

6 DEEDS HAVING ARAZI NUMBER 142MI, 147, 149, 150, 151, 152

IN THE NAME OF

GOVIND MILLS LIMITED



**MERGER ORDER, HIGH COURT
KOLKATA ORDER NO 164/2007
DTD 16-08-2007**

MERGED WITH GOVIND STEEL AND POWER LIMITED



**NAME CHANGE ORDER DATED 05-
11-2007, REGISTRAR OF
COMPANIES WEST BENGAL**

GALLANTT UDYOG LIMITED



**MERGER ORDER, HIGH COURT
KOLKATA ORDER NO 1100/2014
DTD 16-06-2015**

GALLANTT ISPAT LIMITED

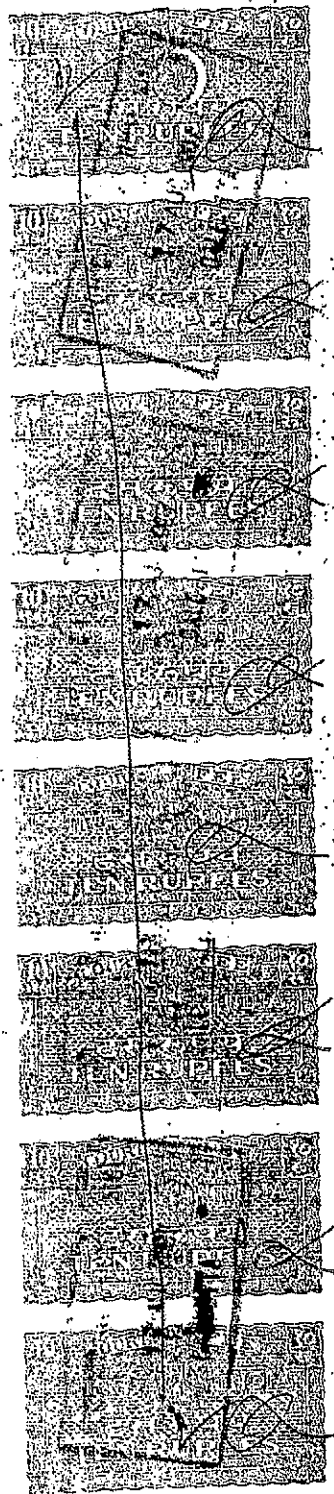


NOW GOVIND MILLS LIMITED IS GALLANTT ISPAT LIMITED

HENCE ALL ABOVE 6 ARAZI LAND OWNED BY GALLANTT ISPAT LIMITED AS ON DATE

220
COMPANY PETITION NO. 164 OF 2007,
CONNECTED WITH
COMPANY APPLICATION NO. 203 OF 2007
IN THE HIGH COURT AT CALCUTTA
ORIGINAL JURISDICTION

61-17-3-2007



In the matter of:
The Companies Act, 1956;
- And -

In the matter of:
An application under sections 391(2) and 394 of the said
Act;
- And -

In the matter of:
GOVIND STEEL & POWER LIMITED, a Company
incorporated under the provisions of the Companies Act,
1956 having its Registered Office at 21, Hemanta Basu
Sarani, 3rd Floor, Room No.306, Kolkata - 700001,
within the aforesaid jurisdiction;
- And -

In the matter of:
GOVIND MILLS LIMITED, a Company incorporated
under the provisions of the Companies Act, 1956 having
its Registered Office at 21, Hemanta Basu Sarani, 3rd
Floor, Room No.306, Kolkata - 700001, within the
aforesaid jurisdiction;
- And -

In the matter of:
UTSAV MERCHANTS PRIVATE LIMITED, a Company
incorporated under the provisions of the Companies Act,
1956 having its Registered Office at 33, Chittaranjan
Avenue, 9th Floor, Room No.908B, Kolkata - 700012,
within the aforesaid jurisdiction;
- And -

In the matter of:
P. B. MERCANTILES PRIVATE LIMITED, a Company
incorporated under the provisions of the Companies Act,
1956 having its Registered Office at 33, Chittaranjan
Avenue, 9th Floor, Room No.908B, Kolkata - 700012,
within the aforesaid jurisdiction;
- And -

In the matter of:
SURYA BARTER PRIVATE LIMITED, a Company
incorporated under the provisions of the Companies Act,
1956 having its Registered Office at 13, Kabudiram Bose
Sarani, Shop No.16, Kolkata - 700080, within the
aforesaid jurisdiction;
- And -

In the matter of:
RHINO GOODS PRIVATE LIMITED, a Company
incorporated under the provisions of the Companies Act,
1956 having its Registered Office at 14, Weston Street,
Kolkata - 700012, within the aforesaid jurisdiction;
- And -

In the matter of:
PURNWASI GOODS PRIVATE LIMITED, a Company
within the meaning of the Companies Act, 1956 having
its Registered Office at 14, Weston Street, Kolkata -
700012, within the aforesaid jurisdiction;
- And -

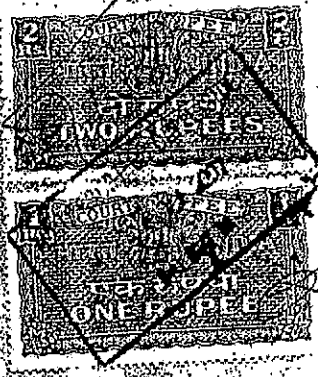
- In the matter of:
1. GOVIND STEEL & POWER LIMITED;
 2. GOVIND MILLS LIMITED;
 3. UTSAV MERCHANTS PVT. LIMITED;
 4. P. B. MERCANTILES PVT. LIMITED;
 5. SURYA BARTER PRIVATE LIMITED;
 6. RHINO GOODS PRIVATE LIMITED;
- And -
7. PURNWASI GOODS PVT. LIMITED;

... .. Petitioners.

Company Petition
Company Application

164
connected with
203

No. of 2007
No. of 2007



IN THE HIGH COURT AT CALCUTTA

Original Jurisdiction

President of the Union of India

26

11/01
9-7-77

In the matter of the Companies Act, 1956

AND

In the matter of an application under
Sections 391(2) and 394 of the said Act;

AND

In the matter of:

Gobind Steel & Power Limited, a Company
incorporated under the provisions of the
Companies Act, 1956 having its Registered
Office at 21, Hazrat Bazar Cross, 3rd Floor
Room, No 206, Kolkata - 700001, within the
aforesaid Jurisdiction;

AND

In the matter of:

Gobind Mills Limited, a Company incorporated
under the provisions of the Companies Act
1956 having its Registered Office at 21, Hazrat
Bazar Cross, 3rd Floor, Room No 206
Kolkata - 700001, within the aforesaid
Jurisdiction;

AND

In the matter of:

Wazir merchants Private Limited, a Company
incorporated under the provisions of the
Companies Act, 1956 having its Registered
Office at 33, Chittaranjan Avenue, 9th
Floor, Room No 908 B, Kolkata - 700012,
within the aforesaid Jurisdiction;

