

GML/DEL/2019-20
18.01.2020

Annexure - 15
Corporate Office :
1, Crooked Lane,
Room Nos. 222 & 223,
Second Floor,
Kolkata-700069 (W.B.)
Tel. : 033-46004831

Corporate Relationship Manager Bombay Stock Exchange Limited Floor 25, P J Towers, Dalal Street, Mumbai- 400 001 INDIA Scrip Code: 532726	Corporate Relationship Manager National Stock Exchange of India Limited "EXCHANGE PLAZA", Bandra - Kurla Complex, Bandra (East), Mumbai- 400 051 INDIA Scrip Code: GALLANTT
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Dear Sir,

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

In connection with the above application, we hereby confirm that:

1. The proposed scheme of amalgamation to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, Regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and Stock Exchanges.
2. The draft scheme of amalgamation/ arrangement together with all documents mentioned in SEBI circular has been disseminated on company's website i.e. www.gallantt.com
3. The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
4. The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting as mentioned in clause _____, page no. ____ of the draft scheme (if applicable).

Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes

GALLANTT METAL LIMITED

GALLANTT METAL LIMITED

Office : Ward-10 BC, Plot No. 123, Ground Floor, Gandhidham, Kutch, Gujrat-370 201, Tel.: 02836-395626 / 395636 / Fax : 02836-230787
 Works : Near Toll Gate Village - Samakhlyali, Taluka-Bhachau, Kutch - Gujrat, Tel.: 91 98 795 60878, Fax : +91 209 283690
 Registered Office : "GALLANTT HOUSE", 1-7, Jangpura Extension, New Delhi -110 014
 -Telefax : 011-45048767, E-mail: gml@gallantt.com, Website : www.gallantt.com
 Corporate Identification No. : L27109DL2005PLC350524

Abanexy
Company Secretary

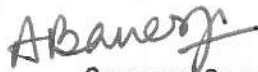
cast by public shareholders against it.

5. In case of Unlisted company/ies being involved in the Scheme of Arrangement:
 - a. The Company shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme in the format specified for abridged prospectus, certified by a SEBI Registered Merchant Banker, as provided in Part E of Schedule VI of SEBI (ICDR) Regulations, 2018 in the explanatory statement or notice or proposal accompanying resolution to be passed sent to the shareholders while seeking approval of the scheme and the same shall be submitted to Stock Exchanges.
 - b. The percentage of shareholding of pre-scheme public shareholders of the listed entity and the Qualified Institutional Buyers (QIBs) of the unlisted entity, in the post scheme shareholding pattern of the "merged" company on a fully diluted basis shall not be less than 25%.
6. The documents filed by the Company with the Exchange are same/similar/identical in all respect, which have been filed by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
7. There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/arrangement.
8. The draft scheme is in compliance with all applicable SEBI circulars as amended from time to time and SEBI (LODR) Regulations, 2015.

Thanking You,

Yours faithfully,

For **GALLANTT METAL LIMITED**
GALLANTT METAL LIMITED



Company Secretary

Arnab Banerji

COMPANY SECRETARY

GIL/DEL/2019-20
18.01.2020

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Tel. : 033-46004831

<p>Corporate Relationship Manager Bombay Stock Exchange Limited Floor 25, P J Towers, Dalal Street, Mumbai- 400 001 INDIA Scrip Code: 533265</p>	<p>Corporate Relationship Manager National Stock Exchange of India Limited "EXCHANGE PLAZA", Bandra – Kurla Complex, Bandra (East), Mumbai- 400 051 INDIA Scrip Code: GALLISPAT</p>
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4. The company shall obtain shareholders' approval by way of special resolution

... obtain shareholders' approval by way of special resolution ... if the vote ... of votes ...

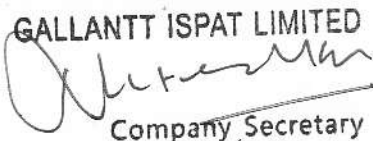
cast by public shareholders against it as mentioned in clause 26.3, page no. 28 of the draft scheme.

6. In case of Unlisted company/ies being involved in the Scheme of Arrangement:
 - a. The Company shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme in the format specified for abridged prospectus, certified by a SEBI Registered Merchant Banker, as provided in Part E of Schedule VI of SEBI (ICDR) Regulations, 2018 in the explanatory statement or notice or proposal accompanying resolution to be passed sent to the shareholders while seeking approval of the scheme and the same shall be submitted to Stock Exchanges.
 - b. The percentage of shareholding of pre-scheme public shareholders of the listed entity and the Qualified Institutional Buyers (QIBs) of the unlisted entity, in the post scheme shareholding pattern of the "merged" company on a fully diluted basis shall not be less than 25%.
7. The documents filed by the Company with the Exchange are same/similar/identical in all respect, which have been filed by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
8. There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/arrangement.
9. The draft scheme is in compliance with all applicable SEBI circulars as amended from time to time and SEBI (LODR) Regulations, 2015.

Thanking You,

Yours faithfully,

For **GALLANTT ISPAT LIMITED**

GALLANTT ISPAT LIMITED


Company Secretary

Nitesh Kumar

COMPANY SECRETARY

AAR COMMERCIAL COMPANY LIMITED

I - 7, JANGPURA EXTENSION, NEW DELHI - 110014
 Website: www.aarcl.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

AAR/DEL/2019-20
 18.01.2020

Corporate Relationship Manager Bombay Stock Exchange Limited Floor 25, P J Towers, Dalal Street, Mumbai- 400 001 INDIA Scrip Code: 539632	The Secretary, The Calcutta Stock Exchange Limited 7, Lyons range, Kolkata - 700001 West Bengal Scrip Code: 1145
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2. The draft scheme of amalgamation/ arrangement together with all documents mentioned in SEBI circular has been disseminated on company's website i.e. www.aarcl.in
3. The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
4. The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting as mentioned in clause....., page no..... of the draft scheme **(if applicable)**.

Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.



5. In case of Unlisted company/ies being involved in the Scheme of Arrangement:
- a. The Company shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme in the format specified for abridged prospectus, certified by a SEBI Registered Merchant Banker, as provided in Part E of Schedule VI of SEBI (ICDR) Regulations, 2018 in the explanatory statement or notice or proposal accompanying resolution to be passed sent to the shareholders while seeking approval of the scheme and the same shall be submitted to Stock Exchanges.
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8. The draft scheme is in compliance with all applicable SEBI circulars as amended from time to time and SEBI (LODR) Regulations, 2015.

Thanking You,

Yours faithfully,

For **AAR COMMERCIAL COMPANY LIMITED**

Arvind Kumar Modi

Arvind Kumar Modi
COMPANY SECRETARY

