recommending the draft Scheme, taking into consideration, inter alia, the valuation report, fairness opinion and aforesaid certificates from Statutory Auditors, as placed before the Board be and is hereby accepted and approved."

**"RESOLVED FURTHER THAT** the Company hereby chooses the BSE Limited as the designated stock exchange for the purpose of coordinating with the Securities and Exchange Board of India ("the SEBI") in connection with aforesaid Scheme."

**"RESOLVED FURTHER THAT** Shri Chandra Prakash Agrawal – Chairman & Managing Director or Shri Nitin Mahavir Prasad Kandoi - Executive Director or Shri Nitesh Kumar - Company Secretary of the Company, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or

GALLANTT ISPAT LIMITED

  
Company Secretary