AND

The Honourable Mr. Justice

Sanjiv Dhanraj

11/01
9-7-77

ET

The above petition coming on for hearing on this day upon reading the said petition the order dated twelfth day of March in the year two thousand and seven whereby the abovesaid petitioners Company NO. 1. Prabha Das & Power Ltd, (hereinafter referred to as the said transferee Company), the abovesaid petitioners Company NO. 2 Ganga Mills Ltd (hereinafter referred to as the said transferee Company NO. 1) the abovesaid petitioners Company NO. 3. Uday Merchant Private Ltd (hereinafter referred to as the said transferee Company NO. 2), the abovesaid petitioners Company NO. 4. P. B. Mercantile Private Limited (hereinafter referred to as the said transferee Company NO. 3), the abovesaid petitioners Company NO. 5. Surya Bank Private Limited (hereinafter referred to as the said transferee Company NO. 4), the abovesaid petitioners Company NO. 6. Rhino Goods Private Limited (hereinafter referred to as the said transferee Company NO. 5) the abovesaid petitioners Company NO. 7. Purnavati Woods Private Limited (hereinafter referred to as the said transferee Company NO. 6) were ordered to convene separate meetings of the equity shareholders of the said transferee Company nos 1, 2, 3, 4, 5 and 6 and the said transferee Company for the purpose of considering and to thought fit, approving with or without modification the proposed scheme of Amalgamation of the said transferee Company nos 1, 2, 3, 4, 5 and 6 with the said transferee Company mentioned in the Joint affidavit of Chandra Prakash Agarwal, Shyam Nandan Agarwal, Raska Ranjan Gini, Pravin Kumar Choud. and Nitro Murti, all filed on thirteenth day of March in the year two thousand and seven "The Financial Express" and "Ajkaal" both dated the thirteenth day of March in the year two thousand and seven each containing the advertisement of the said notice convening the said meetings directed to be held by the said order dated twelfth day of March in the year two thousand and seven the affidavit of Diddhi Jillo filed on the thirteenth day of April in the year two thousand and seven showing the publication and despatch of the said notice convening the said meetings and reports of the Chairpersons of the said meetings all dated the twelfth day of April in the year two thousand and seven as to the result of the said meetings had upon reading on the part of the

petitioners companies. 11

2. That all the liabilities and debts of the said transferee Company nos. 1, 2, 3, 4, 5 and 6 be transferred from the said transfer date without further act or deed to the said transferee Company and accordingly the same shall pursuant to Section 394(2) of the Companies Act 1956 be transferred to and become the liabilities and debts of the said transferee Company; and.

3. That all proceedings and/or suits and/or appeals now pending by or against the said transferee Company nos. 1, 2, 3, 4, 5 and 6 shall be continued by or against the said transferee Company; And.

4. That the said transferee Company and the said transfer Company nos. 1, 2, 3, 4, 5 and 6 do within a period of thirty days from the date of obtaining the Certificate copy of this order cause the same to be delivered to the Registrar of Companies, West Bengal for registration respectively; and.

5. That the Official Liquidator of the Honble Court do file a report under Section 394(1) of the Companies Act 1956 in respect of the said transferee Company nos. 1, 2, 3, 4, 5 and 6 within the period of three months from the date thereof; And.

6. That the said Official Liquidator do forthwith serve a copy of the said report to be filed by him as aforesaid on Mr Rajesh Singh, the Advocate-on-Record of the said petitioner Companies after filing the same with the Honble Court; And.

7. That Leave be and the same is hereby given to the said transferee Company to apply for dissolution without winding up of the said transferee Company nos. 1, 2, 3, 4, 5 and 6 upon filing of the said report to the Official Liquidator; And.

8. That Leave be and the same is hereby granted to the petitioner Companies to file the schedule of assets in

of
 was
 volub
 a Centra
 1960
 in
 1 the
 de Court
 no
 requests
 what
 Release of
 subject
 was and
 a
 two hours
 of
 witness
 was
 first
 to be
 had
 all
 transfere
 date
 5 and 6
 and.
 of

TRUE COPY

6
 9/8/11

7

Schedule A above referred to
SCHEME OF AMALGAMATION

1. GOVIND MILLS LIMITED,
 2. UTSAV MERCHANTS PRIVATE LIMITED,
 3. P. B. MERCANTILES PRIVATE LIMITED,
 4. SURYA BARTER PRIVATE LIMITED,
 5. RHINO GOODS PRIVATE LIMITED,
 6. PURNAWASI GOODS PRIVATE LIMITED,
- WITH -
7. GOVIND STEEL & POWER LIMITED;

PART - I

DEFINITION : For the purpose of this Scheme :

1. "GOVIND MILL" means GOVIND MILLS LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 22, Hemant Basu Sarani, 3rd Floor, Room No.306, Kolkata-700001 in the State of West Bengal;
2. "UTSAV" means UTSAV MERCHANTS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 33, Chittaranjan Avenue, 9th Floor, Room No.908B, Kolkata-700012 in the State of West Bengal;
3. "PB" means P. B. MERCANTILES PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 33, Chittaranjan Avenue, 9th Floor, Room No.908B, Kolkata-700012 in the State of West Bengal;
4. "SURYA" means SURYA BARTER PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 13, Kshudiram Bose Sarani, Shop No.16, Kolkata-700080 in the State of West Bengal;
5. "RHINO" means RHINO GOODS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 14, Weston Street, Kolkata-700012 in the State of West Bengal;
6. "PURNAWASI" means PURNAWASI GOODS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 14, Weston Street, Kolkata-700012 in the State of West Bengal;
7. "The Transferee Company" means GOVIND STEEL & POWER LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 22, Hemant Basu Sarani, 3rd Floor, Room No.306, Kolkata-700001 in the State of West Bengal.
8. "THE TRANSFEROR COMPANIES" means 'GOVIND MILL', 'UTSAV', 'PB', 'SURYA', 'RHINO' and 'PURNAWASI' or any of them as the context may mean and require.
9. "Transfer Date" means the 1st day of April, 2006.

vide a
separable
instrument,
D.
Choudhury
Copies

ma

to
me

104

14

10

into 67,50,986 Equity Shares of Rs.10/- each fully paid-up and 14,00,000 Preference Shares of Rs.10/- each.

- B. The Authorised Share Capital of UTSAV is Rs.1,50,00,000/- divided into 15,00,000 Equity Shares of Rs.10/- each. The Issued, Subscribed & Paid-up Share Capital is Rs.1,32,20,000/- divided into 13,22,000 Equity Shares of Rs.10/- each fully paid-up.
- C. The Authorised Share Capital of PB is Rs.4,52,00,000/- divided into 45,20,000 Equity Shares of Rs.10/- each. The Issued, Subscribed & Paid-up Share Capital is Rs.4,24,00,000/- divided into 42,40,000 Equity Shares of Rs.10/- each fully paid-up.
- D. The Authorised Share Capital of SURYA is Rs.22,00,000/- divided into 2,20,000 Equity Shares of Rs.10/- each. The Issued, Subscribed & Paid-up Share Capital is Rs.21,69,000/- divided into 2,16,900 Equity Shares of Rs.10/- each fully paid-up.
- E. The Authorised Share Capital of RHINO is Rs.70,00,000/- divided into 7,00,000 Equity Shares of Rs.10/- each. The Issued, Subscribed & Paid-up Share Capital is Rs.69,70,000/- divided into 6,97,000 Equity Shares of Rs.10/- each fully paid-up.
- F. The Authorised Share Capital of PURNAWASI is Rs.71,00,000/- divided into 7,10,000 Equity Shares of Rs.10/- each. The Issued, Subscribed & Paid-up Share Capital is Rs.70,30,000/- divided into 7,03,000 Equity Shares of Rs.10/- each fully paid-up.
- G. The Authorised Share Capital of the Transferee Company is Rs.15,00,00,000/- divided into 1,50,00,000 Equity Shares of Rs.10/- each. The Issued, Subscribed & Paid-up Share Capital is Rs.13,90,05,000/- divided into 1,39,00,500 Equity Shares of Rs.10/- each fully paid-up.

PART - III

1. With effect from the Transfer Date, the undertakings of the Transferor Companies together with their assets and liabilities shall without further act or deed be transferred to and be vested in or deemed to have been transferred to and vested in the Transferee Company pursuant to Section 394(2) of the Companies Act, 1956 (hereinafter called "the Act") subject however, to all charges, lien, mortgages, if any, then affecting the same or any part thereof. It is expressly clarified that chargers on the assets of Transferor or Transferee Company shall be confined to the particular assets of the Transferor or Transferee Company upon which the charges are being created.
2. The benefit of all statutory and regulatory permissions, licences from Government & Semi-Government or Autonomous Bodies etc. including all statutory licences, permissions or approvals or consents to carry on the operations in the Transferor Companies shall vest in and become available to Transferee Company pursuant to the Scheme and shall always be deemed to have been issued to the Transferee Company and the concerned statutory authorities and licensors shall endorse and/or mutate and/or record the same, upon the filing of this Scheme as sanctioned with such authorities and licensors, so as to empower and facilitate the transfer and vesting of the Transferor Companies undertakings in the Transferee Company.
3. It is expressly provided that in respect of such assets as are movable in nature including investments or are otherwise capable of transfer by manual delivery or by

Preference Share of Rs.10/- each fully paid-up held by such Preference Shareholder in 'GOVIND'.

