

Brief particulars of the transferee/resulting and transferor companies

Particulars	Transferee/ Resulting Company/GML	Transferor Company No. 1/GIL	Transferor Company No. 2/AAR	Transferor Company No. 3/HIPOLINE	Transferor Company No. 4/LEXI	Transferor Company No. 5/RICHIE
Name of the Company	Gallantt Metal Limited	Gallantt Ispat Limited	AAR Commercial Company Limited	Hipoline Commerce Private Limited	Lexi Exports Private Limited	Richie Credit & Finance Private Limited
Date of Incorporation & details of name changes, if any	07/02/2005	11/02/2005	28/06/1982	18/12/1995	24/05/1993	07/11/1985
Registered Office	"GALLANTT HOUSE', I - 7, Jangpura Extension, New Delhi - 110014.	"GALLANTT HOUSE', I - 7, Jangpura Extension, New Delhi - 110014.	"GALLANTT HOUSE', I - 7, Jangpura Extension, New Delhi - 110014	1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata - 700069	207, Maharshi Devendra Road, 1st Floor, Room No. 27, Kolkata - 700007	207, Maharshi Devendra Road, 1st Floor, Room No. 27, Kolkata - 700007
Brief particulars of the scheme	<p>1. Slump Sale of Power Plant Undertaking of Transferor Company No. 1 (Gallantt Ispat Limited) to the Transferee Company (Gallantt Metal Limited):</p> <p>1.1 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.</p> <p>1.2 The Transferee Company for acquisition of the Power Plant Undertaking would be liable to pay cash consideration of Rs. 35 crores.</p> <p>1.3 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.</p>					



2. Issue of Shares by the Transferee Company:

2.1 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.

2.2 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.

3. Dissolution of the 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.



4. Effective Date:

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.

Rationale for the scheme

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.



6. 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.

7. 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.

8. 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.

9. 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.

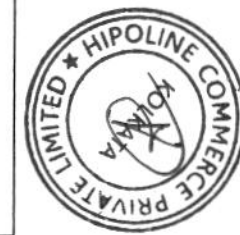
10. The Scheme shall also be in the larger interest of the public shareholders of the Transferor Companies No. 1 and 2 and Transferee Company as amalgamation of the three companies and other companies forming part of this Scheme will lead to cancellation of inter-corporate cross shareholdings of the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

11. 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.

12. 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.



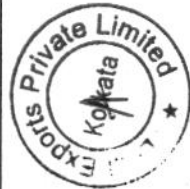
Date of resolution passed by the Board of Director of the company approving the scheme	18/01/2020	18/01/2020	18/01/2020	18/01/2020	18/01/2020	18/01/2020
Date of meeting of the Audit Committee in which the draft scheme has been approved	18/01/2020	18/01/2020	18/01/2020	18/01/2020	18/01/2020	18/01/2020
Appointed Date	01-04-2019	01-04-2019	01-04-2019	01-04-2019	01-04-2019	01-04-2019
Name of Exchanges where securities of the company are listed	BSE Limited, National Exchange of India Limited	BSE Limited, National Exchange of India Limited	BSE Limited, Calcutta Stock Exchange Limited	BSE Limited, Calcutta Stock Exchange Limited	Unlisted	Unlisted
Nature of Business	Gallantt Metal Limited is engaged in the business of Iron & Steel and Power business.	Gallantt Ispat Limited is engaged in the business of Iron, Steel, Power, Real Estate and Agro.	AAR Commercial Company Limited 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.	Hipoline Commerce Private Limited is a Non-Banking Finance Company engaged in the business of Investment, Financing, advancing loan and making inter-corporate loan and investments.	Lexi Exports Private Limited is a Non-Banking Finance Company engaged in the business of Investment, Financing, advancing loan and making inter-corporate loan and investments.	Richie Credit and Finance Private Limited is a Non-Banking Finance Company engaged in the business of Investment, Financing, advancing loan and making inter-corporate loan and investments.
Capital before the scheme (No. of equity shares as well as capital in	Authorised Capital: Rs. 83,00,00,000 divided into 8,30,00,000	Authorised Capital: Rs. 49,88,50,000 divided into 49,88,50,000 Equity Shares of Re. 1	Authorised Capital: Rs. 12,45,00,000 divided into 1,24,50,000 Equity Shares of Rs. 10	Authorised Capital: Rs. 4,72,83,000 divided into 47,28,300 Equity Shares of Rs. 10	Authorised Capital: Rs. 3,43,00,000 divided into 34,30,000 Equity Shares of Rs. 10 each.	Authorised Capital: Rs. 3,51,00,000 divided into 35,10,000 Equity Shares of Rs. 10 each.



