



Brief particulars of the transferee/resulting and transferor/demerged companies:

S. N.	Particulars	Remarks
1	Name of the Company	Gallantt Ispat Limited
2.	Exchange(s) Listed on	BSE Limited, National Stock Exchange of India Limited (NSE)
3.	Designated Stock Exchange	BSE Limited
4.	Scheme provides for	Scheme of Amalgamation of 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) (all being transferor companies) with Gallantt Metal Limited (GML) (being transferee company) and sale of Specified Power Plant Undertaking of GIL to GML through Slump Sale.

GALLANTT ISPAT LIMITED



Company Secretary

GALLANTT ISPAT LIMITED

Registered Office : "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi -110 014
 Telefax : 011-41645392, E-mail : gil@gallantt.com, Website : www.gallantt.com
 Factory : AL-5, Sector-23, Sahjanwa, District - Gorakhpur, Uttar Pradesh
 Corporate Identification No. : L27109DL2005PLC350523

5.	Consideration	<p>As a consideration of the Shares held by Shareholders of the Transferor Companies, Shareholders of the Transferor Companies shall get shares in the Transferee Company as under:</p> <ul style="list-style-type: none"> • 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 GIL. • 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 AAR. • 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 HIPOLINE. • 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 LEXI. • 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 RICHIE. <p>Further, the Transferee Company, for acquisition of the Power Plant Undertaking through slump sale, would be liable to pay cash consideration of Rs. 35 crores to GIL.</p>
6.	Will any of the unlisted companies seek listing pursuant to Rule 19(2)(b) of SEBI (SCRR),1957	No. Unlisted Companies shall amalgamate with the Transferee Company, Gallantt Metal Limited.
7.	Report of Audit Committee	Audit Committee report dated 18 th January, 2020 has recommended the draft scheme for favorable consideration.

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8.	Valuation Report from Independent Chartered Accountant	The share entitlement ratio has been derived based on Valuation report dated 17 th January, 2020 issued by Mr. Vikash Goel, Independent Chartered Accountants.																								
9.	Fairness opinion by Merchant Banker	M/s. Intelligent Money Managers Private Limited, Merchant Banker, in its fairness opinion dated 18 th January, 2020 has opined that the share entitlement ratio as recommended by the valuer is fair.																								
10.	Pre and post scheme Shareholding Pattern of the listed Company 1	<p>GALLANTT METAL LIMITED Pre Scheme Shareholding Pattern:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>54676193</td> <td>67.234</td> </tr> <tr> <td>Public</td> <td>26646131</td> <td>32.766</td> </tr> <tr> <td>Total</td> <td>81322324</td> <td>100.000</td> </tr> </tbody> </table> <p>Post-amalgamation shareholding pattern:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>143444303</td> <td>59.451</td> </tr> <tr> <td>Public</td> <td>97836642</td> <td>40.549</td> </tr> <tr> <td>Total</td> <td>241280945</td> <td>100.000</td> </tr> </tbody> </table>	Category	No. of Shares	%	Promoter	54676193	67.234	Public	26646131	32.766	Total	81322324	100.000	Category	No. of Shares	%	Promoter	143444303	59.451	Public	97836642	40.549	Total	241280945	100.000
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13.	Pre and post scheme Shareholding pattern of	<p>HIPOLINE COMMERCE PRIVATE LIMITED Pre Scheme Shareholding Pattern:</p>																								

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	Unlisted Company 1	Category	No. of Shares	%
		Promoter	2051310	96.473
		Public	75000	3.527
		Total	2126310	100.000
		Post-amalgamation shareholding pattern:		
		Category	No. of Shares	%
		Promoter	Nil	Nil
		Public	Nil	Nil
		Total	Nil	Nil
.14.	Pre and post scheme Shareholding pattern of Unlisted Company 2	LEXI EXPORTS PRIVATE LIMITED		
		Pre Scheme Shareholding Pattern:		
		Category	No. of Shares	%
		Promoter	142967	100.000
		Public	Nil	Nil
		Total	142967	100.000
		Post-amalgamation shareholding pattern:		
		Category	No. of Shares	%
		Promoter	Nil	Nil
		Public	Nil	Nil
		Total	Nil	Nil
15.	Pre and post scheme Shareholding pattern of Unlisted Company 3	RICHE CREDIT & FINANCE PRIVATE LIMITED		
		Pre Scheme Shareholding Pattern:		
		Category	No. of Shares	%
		Promoter	102000	100.000
		Public	Nil	Nil
		Total	102000	100.000
		Post-amalgamation shareholding pattern:		
		Category	No. of Shares	%
		Promoter	Nil	Nil
		Public	Nil	Nil
		Total	Nil	Nil
16.	Minimum public shareholding in all the companies pre and post amalgamation is in compliance with Regulation 38 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')	Yes		

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