(iv) To every Equity Shareholder of 'SURYA', 40 (Forty) Equity Shares of Rs.10/- each credited as fully paid-up in the Transferee Company for every 1 (One) Equity Share of Rs.10/- each fully paid-up held by such Equity Shareholder in 'SURYA'.

(b) It is expressly clarified that the holders of any further equity/preference shares of any of the Transferor Companies issued and allotted by any of the Transferor Companies after the Transfer Date and prior to sanction of the Scheme shall also be entitled to shares in Transferee Company in the same proportion as per the clause 8 (a) above;

© All the Equity Shares of Transferee Company to be issued and allotted to every member of Transferor Companies as aforesaid shall rank pari-passu in all respects with the existing Equity Shares in the Transferee Company and shall be entitled to pro-rata dividend from the Transfer Date ;

(d) No fractional shares of any class shall be issued or allotted to any member of the Transferor Companies. All fractional entitlements to 0.5 Share or more to any member of the Transferor Companies shall be rounded off to one Share and all fractional entitlements to less than 0.5 Share shall be ignored;

(e) Upon this Scheme becoming finally effective, the existing Share Certificates of any class held by the Shareholders of the Transferor Companies shall automatically stand cancelled. The Transferee Company shall directly issue and dispatch the new Share Certificates to the Shareholders of the Transferor Companies with respect to their entitlement of Shares in the Transferee Company in terms and in accordance with the provisions of the Scheme;

(f) All the shareholders of the Transferor Companies shall accept the Share(s) of the Transferee Company to be allotted in terms of this Scheme as sanctioned by Hon'ble High Court at Kolkata in lieu of their existing shareholdings in the Transferor Companies;

(g) All the shares held by the Transferee Company in the Transferor Companies or by the Transferor Companies in the Transferee Company or by the Transferor Companies inter se shall stand cancelled;

(h) All the employees of the Transferor Companies shall become the employees of the Transferee Company without interruption in service and on terms no less favourable to them than those applicable to them immediately prior to transfer date;

(i) Subject to orders being made by the Hon'ble High Court at Kolkata, the Transferor Companies shall be dissolved without winding up;

(j) The Transferee Company shall increase its Authorised Share Capital for the purpose of implementation of the terms of the Scheme, if necessary.

9. The account shall be taken of the Assets and Liabilities of the Transferor Companies as on the date immediately preceding the Transfer Date and all the Assets and Liabilities of the respective Transferor Companies shall be incorporated in the Books

purpose of implementing this Scheme. After the Scheme is sanctioned and consequent dissolution of the Transferor Companies, name of the Transferee Company will be changed from 'GOVIND STEEL & POWER LIMITED' to 'GOVIND MILLS LIMITED' subject to compliance of Section 21 of the Companies Act, 1956.

Handwritten:
16.08.2007
for Registrar
S. S.

	328	0.040
	330	0.022
	329	0.016
	327	0.054
Sabdaijan Kalan, Basti	327 KHA, 327G, 323,326,311	0.08
Sabdaijan Kalan, Basti	319, 320K, 320KHA, 324, 325, 331	0.32
Tarkulwa Tiwari, Maharajganj	179	1.77

Buildings Rs.2,17,67,388.40

	<u>Amt. (Rs.)</u>
Steel Unit Bargadwa, Vikas Nagar Gorakhpur	45,43,010.52
Agro Division Near industrial Estate Boring No. 10, Gorakhnath Gorakhpur	73,18,002.46
Basti Division 60 Km Stone Sabcaiyen Kalan, Basti	51,13,017.42
Partawal Flour Mill. Unit Tarkulwa Tiwari, Partawal Maharajganj	47,93,358.00

2. Utsav Merchants Private Limited- Nil
3. P.B. Mercantiles Private Limited- Nil
4. Surya Barter Private Limited- Nil
5. Rhino Goods Private Limited -Nil
6. Purnwasi Goods Private Limited- Nil

PART - II

A short Description of the Leasehold Properties of Govind Mills Limited :

Leasehold Land Rs.2,86,242.94

(Situated at Industrial Area, Gorakhpur bearing Plot No./Aarji No.D-10 measuring 9855.00 Sq. Mtr. and D-11 measuring 9745.59 Sq. Mtr)

2. Utsav Merchants Private Limited- Nil
3. P.B. Mercantiles Private Limited- Nil
4. Surya Barter Private Limited- Nil
5. Rhino Goods Private Limited -Nil
6. Purnwasi Goods Private Limited- Nil

(A short description of all stocks, shares, debentures and other choses in action of the Transferor Company- P.B. Mercantiles Private Limited)

P.B. Mercantiles Private Limited
Schedule of Assets as at 31st March, 2006

	Total
A. Investments	14,68,35,800.00
B. Stock in Trade	5,14,15,020.00
C. Cash & Bank Balances	7,62,882.93
D. Other Current Assets	21,02,407.54
G. Loans & Advances	48,98,489.63
Grand Total	20,60,14,600.10

(A short description of all stocks, shares, debentures and other choses in action of the Transferor Company- Surya Barter Private Limited)

Surya Barter Private Limited
Schedule of Assets as at 31st March, 2006

	Total
A. Investments	10,31,25,000.00
B. Cash & Bank Balance	1,38,544.00
C. Sundry Debtors	81,996.00
D. T.D.S	4,874.00
E. Share Application Money	2,00,000.00
Grand Total	10,35,50,414.00

(A short description of all stocks, shares, debentures and other choses in action of the Transferor Company- Rhino Goods Private Limited)

Rhino Goods Private Limited
Schedule of Assets as at 31st March, 2006

	Total
A. Investments (At Cost)	6,87,00,000.00

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय- पश्चिम बंगाल

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U27109WB2004PLC097924

मैसर्स GOVIND STEEL & POWER LIMITED

के मापले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
GOVIND STEEL & POWER LIMITED

जो मूल रूप में दिनांक पच्चीस फरवरी दो हजार चार को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
GOVIND STEEL & POWER LIMITED

के रूप में निर्गमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके कथो
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पटित, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि. 507 (अ) दिनांक 24.6.1985 एस आर एन A24713836 दिनांक 05/11/2007 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज, परिवर्तित रूप में मैसर्स
GALLANTT UDYOG LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा कोलकाता में आज दिनांक पांच नवम्बर दो हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, West Bengal

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U27109WB2004PLC097924

In the matter of M/s GOVIND STEEL & POWER LIMITED

I hereby certify that GOVIND STEEL & POWER LIMITED which was originally incorporated on Twenty Fifth day of
February Two Thousand Four under the Companies Act, 1956 (No. 1, of 1956) as GOVIND STEEL & POWER
LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the
approval of the Central Government signified in writing having been accorded thereto under Section 21 of the
Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No.
G.S.R 507 (E) dated 24/06/1985 vide SRN A24713836 dated 05/11/2007 the name of the said company is this day
changed to GALLANTT UDYOG LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Kolkata this Fifth day of November Two Thousand Seven.