rupees)	Equity Shares of Rs. 10 each. <u>Issued, Subscribed and Paid up Capital:</u> Rs. 81,32,23,240 divided into 8,13,22,324 Equity Shares of Rs. 10 each.	each. <u>Issued, Subscribed and Paid up Capital:</u> Rs. 28,23,60,720 divided into 28,23,60,720 Equity Shares of Re. 1 each.	each. <u>Issued, Subscribed and Paid up Capital:</u> Rs. 10,01,40,000 divided into 1,00,14,000 Equity Shares of Rs. 10 each.	each. <u>Issued, Subscribed and Paid up Capital:</u> Rs. 2,12,63,100 divided into 21,26,310 Equity Shares of Rs. 10 each.	<u>Issued, Subscribed and Paid up Capital:</u> Rs. 14,29,67,000 divided into 1,42,96,700 Equity Shares of Rs. 10 each.	<u>Issued, Subscribed and Paid up Capital:</u> Rs. 10,20,00,000 divided into 1,02,00,000 Equity Shares of Rs. 10 each.
No. of shares to be issued	22,54,55,517 Equity Shares fully paid up Rs. 10 each shall be allotted to the shareholders of the Transferor Companies after giving effect of cancellation of cross holding.	Being a Transferor Company no Shares shall be issued.	Being a Transferor Company no Shares shall be issued.	Being a Transferor Company no Shares shall be issued.	Being a Transferor Company no Shares shall be issued.	Being a Transferor Company no Shares shall be issued.
Cancellation of shares on account of cross holding, if any	6,54,96,896 Equity Shares of Transferee Company held by Transferor Companies (as per following details) shall be cancelled:	12,22,68,680 Equity Shares of GIL held by other Companies (as per following details) shall be cancelled: GML: 7,25,19,920 AAR: 4,97,48,760	No Cancellation	No Cancellation	No Cancellation	No Cancellation



<p>Capital after the scheme (No. of equity shares as well as capital in rupees)</p>	<p>GIL: 3,94,62,895 LEXI: 1,19,30,679 RICHIE: 50,20,194 HIPOLINE: 90,83,128</p> <p>Authorised Share Capital: Post Amalgamation the Authorised Share Capital would be Rs. 2,42,00,00,000 divided into 24,20,00,000 Equity Shares of Rs. 10 each (Post Amalgamation the Total Authorised Share Capital of Transferor Companies as well as Transferee Company would come at Rs. 1,57,00,33,000 into 15,70,03,300 Equity Shares of Rs. 10 each, hence, Company will increase the Authorised Share Capital by Rs. 84,99,67,000 divided into 8,49,96,700 Equity Shares of Rs. 10 each).</p>	<p>Nil (Being a Transferor Company, it will be dissolved and Authorised Share Capital would be clubbed with the Authorised Share Capital of the Transferee Company)</p>	<p>Nil (Being a Transferor Company, it will be dissolved and Authorised Share Capital would be clubbed with the Authorised Share Capital of the Transferee Company)</p>	<p>Nil (Being a Transferor Company, it will be dissolved and Authorised Share Capital would be clubbed with the Authorised Share Capital of the Transferee Company)</p>	<p>Nil (Being a Transferor Company, it will be dissolved and Authorised Share Capital would be clubbed with the Authorised Share Capital of the Transferee Company)</p>	<p>Nil (Being a Transferor Company, it will be dissolved and Authorised Share Capital would be clubbed with the Authorised Share Capital of the Transferee Company)</p>
--	--	--	--	--	--	--

