

# 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 (TRANSFEROR COMPANY NO. 2)

AND

HIPOLINE COMMERCE PRIVATE LIMITED (TRANSFEROR COMPANY NO. 3)

AND

LEXI EXPORTS PRIVATE LIMITED (TRANSFEROR COMPANY NO. 4)

AND

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

AND

GALLANTT METAL LIMITED (TRANSFEEEE 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 –