(DEBASISH BANDOPADHYAY)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

पश्चिम बंगाल
West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

GALLANTT UDYOG LIMITED

21 HEMANTA BASU SARANI 3RD FLOOR UNIT NO 306, KOLKATA - 700001,
West Bengal, INDIA

नाम परिवर्तन के प्रमाण-पत्र निम्नलिखित प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U27109WB2004PLC097924

मैसर्स GOVIND STEEL & POWER LIMITED

के नामसे मे, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
GOVIND STEEL & POWER LIMITED

जो मूल रूप में दिनांक पच्चीस फरवरी दो हजार चार को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
GOVIND STEEL & POWER LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पटित, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं सा का नि 507 (अ) दिनांक 24.6.1985 एस् आर एन A24713836 दिनांक 05/11/2007 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
GALLANTT UDYOG LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा कोलकाता में आज दिनांक पांच नवम्बर दो हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, West Bengal

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U27109WB2004PLC097924

In the matter of M/s GOVIND STEEL & POWER LIMITED

I hereby certify that GOVIND STEEL & POWER LIMITED which was originally incorporated on Twenty Fifth day of February Two Thousand Four under the Companies Act, 1956 (No. 1 of 1956) as GOVIND STEEL & POWER LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A24713836 dated 05/11/2007 the name of the said company is this day changed to GALLANTT UDYOG LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Kolkata this Fifth day of November Two Thousand Seven.



(DEBASISH BANDOPADHYAY)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

पश्चिम बंगाल
West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पता का प्रमाण :

Mailing Address as per record available in Registrar of Companies office:

GALLANTT UDYOG LIMITED
21 HEMANTA BASU SARANI 3RD FLOOR UNIT NO 306, KOLKATA - 700001,
West Bengal, INDIA

GALLANTT UDYOG LIMITED

Directors

80-17/2015

Company Petition No.1100 of 2014

Connected with

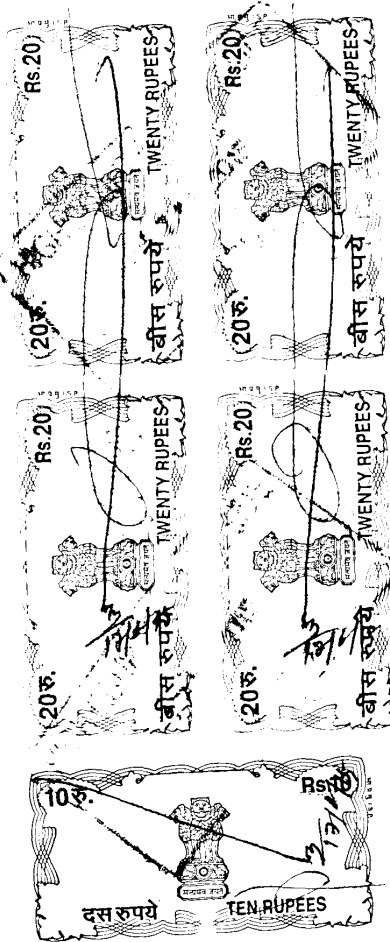
Company Application No. 449 of 2014

Connected with

Company Application No. 369 of 2014

IN THE HIGH COURT AT CALCUTTA

ORIGINAL JURISDICTION



44.

In the Matter of the Companies Act, 1956;

And

In the Matter of an application under
Sections 391(2) and 394 of the said Act;

And

In the Matter of:

GALLANTT UDYOG LIMITED, a company
incorporated under the provisions of the
Companies Act, 1956, having its registered
office at 1, Crooked Lane, 2nd floor, Room
Nos. 222 and 223, Kolkata 700 069 within
the aforesaid jurisdiction.

And

In the Matter of:

GALLANTT ISPAT LIMITED, a company
incorporated under the provisions of the
Companies Act, 1956, having its registered
office at 1, Crooked Lane, 2nd floor, Room
Nos. 222 and 223, Kolkata 700 069 within
the aforesaid jurisdiction.

And

In the Matter of:

1. Gallantt Udyog Limited
2. Gallantt Ispat Limited

PETITIONERS

End
17/15



40-16 06
2015



Company Petition No. 1100 No. of 2014

Company Application No. 449 No. of 2014

Company Application No. 369 of 2014

IN THE HIGH COURT AT CALCUTTA

118

Original Jurisdiction

President of the Union of India

In the matter of the Companies
Act, 1956;

And

In the matter of an application
under Sections 391(2) and
394 of the said Act;

And

In the matter of:
GALLANTT UDYOG LIMITED, a
company incorporated under
the provisions of the Companies
Act, 1956, having its registered
office at 1, Crooked Lane
2nd floor, Room Nos. 222 and
223, Kolkata - 700069 within the
aforesaid jurisdiction.

And

In the matter of:
GALLANTT ISPAT LIMITED, a
company incorporated under

the...

458
15/5/15

The Honourable Mr. Justice
Biswanath Somadder

1/5m

15
15/5/15



2.

the provisions of the Companies Act, 1956, having its registered office at 1, Crooked Lane, 2nd floor, Room Nos. 222 and 223, Kolkata - 700069 within the aforesaid jurisdiction.

And

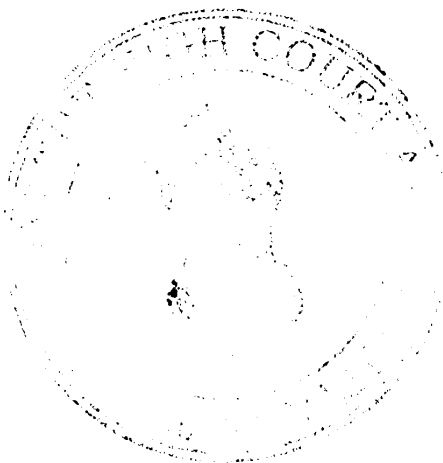
In the matter of:

1. Gallantt Udyog Limited
2. Gallantt Ispat Limited

PETITIONERS

The above petition coming on for hearing on this day upon reading the said petition, the order dated tenth day of June in the year two thousand fourteen and twenty sixth day of August in the year two thousand fourteen whereby the abovenamed petitioner company no. 1. Gallant Udyog Limited (hereinafter referred to as the said transferee company) and the abovenamed petitioner company no. 2. Gallant Ispat Limited (hereinafter referred to as the said transferee company) were ordered to convene separate meetings of their equity shareholders...

2/8/14



3

shareholders for the purpose of considering and if thought fit, approving with or without modification the proposed scheme of amalgamation of the said transferor company with the said transferee company and annexed to the affidavit of Nitesh Kumar filed on fifth day of June in the year two thousand fourteen, the "Business Standard" and the "Dainik Statesman" both dated fourteenth day of October in the year two thousand fourteen each containing the advertisement of the notices convening the said meetings directed to be held by the said order dated tenth day of June in the year two thousand fourteen and twenty-sixth day of August in the year two thousand fourteen, the affidavit of Ananda Bera filed on twenty-seventh day of October in the year two thousand fourteen showing the publications and despatch of the said notices convening the said meetings, the reports of the chairpersons of the said meetings both dated fifteenth day of December in the year two thousand fourteen as to the result of the

said

~~SS~~
Sfm



4.

said meetings And upon reading on the part of the said petitioner companies an affidavit of Ananda Bera filed on second day of February in the year two thousand fifteen and the exhibits therein referred to And upon reading on the part of the Central Government an affidavit of Shri Narendra Kumar Bhola, Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata, affirmed on twenty sixth day of February in the year two thousand fifteen And upon reading the order made herein and dated eighth day of January in the year two thousand fifteen And upon hearing Mrs. Manju Bhuteria, Advocate for the said petitioner companies and it appearing from the said reports of the chairpersons that the proposed scheme of amalgamation was approved by the requisite majority of the equity shareholders of the said transferee company and the said transferor company in accordance with law And the Central Government in paragraph 2 of its affidavit observes and prays that the petitioner companies...

18

4 fm



5.

companies be directed to amend clause 10 of part IV of the said scheme by inserting a sentence "subject to compliance of requirement of provisions of section 13, 14, 61 and section 117 of the Companies Act, 2013" after aforesaid para of the scheme as the Authorized Share Capital of the transferee Company can be increased only after complying with the relevant provisions of the Companies Act, 2013 and filing of requisite forms and payment of requisite filing fees to the Office of the Registrar of Companies and the Share Capital clause of the Memorandum of Association (MOA) and Article of Association (AOA) of the transferee company can be altered only after complying with the relevant provisions of the Companies Act, 2013 by filing of requisite e-forms (MGT-14) with the office of the Registrar of Companies by enclosing a copy of amended Memorandum of Association and Article of Association, And it is further observed and prayed that the transferee company be directed to file its annual return for the year two thousand fourteen with the office of the Registrar of Companies...