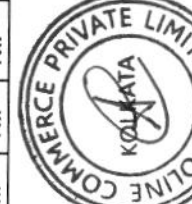


	<p>Issued, Subscribed and Paid up Share Capital: Post Amalgamation the Issued, Subscribed and Paid up Share Capital would be Rs. 2,41,28,09,450 divided into 24,12,80,945 Equity Shares of Rs. 10 each.</p>					
Net Worth - Pre	480.97	760.36	16.51	16.82	19.82	12.28
Post Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	1,447.59	NIL	NIL	NIL	NIL	NIL
Mr. Vikash Goel, Chartered Accountant (Regn. No. IBBI/RV/01/2018/10339)						
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	As provided in the Valuation Report of Mr. Vikash Goel, Chartered Accountants (Registered Valuer) dated January 17, 2020.					
Fair value per shares (Amt. in Rs.)	As provided in the Valuation Report of Mr. Vikash Goel, Chartered Accountants (Registered Valuer) dated January 17, 2020.					



Exchange ratio	N.A. (Transferee Co.)	<u>13:14</u> 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 by such member in the Transferee Company No. 1.	<u>5:1</u> 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 Transferee Company No. 2.	<u>9:2</u> 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 Transferee Company No. 3.	<u>84:1</u> 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 Transferee Company No. 4.	<u>101:2</u> 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 Transferee Company No. 5.
Name of Merchant Banker giving fairness opinion	Intelligent Money Managers Private Limited					
Shareholding pattern	Intelligent Money Managers Private Limited					

	Pre		Post		Pre		Post		Pre		Post		Pre		Post	
	No. Of Shares	% of holding	No. Of Shares	% of holding	No. Of Shares	% of holding	No. Of Shares	% of holding	No. Of Shares	% of holding	No. Of Shares	% of holding	No. Of Shares	% of holding	No. Of Shares	% of holding
Promoter	546	67.234	143	59.451	Nil	Nil	205	96.473	142	100.000	Nil	Nil	102	100.000	Nil	Nil
Public	266	32.766	978	40.549	Nil	Nil	750	3.527	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Custodian	31	3.766	42	17.42	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil



TOTAL	813	100	241	100	813	100	Nil	Nil	100	100	Nil	100	100	102	100.	Nil	Nil											
	223	.00	280	.00	223	.00	0	0	140	.00	0	967	.00	000	000	0	000	Nil										
No of shareholders	Pre-Scheme - 7338		Post-Scheme-10337		Pre-Scheme - 3362		Post-Scheme-NIL		Pre-Scheme -486		Post-Scheme-NIL		Pre-Scheme -2		Post-Scheme-NIL		Pre-Scheme -2											
Names of the Promoters (with PAN nos.)	1. Anupam Agarwal (PAN: ABNPA7498J)		2. Ashutosh Agarwal (PAN: AAZPA8800B)		3. Brij Mohan Joshi (PAN: ACCPJ9762E)		4. Chandra Prakash Agarwal (PAN: ABLPA8567C)		5. Dinesh Kumar Agarwal (PAN: AAKPA8079K)		6. Karuna Jindal (PAN: ABMPJ7153J)		7. Kusum Devi Jalan (PAN: AASPJ1386J)		8. Narain Prasad Ajitsaria (PAN: AEYPA4067M)		9. Naresh Chandra Agarwal (PAN: ABKPA1299E)		10. Nidhi Jalan (PAN: AKKPS6351C)		11. Nitin Kandoi (PAN: ADGPK2910C)		12. Om Prakash Jalan (PAN: AASPJ1394E)					
	1. Anupam Agarwal (PAN: AAZPA8800B)		2. Chandni Agarwal (PAN: AODPA1585P)		3. Chandra Prakash Agarwal (PAN: ABLPA8567C)		4. Chandra Prakash Agrawal HUF (PAN: AAHC6989G)		5. Madhu Agarwal (PAN: ABMPA1270H)		6. Mayank Agarwal (PAN: AFYPA4212K)		7. Nitin Mahavir Kandoi (PAN: ADGPK2910C)		8. Prem Prakash Agarwal (PAN: ABLPA8569N)		9. Prem Prakash Agrawal HUF (PAN: AACHP1752Q)		10. Santosh Kumar Agarwal (PAN: ABLPA8568P)		11. Santosh Kumar Agrawal HUF		1. Dinesh Kumar Agarwal (PAN: AAKPA8079K)		2. Sunita Dinesh Agarwal (PAN: ABRPA5100H)		3. Akash Agarwal (PAN: AKGPA9494Q)	
	1. Ashwin Gupta (PAN: ADVPG2250L)		2. Shweta Gupta (PAN: AGOPG4661P)		1. Ashwin Gupta (PAN: ADVPG2250L)		2. Shweta Gupta (PAN: AGOPG4661P)		1. Ashwin Gupta (PAN: ADVPG2250L)		2. Shweta Gupta (PAN: AGOPG4661P)		1. Ashwin Gupta (PAN: ADVPG2250L)		2. Shweta Gupta (PAN: AGOPG4661P)		1. Ashwin Gupta (PAN: ADVPG2250L)		2. Shweta Gupta (PAN: AGOPG4661P)		1. Ashwin Gupta (PAN: ADVPG2250L)		2. Shweta Gupta (PAN: AGOPG4661P)					



	<p>13. Prem Prakash Agarwal (PAN: ABLPA8569N)</p> <p>14. Prem Prakash Agrawal HUF (PAN: AACHP1752Q)</p> <p>15. Priya Agarwal (PAN: AEWPA3577J)</p> <p>16. Priyanka Das (PAN: ADCPA2576N)</p> <p>17. Santosh Kumar Agarwal (PAN: ABLPA8568P)</p> <p>18. Santosh Kumar Agrawal HUF (PAN: AADHS8255E)</p> <p>19. Sharda Devi Jalan (PAN: ABNPJ6822F)</p> <p>20. Shruti Kandoi (PAN: AMMPK6762H)</p> <p>21. Shyama Agrawal (PAN: ABLPA8579L)</p> <p>22. Smriti Agarwal (PAN: ADPPG1191G)</p> <p>23. Subodh Kumar Jalan (PAN: AAOHS3981G)</p> <p>24. Sumesh Kumar Agarwal (PAN: ACQPA8472J)</p> <p>25. Uma Agarwal (PAN: ABLPA8578M)</p> <p>26. Gallantt Ispat</p>	<p>(PAN: AADHS8255E)</p> <p>12. Shyama Agrawal (PAN: ABLPA8579L)</p> <p>13. Smriti Agarwal (PAN: ADPPG1191G)</p> <p>14. Uma Agarwal (PAN: ABLPA8578M)</p> <p>15. Gallantt Metal Limited (PAN: AACCG2934J)</p>				
--	---	---	--	--	--	--



Please specify relation among the companies involved in the scheme, if any	Limited (PAN: AACCG2969B) 27. Hipoline Commerce Private Limited (PAN: AAACH6817K)	Gallantt Metal Limited (Transferee Company) and Gallantt Ispat Limited (Transferor Company) are under the same Promoter Group and Associate Companies.	Gallantt Metal Limited (Transferee Company) and Gallantt Ispat Limited (Transferor Company) are under the same Promoter Group and Associate Companies.	No Relation	Hipoline Commerce Private Limited is a forming part of the Promoter and Promoter Group of Gallantt Metal Limited (Transferee Company).	No Relation
Details regarding change in management control in listed or resulting company seeking listing if any	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