13
2014
5/11/14

nies...



6.

ries, West Bengal and this Hon'ble Court is of the view that the aforesaid observations are found to be valid and accordingly.

This Hon'ble Court doth hereby sanction the proposed scheme of amalgamation set forth in annexure 'A' of the petition herein and specified in the Schedule 'A' hereto and doth hereby declare same to be binding with effect from first day of April in the year two thousand thirteen (hereinafter referred to as the said 'Transfer Date') on the said transferee company and the said transferor company and their respective shareholders and all concerned, subject to full compliance with the observations of the Central Government as reflected in paragraph 2 of its affidavit, if not already complied with.

This Court doth order :-

1. That all the properties, rights and interests of the said transferor company including those specified in the first, second and third parts of the Schedule - B hereto be transferred from the said Transfer date and vest without further act or deed to the said transferee

company....

ss
6/11/13



7.

company and accordingly the same shall pursuant to section 394 (a) of the Companies Act 1956 be transferred to and vest in the said transferee company for all the estate and interest of the said transferor company therein but subject nevertheless to all charges now affecting the same; and

2. That all the liabilities and duties of the said transferor company be transferred from the said Transfer date without further act or deed to the said transferee company and accordingly, the same shall pursuant to section 394 (a) of the Companies Act 1956 be transferred to and become the liabilities and duties of the said transferee company; and

3. That all the proceedings and/or suits and/or appeals now pending by or against the transferor company shall be continued by or against the said transferee company and

4. That petitioner companies shall amend the clause 10 of Part IV of the said Scheme by inserting a sentence "subject to Compliance of the ...

18
Jhm



8.

of the requirement of the provisions of Section 13, 14, 61 and Section 117 of the Companies Act, 2013" after the aforesaid para; and

5. That the Transferee company shall file its Annual Return for the year two thousand fourteen with the office of the Registrar of Companies - West Bengal, if not already filed; and

6. That leave be and the same is hereby granted to the said petitioner companies to file the schedule of assets of the said transferor company as stated in para 22 of the petition within a period of three weeks from the date hereof; and

7. That the said transferor company and the said transferee company do within a period of thirty days after the date hereof cause the certified copy to be delivered to the Registrar of Companies - West Bengal; and

8. That the Official liquidator attached to this Hon'ble Court do file a report under second proviso to section 304(1) of the Companies Act 1956 in respect of the said

transferor....

18
2014

8 for



9. transferor company within a period of six weeks from the date hereof; and

9. That the said official liquidator do forthwith serve a copy of the said report filed by him as aforesaid upon Choudhury's Law Offices, the Advocate-on-record for the said petitioner companies after filing the same with this Hon'ble Court; and

10. That leave be and the same is hereby granted to the said transferee company to apply for the dissolution without winding up of the said transferor company after filing of the said report by the said Official liquidator; and

11. That in the event the said petitioner companies supply a legible computerised print out of the scheme and the schedule of assets in acceptable form to the department, the concerned department will append such computerised print out, upon verification, to the certified copy of this order without insisting on a hard written copy thereof; and

~~11~~

9 fm

12...



10.

12. That the said petitioner companies do pay to the Central Government its costs of and incidental to this application assessed at two hundred Gold Mohurs; and

13. That the Company Petition No. 1100 of 2014 be and the same is hereby disposed of with the aforesaid directions.

Witness, Mrs. Manjula Chellur, Chief Justice at Calcutta aforesaid the fourteenth day of May in the year two thousand fifteen.

Choudhury's Law Offices - Advocates
M. C. Prusty - Central Government Advocate.

~~28~~

10 fm

K. V. K. Kany
16/06/15
For Registrar
fm



Schedule "A" above referred to

SCHEME OF AMALGAMATION
(UNDER SECTIONS 391 & 394 OF THE COMPANIES ACT, 1956)

Of
GALLANTT UDYOG LIMITED
- WITH -
GALLANTT ISPAT LIMITED

PART - I

DEFINITIONS : For the purpose of this Scheme :

1. "THE TRANSFEROR COMPANY" means GALLANTT UDYOG LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 1, Crooked Lane, 2nd Floor, Room No.222 & 223, Kolkata-700069 in the State of West Bengal;
2. "THE TRANSFEREE COMPANY" means GALLANTT ISPAT LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 1, Crooked Lane, 2nd Floor, Room No.222 & 223, Kolkata-700069 in the State of West Bengal;
3. "TRANSFER DATE" means the 1st day of April, 2013.
4. "EFFECTIVE DATE" means the date when the certified copy of the order sanctioning the Scheme of Amalgamation is filed with the Registrar of Companies, West Bengal, by the TRANSFEROR COMPANY and the TRANSFEREE COMPANY.
5. "SCHEME" or "THE SCHEME" or "THIS SCHEME" means this Scheme of Amalgamation in its present form submitted to the Hon'ble High Court at Calcutta or with any modification(s) made under clause no.3 of Part-IV of this Scheme.
6. "THE ACT" means the Companies Act, 1956 including any statutory modifications, re-enactments or amendments thereof.
7. "THE COURT" or "THE HON'BLE HIGH COURT" shall mean the Hon'ble High Court, Calcutta and shall include The National Company Law Tribunal, if applicable.
8. "UNDERTAKINGS OF THE TRANSFEROR COMPANY" means and includes:-
 - (i) All the properties, assets and liabilities of the TRANSFEROR COMPANY immediately before the TRANSFER DATE.

22
2013

11 Jan



- (ii) Without prejudice to the generality of the foregoing clause, the said undertaking shall include all rights, powers, interests, authorities, privileges, liberties and all properties and assets, moveable or immovable, real or personal, corporeal or incorporeal, in possession or reversion, present or contingent or of whatsoever nature and wherever situate including land, buildings, office equipments, vehicles, inventories, sundry debtors, cash and bank balances, loans and advances, leases, tenancy and agency rights and all other interests and rights in or arising out of such properties together with all licences, trade marks, import entitlements and other quotas, if any, held/applied for or as may be obtained hereafter by the TRANSFEROR COMPANY or which the TRANSFEROR COMPANY is entitled to and all debts, liabilities, duties and obligations of the TRANSFEROR COMPANY of whatsoever kind.

9. Word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed thereto.

WHEREAS :

1. The TRANSFEROR COMPANY is engaged in the business of Manufacturing, selling and marketing of Agro Products and Real Estate and the TRANSFEREE COMPANY is engaged in the business of Manufacturing, selling and marketing of Steel Products, Manufacturing, selling and marketing of Agro Products and Captive Power Plant.
2. 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 economy of large scale and to broad base the present business, the present Scheme is proposed to amalgamate the TRANSFEROR COMPANY with the TRANSFEREE COMPANY.

PART - II

PRESENT CAPITAL STRUCTURE :

- A. The Authorised Share Capital of the TRANSFEROR COMPANY is Rs.16,50,00,000/- divided into 1,65,00,000 Equity Shares of Rs.10/- each. The Issued, Subscribed & Paid-up Share Capital is Rs.11,05,81,910/- divided into 1,10,58,191 Equity Shares of Rs.10/- each fully paid-up.
- B. The Authorised Share Capital of the TRANSFEREE COMPANY is Rs.30,00,00,000/- divided into 3,00,00,000 Equity Shares of Rs.10/- each. The Issued, Subscribed & Paid-up Share Capital is Rs.29,26,65,050/- divided into 2,92,66,505 Equity Shares of Rs.10/- each fully paid-up.

PART - III

TRANSFER OF UNDERTAKINGS

Handwritten signature

Handwritten signature



1. With effect from the Transfer Date, the undertakings of the TRANSFEROR COMPANY together with its assets and liabilities shall without further act or deed be transferred to and be vested in or deemed to have been transferred to and vested in the TRANSFEREE COMPANY pursuant to Section 394(2) of the Companies Act, 1956 (hereinafter called "the Act") subject however, to all charges, lien, mortgages, if any, then affecting the same or any part thereof as per the Orders of the Hon'ble High Court, provided, however that such charges, lien, mortgages, encumbrances shall be confined only to the related assets or part thereof as may be encumbered by the TRANSFEROR COMPANY and transferred to and vested in the TRANSFEREE COMPANY on and from the TRANSFER DATE and no such encumbrances shall extend over or apply to any other asset(s) or property(ies) of the TRANSFEREE COMPANY. Any reference in any security documents or arrangements (to which any of the TRANSFEROR COMPANY is a party) to any asset(s) property(ies) of that TRANSFEROR COMPANY it shall be so construed to the end and intent that such security shall not extend or be deemed to extend to any of the other asset(s) or property(ies) of the TRANSFEREE COMPANY.
2. The benefit of all statutory and regulatory permissions, licences from Government & Semi-Government or Autonomous Bodies etc. including all statutory licences, permissions or approvals or consents to carry on the operations in the TRANSFEROR COMPANIES shall vest in and become available to TRANSFEREE COMPANY pursuant to the Scheme and shall always be deemed to have been issued to the TRANSFEREE COMPANY and the concerned statutory authorities and licensors shall endorse and/or mutate and/or record the same, upon the filing of this Scheme as sanctioned with such authorities and licensors, so as to empower and facilitate the transfer and vesting of the undertaking of the TRANSFEROR COMPANY in the TRANSFEREE COMPANY.
3. It is expressly provided that in respect of such assets as are movable in nature including investments or are otherwise capable of transfer by manual delivery or by endorsement and delivery, the same shall be so transferred without requiring any deed or instrument for the same and shall become the property of the TRANSFEREE COMPANY accordingly.
4. Upon the coming into effect of the Scheme, all motor vehicles and land & buildings, if any, of any nature whatsoever comprised in or relatable to the TRANSFEROR COMPANY shall vest in the TRANSFEREE COMPANY and the appropriate Governmental and Registration Authorities shall mutate and register the vehicles and land & buildings in the name of the TRANSFEREE COMPANY as if the vehicles, land & buildings had originally been registered in the name of the TRANSFEREE COMPANY.

LEGAL PROCEEDINGS

RS
BB

13/11/11



5. If any suit, appeal or any other proceedings of whatsoever nature (hereinafter called "The Proceedings") by or against the TRANSFEROR COMPANY are pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertakings of the TRANSFEROR COMPANY or any thing contained in this scheme but the proceedings may be continued, prosecuted and enforced by or against the TRANSFEREE COMPANY in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the TRANSFEROR COMPANIES if this Scheme had not been made.
6. The Transfer and vesting of assets and liabilities under Clause No.1 to 4 hereof and the continuance of the proceedings by or against the TRANSFEREE COMPANY under Clause No.5 hereof shall not affect any transactions or proceedings already concluded by the TRANSFEROR COMPANY on and after the TRANSFER DATE to the end and intent that the TRANSFEREE COMPANY accepts and adopts all acts, deeds and things done, and executed by or on behalf of the TRANSFEROR COMPANY as acts, deeds and things done and executed by or on behalf of the TRANSFEREE COMPANY.

CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

7. Subject to the provisions contained in this Scheme, all contracts, deeds bonds, agreements and other documents and instruments of whatsoever nature to which the TRANSFEROR COMPANY is party subsisting or having effect immediately before the amalgamation shall remain in full force and effect against or in favour of the TRANSFEREE COMPANY and may be enforced as fully and effectively, as if instead of the TRANSFEROR COMPANIES, the TRANSFEREE COMPANY had been a party thereto.

TRANSFEROR COMPANIES' STAFF, WORKMEN AND EMPLOYEES

8. The TRANSFEREE COMPANY shall takeover all the employees in service on the effective date of the TRANSFEROR COMPANY without interruption and on terms no less favourable to them as then applicable to them. The service of the said employees with the TRANSFEROR COMPANY prior to such taking over will not be treated as having been broken for the purpose of Provident fund, gratuity and other benefits but will be reckoned for all purposes from the date of their respective appointment with the respective TRANSFEROR COMPANY.

ISSUE OF SHARES BY THE TRANSFEREE COMPANY

9. Upon the Scheme being sanctioned by the Hon'ble High Court at Calcutta and upon transfer being taken place as stipulated under different Clauses hereof :-

Handwritten initials/signature

Handwritten signature



- (a) The TRANSFEREE COMPANY shall without further application, act or deed issue and allot to the Shareholders of the TRANSFEROR COMPANY whose names are recorded in the register of members of the TRANSFEROR COMPANY on the Record Date in the manner following:

To every Equity Shareholder of the TRANSFEROR COMPANY, 5 (five) Equity Shares of Rs.10/- each credited as fully paid-up in the TRANSFEREE COMPANY for every 6 (six) Equity Shares of Rs.10/- fully paid-up held by such Equity Shareholder in the TRANSFEROR COMPANY.

- (b) All the Equity Shares of TRANSFEREE COMPANY to be issued and allotted to every member of TRANSFEROR COMPANY as aforesaid shall rank pari-passu in all respects with the existing Equity Shares in the TRANSFEREE COMPANY;
- (c) No certificate(s) shall be issued in respect of fractional entitlements, if any, to which the shareholder of the TRANSFEROR COMPANY may be entitled on issue and allotment of shares of the TRANSFEREE COMPANY in terms of Clause 9(a) above. The Board of Directors of the TRANSFEREE COMPANY shall, instead consolidate the fractional entitlements of the TRANSFEROR COMPANY and there upon issue and allot Equity Shares in lieu thereof to a Director or nominee of the TRANSFEROR COMPANY or such other person as the Board of Directors of the TRANSFEREE COMPANY shall appoint in this behalf who shall hold the shares interest on behalf of the members of the TRANSFEROR COMPANY entitled to fractional entitlements with the express understanding that such director(s), nominee(s) or person(s) shall sell the same to such person at such price, as they deem fit and pay the net sale proceeds to the TRANSFEREE COMPANY who shall thereupon distribute such net sale proceeds to their members in proportion to their respective fractional entitlements. Final after such consolidation, if any shall be ignored;
- (d) Upon this Scheme becoming finally effective, the existing Share Certificates of any class held by the shareholders of the TRANSFEROR COMPANY shall automatically stand cancelled. The TRANSFEREE COMPANY shall directly issue and dispatch the new Share Certificates to the shareholders or credit the demat account of the shareholders of the TRANSFEROR COMPANY with respect to their entitlement of Shares in the TRANSFEREE COMPANY in terms and in accordance with the provisions of the Scheme;
- (e) All the shareholders of the TRANSFEROR COMPANY shall accept the Share(s) of the TRANSFEREE COMPANY to be allotted in terms of this

15
15/11/18

15/11/18



Scheme in lieu of their existing shareholdings in the TRANSFEROR COMPANY;

- (f) The TRANSFEROR COMPANY holds 1,02,45,592 Equity Shares of Rs. 10/- each fully paid up in the TRANSFEREE COMPANY. The entire shareholding of the TRANSFEROR COMPANY in the TRANSFEREE COMPANY shall stand cancelled;

ACCOUNTING TREATMENT

10. The account shall be taken of the Assets and Liabilities of the TRANSFEROR COMPANY as on the date immediately preceding the Transfer Date and all the Assets and Liabilities of the TRANSFEROR COMPANY shall be incorporated in the books of accounts of the TRANSFEREE COMPANY at the respective Book Values thereof as appearing in the books of accounts of the respective TRANSFEROR COMPANY. All the entries in the Books of the TRANSFEREE COMPANY shall be made in accordance with the Accounting Standard-14 issued by the Institute of Chartered Accountants of India and other generally accepted accounting principles.

LISTING OF SHARES

11. The TRANSFEREE COMPANY shall upon sanction of the Scheme and upon consequent allotment of Equity Shares to the Shareholders of the TRANSFEROR COMPANY in terms of the Scheme, apply to the concerned Stock Exchange(s) (where the shares of the TRANSFEREE COMPANY are listed) for listing of these newly allotted shares and the Stock Exchange(s) shall on receipt of such application promptly list such newly allotted shares for trading in the Stock Exchange(s) to facilitate marketability of such shares subject to compliance with Listing Agreement issued by the concerned Stock Exchange(s) for listing of Shares.

PART - IV

APPLICATIONS TO THE HIGH COURT

1. The TRANSFEROR COMPANY and the TRANSFEREE COMPANY shall, with all reasonable dispatch, make necessary applications under Sections 391 to 394 of the Act, to the Hon'ble High Court at Calcutta, for sanction and carrying out of the Scheme and for consequent dissolution of the TRANSFEROR COMPANY without winding up and apply for and obtain such other approvals, as required by law. Any such application shall, upon constitution of the National Company Law Tribunal under Section 10FB of the Act including constitution of the National Company Law Tribunal under any statutory re-enactment of the Act, be made and/or pursued before the National Company Law Tribunal, if so required. In such event references in this Scheme to the Hon'ble High Court at Calcutta shall be construed as references to the National Company Law Tribunal as the context may require. The TRANSFEROR

*HS
Bal*

16 fm



COMPANY and the TRANSFEREE COMPANY shall also apply for such other approvals as may be necessary in law, if any, for bringing the Scheme into effect. Further, the TRANSFEROR COMPANY and the TRANSFEREE COMPANY shall be entitled to take such other steps as may be necessary or expedient to give full and formal effect to the provisions of this Scheme.

2. Subject to orders being made by the Hon'ble High Court at Calcutta, the TRANSFEROR COMPANY shall be dissolved without winding up;

MODIFICATIONS / AMMENDMENTS TO THE SCHEME

3. The Board of Directors of the TRANSFEROR COMPANY and the TRANSFEREE COMPANY or any person authorised by them may assent on behalf of all concerned to any modification to this Scheme of Amalgamation or to any condition which the Hon'ble High Court at Calcutta or the Government or any other authorities including SEBI, BSE or NSE may impose.

SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

4. This Scheme is conditional and shall be acted upon subject to the followings:
 - (a) The Scheme being sanctioned by the Hon'ble High Court at Calcutta.
 - (b) The certified copy of the order of the Hon'ble High Court at Calcutta sanctioning the Scheme, being filed with the Registrar of Companies, West Bengal by the TRANSFEROR COMPANY and the TRANSFEREE COMPANY.
 - (c) The number of votes cast by the public shareholders in favour of the Scheme are more than the number of votes cast by the public shareholders against the Scheme.

CONDUCT OF BUSINESS

5. Until the Scheme is sanctioned and transfer is effected as aforesaid, the TRANSFEROR COMPANY shall carry on their business in the usual course and shall be deemed to be carrying on the said businesses for and on behalf of and in trust for the TRANSFEREE COMPANY with effect from the Transfer Date.
6. Any profit or income accruing or arising to the TRANSFEROR COMPANY and all costs, charges and expenses incurred and/or all accrued losses and also all losses arising or suffered by them since the Transfer Date shall for all purposes be treated as the income, profits, costs, charges expenses or losses as the case may be of the TRANSFEREE COMPANY.

Handwritten initials

Handwritten initials



COMPLIANCE WITH LEGAL PROVISIONS INCLUDING THE COMPANIES ACT, 1956 AND REGULATIONS PROMULGATED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA

7. The Scheme has been framed in accordance with the existing legal provisions and the Regulations and Circulars issued by the Securities and Exchange Board of India, as applicable, shall be complied and voting by public shareholders through postal ballot and e-voting shall also be made available for the use and benefit of the shareholders and all material facts shall be disclosed in the explanatory statements sent to shareholders.

EFFECT ON NON RECEIPT OF APPROVALS / SANCTIONS

8. In the event of any of the above sanctions/ approvals not being obtained and or the Scheme not being sanctioned by the High Court and/or the order or orders not being passed as aforesaid, the Scheme shall become null and void and each party shall bear and pay its respective costs, charges and expenses for and in connection with the Scheme

EXPENSES CONNECTED WITH THE SCHEME

9. All costs, charges and expenses of the TRANSFEROR COMPANY and the TRANSFEREE COMPANY respectively in relation to or in connection with the Scheme and of carrying out and implementing / completing the terms and provisions of the Scheme and or incidental to the completion of amalgamation of the said Undertakings of the TRANSFEROR COMPANY shall be to the account of the TRANSFEREE COMPANY.

MISCELLANEOUS

10. Upon sanction of the Scheme, the Authorised Share Capital of TRANSFEREE COMPANY shall stand enhanced by an amount of Rs.16,50,00,000/- being the Authorised Share Capital of the TRANSFEROR COMPANY. The revised/enhanced Authorised Share Capital of the TRANSFEREE COMPANY shall be Rs.46,50,00,000/- and its Memorandum of Association shall automatically stand amended accordingly. It is hereby clarified that the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purpose of effecting this amendment and no further resolution under Section 16, Section 94 or any other applicable provisions of the Act would be required to be separately passed, nor any registration fees/stamp duty etc shall be payable by the TRANSFEREE COMPANY, subject to compliance of the requirement of the provisions of Section 13, 14, 61 and Section 117 of the Companies Act, 2013.
11. On the approval of the Scheme by the shareholders of the TRANSFEROR COMPANY and the shareholders of the TRANSFEREE COMPANY pursuant to Section 391 of the Act, it shall be deemed that the said shareholders have also accorded all relevant

As per

18 fm



consents under Sections 81(1-A) and any other provisions of the Act to the extent the same may be considered applicable.

12. The TRANSFEROR COMPANY and the TRANSFEREE COMPANY shall have liberty to apply to the Hon'ble High Court at Calcutta for necessary direction to remove all difficulties, if any, in implementing the Scheme.
13. The TRANSFEROR COMPANY and the TRANSFEREE COMPANY shall also take such other steps as may be necessary or expedient to give full and formal effect to the provisions of this Scheme.
14. Upon sanction of the Scheme and consequent dissolution of the TRANSFEROR COMPANY, name of the TRANSFEREE COMPANY shall be changed to 'GALLANTT UDYOG LIMITED', subject to compliance of Section 21 or any other applicable provisions of the Act.

Kodlikey
16/06/15
For Registrar
bm

Schedule "B" above referred to

SCHEDULE OF ASSETS

Schedule of Assets as at 1st April, 2013 of Gallantt Udyog Limited, to be transferred to and vested in Gallantt Ispat Limited.

PART - I

(A short Description of the Freehold Properties of Gallantt Udyog Limited)

(Details of land with building situated at Gorakhpur, Uttar Pradesh & Basti, Gorakhpur:

Land:

Sl. No.	Deed No.	Date of Deed	Seller's Name	Plot No.	Mouza	Acres
1	6356	28/10/1992	Sri Baldeo, Sri Tufani, Sri Fauzdar, Sri Lalta Prasad, Sri Ram Bhawan	9/01	Lachhipur	2.230
2	6358	28/10/1992	Sri Baldeo, Sri Fauzdar, Sri lalta Prasad, Sri Ram Bhawan	7/01	Lachhipur	1.880
3	4722	22/10/2001	Sri Shivnath Chauhan, Raghunath & others	11	Lachhipur (Jabtiya)	2.070
4	6357	31/08/1992	Sri Baldev, Faujdae, Lalta, Rambhawan	672/1	Jungle beni Madhav no. 2	3.120

19

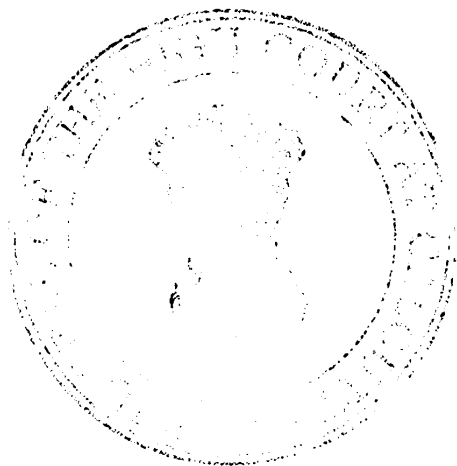
19



5	2765	21/07/2000	Sri Munshi Chaudhary, Ram Surat Chaudhary	149	Bargadwa	0.310
6	666	16/02/2001	Sri Murlidhar Chaudhary	149	Bargadwa	0.150
7	4469	05/10/2001	Sri Brijraj	149	Bargadwa	0.150
8	1516	19/05/1995	Sri Chhedi, Sri Ram Subhag & Others	668	Jungle Beni Madhav No. 2	0.700
9	1518	19/05/1995	Sri Bechu	670	Jungle Beni Madhav No. 2	0.410
10	2553	07/08/1995	Sri Ram Achal & Smt. Mevati Devi	664 & 671	Jungle Beni Madhav No. 2	0.800
11	1529	04/05/2000	Sri Paras Nath	668	Jungle Beni Madhav No. 2	0.110
12	1339, 1340	17/08/2004	Sri Ram Narayan, Smt. Satyawati	455, 480	Avadhpur	8.100
13	3471	30/07/2001	Sri Amlendra Narayan, Hari Narayan, Sesh Narayan, Hirdya Narayan	300, 302	Sabdiya Kala, Basti	2.870
14	4042	31/08/2001	Sri Rudra Narayan & Acharaj & Others	300, 315	Sabdiya Kala, Basti	0.569
15	3367	23/07/2001	Sri Ashwani Kr, Girish Kr	332	Sabdiya Kala, Basti	1.160
16	4222	19/09/2001	Sri Gaya Prashad & Others	316	Sabdiya Kala, Basti	0.370
17	4537	24/09/2001	Sri Bhagwati Pd, Jagdamba Prashad & Others	313, 310, 327, 330, 311, 331	Sabdiya Kala, Basti	0.280
18	4837	16/10/2001	Sri Ramdin, Ramujaggar & others	306,307, 308, 309,311, 312, 322,323, 326, 328,330, 329, 327	Sabdiya Kala, Basti	0.620
19	4993	24/10/2001	Surya Mani, Jagdish & Others	327 kh, Ga, 323, 326,311	Sabdiya Kala, Basti	0.080
20	5456	19/11/2001	Shiv Shanker, Sohan Ram &	319,320 k, kh,	Sabdiya Kala,	0.320

Handwritten initials/signature

Handwritten signature



			Others	324,325,331	Basti	
21	2695	20/07/2000	Sri Murari Krishna Agrawal	150,151	Bargadwa	0.300
22	4089	17/10/2000	Sri Omprakash & others	147,152	Bargadwa	0.860
23	1526	30/03/2002	Sri Ramsnehi	142	Bargadwa	0.660

Building:

Building at Vikas Nagar, Bargadwa, Gorakhpur, U.P.
At 10 No. Boring, Bargadwa, Gorakhpur, U.P.
At Sabdaiya Kala, Basti, U.P.

Total value of Land and Building is Rs. 2,98,69,917/-

PART - II

(A short Description of the Leasehold Land of Gallantt Udyog Limited)

Sl No.	Deed No.	Date	Sold by	Plot No.	Mouza	Acres
24	2611	4/3/2010	UPSIDC Gorakhpur	D 10	Industrial Area Gorakhpur	9855
25	2613	4/3/2010	UPSIDC Gorakhpur	D 11	Industrial Area Gorakhpur	9745.57

Total value of Leasehold Land is Rs. 55, 30,198/-

PART - III

(A short description of all stocks, shares, debentures and other chooses in action)

		Amount in Rs.
Plant & Machineries		1,64,88,933.00
Computer		2,11,260.00
Vehicles		50,37,809.00
Misc. Fixed Assets		20,32,901.00
Office Equipments		1,52,264.00
C.I. Moulds		67,27,695.00
Inventories		8,62,81,101.00
Trade Receivables		90,36,938.00
Cash & Bank Balances		
Cash Balance	26,22,844.00	
Bank Balance:		
HDFC Bank		
State Bank of India	3,58,776.00	
FDR State Bank of India	4,95,000.00	
FDR State Bank of India	1,00,00,000.00	
	56,00,000.00	
		1,90,76,620.00
Short Term Loans & Advances		41,16,57,167.00
Total		55,67,02,689 .00

22

21 fm



(Details of Land shown as Inventories in the Books)

26	3486	23/04/2010	Singhal Home Developers P Ltd	206	Islambari, Lucknow	0.300
27	3700	01/05/2010	Hawett Engineering Collage Society, lko	180,181, 183 to 188, 193, 199 to 203, 205	Islambari, Lucknow	2.200
28	68	04/01/2011	Hawett Engineering Collage Society, lko	166 to,171, 180,181, 189 to 192, 194 to 198	Islambari, Lucknow	1.960

(Certificates & Licences)

All licenses & registrations with Government departments related to Gallantt Udyog Limited including the following but not limited to it:

1. Factory License & Registration No. BAS-89 for Vill: Sabdaian Kalan, Basti issued by Asstt. Director of Factories, Gorakhpur.
2. Electricity Connections at Vill: Sabdaian Kalan, Basti supplied by The Executive Engineer, Electricity Distribution Division-1, Poorvanchal Vidyut Vitran Nigam Limited, Basti.
3. Rs. 32,21,500/- Deposit with Electricity Department, Basti as security.
4. U. P. Pollution Control Board, Basti.
 - A. Consent order (Water) No. 711/C-231/Jal/2014 dated 05.12.2014.
 - B. Consent order (Air) No. 712/C-231/Vayu/2014 dated 05.12.2014 related to Basti.
5. Import Export License No. 0208005862 dated 13.06.2008 issued by Director General of Foreign Trade, Kolkatta in the name of the company.
6. Small Scale Industry (SSI) No. 09-551200399 dated 03.06.2008 issued by The General Manager, District Industries Centre, Basti.
7. Explosive License No. G-40(Misc)FO/98/UP dated 26.03.2002 for storage of 30 KL of FO/ LDO at Basti issued by Jt Chief Controller of Explosives.
8. Weights & Measurement Legal Meteorology Certificate No 432859 dt. 19.05.2014 valid till 18.05.2015.
9. Food license No. 12714035000040 valid till 03.05.2019 for manufacture of food grain.
10. Employees Provident Fund Registration No. UP/16886.
11. All insurance Policies issued by National Insurance Co. Ltd including
 - A. Policy No. 251100/11/14/3400002032 dated 19.03.2015 of Standard fire and special perils policy.
 - B. Policy No. 251100/46/14/7500001744 dated 19.03.2015 of Burglary.

28

Kodhikany
16/06/15
For Registrar
Bm

520
28
16/6/15

Red
22-
Bourkhan
17-6-15

CERTIFIED TO BE A TRUE COPY

Authorised under Section 76 of the Indian Evidence Act, 1872 (Act-1 of 1872)



Received a copy
of the order
Dated 16/06/15

for ~~S. S. Sarker~~ M.C. Prusty
Addl. Govt. Advocate

59 fls

C.P. No. 1100

of 20 14

C.A. No. 449

of 20 14

C.A. No. 369

of 20 14

IN THE HIGH COURT AT CALCUTTA

Original Jurisdiction

In the Matter of Companies Act, 1956

and

In the Matter of Gallant Udyog
limited & Another

Order

- i) Date of application or for Copy..... 15.5.15
- ii) Date of notifying the charges..... 17.6.15
- iii) Date of putting in the charges..... 17.6.15
- iv) Date on which the copy is ready for delivery..... 17.6.15
- v) Date of handing over the copy to the applicant..... 17.6.15

of the 14th day of May 2015

Filed this 17th day of June 2015

P. Mandal
Superintendent,
Copyists' Department
High Court, O.S.

@mjmdas
17/6/15

22

[Signature]
Superintendent,

Company Matters Department.

Chaudhury's Law Offices
Advocates

Chaudhury's Law Offices
Attorney

