

GML/KOL/2022-23

May 11, 2022

<b>The Manager, Bombay Stock Exchange Limited Floor 25, P J Towers, Dalal Street, Mumbai- 400 001. INDIA. Scrip Code: 532726</b>	<b>The Manager, National Stock Exchange of India Limited "EXCHANGE PLAZA", Bandra – Kurla Complex, Bandra (East), Mumbai- 400 051. INDIA. Scrip Code: GALLANTT</b>
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**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Extraordinary General Meeting of Members**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting ('EGM') of the Company will be held on Saturday, June 04, 2022 at 1.30 p.m. through Video Conferencing / Other Audio-Visual Means. We are submitting herewith Notice of Extraordinary General Meeting of the Company along with explanatory statement, which has been sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall commence on Wednesday, June 01, 2022 at 9:00 a.m. and will end on Friday, June 03, 2022 at 5.00 p.m. The copy of the said EGM Notice is also uploaded on the website of the Company i.e. [www.gallantt.com](http://www.gallantt.com).

Kindly take the same on your record.

Thanking you,

Yours faithfully,

**GALLANTT METAL LIMITED**

GALLANTT METAL LIMITED



Company Secretary

Arnab Banerji

**(COMPANY SECRETARY)**

M. No. A59335

Encl: As above

**GALLANTT METAL LIMITED**

Registered Office : "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi -110 014

Telefax : 011-45048767, E-mail: [gml@gallantt.com](mailto:gml@gallantt.com), Website : [www.gallantt.com](http://www.gallantt.com)

Office : Ward-10 BC, Plot No. 123, Ground Floor, Gandhidham, Kutch, Gujrat-370 201, Tel.: 02836-395626 / 395636 Fax : 02836-235787

Works : Near Toll Gate Village - Samakhlyali, Taluka-Bhachau, Kutch - Gujrat, Tel.: 91 98 795 60878, Fax : +91 2837 283690

Corporate Office: 1, Crooked Lane, Second Floor, Room Nos. 222 & 223, Kolkata - 700069 Tel: 033-46004831

Corporate Identification No. : L27109DL2005PLC350524



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**NOTICE**

Notice is hereby given that an Extra-ordinary General Meeting of the members of GALLANTT METAL LIMITED (CIN: L27109DL2005PLC350524) will be held on Saturday, 4<sup>th</sup> June, 2022 at 1.30 P.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), to transact the following special businesses:

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**ITEM NO. 1: Approval of loans, investments, guarantee or security under Section 185 of Companies Act, 2013 and in this regard if thought fit, to pass the following resolution as Special Resolution:**

**"RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, and other applicable provisions, if any, and any amendments/ enactments/ re-enactments thereof as are applicable and the Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Members be and is hereby accorded to the Board of the Directors of the Company ( hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to grant inter corporate deposit/loan or give any guarantee or provide any security in connection with loan taken by any entities/ persons covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section (b) of Section 2 of the section 185 of the Act ("Entities"), upto an aggregate sum of Rs. 100 Crore (Rupees One Hundred Crore Only) from time to time in one or more tranches in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities".

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

**2. To fix borrowing powers under Section 180(1)(c) of the Companies, Act, 2013 and in this regard if thought fit, to pass the following resolution as Special Resolution:**

**"RESOLVED THAT** in supersession of all the previous resolutions passed by the shareholders of the Company, if any, in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed there under, the Articles of Association of the Company and other applicable laws, if any, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the consent of the members of the Company be and is hereby accorded to the Board of Directors ("Board"), to borrow money for and on behalf of the Company from time to time as the Board may deem requisite and proper for the business of the Company, by way of loans, advances, deposits or otherwise, whether the same be unsecured or secured by guarantee of any bank, persons and /or secured by mortgage, charge, hypothecation or pledge, of all or any of the Company's assets, whether movable or immovable, on such terms and conditions as the Board may think fit, from, including without limitation, any Bank and/or other financial institution and/or foreign lender and/or



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anybody corporate/entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board, notwithstanding that the money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, free reserves and security premium account as per the latest annual audited financial statements of the Company, provided that the total amount so borrowed and outstanding at any time shall not exceed Rs. 800 crore (Rupees Eight Hundred Crore only) and the aggregate of the paid-up capital, free reserves of the Company and security premium, whichever is higher.

**"RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution."

### **3. Authority for Creation of Charges on the Movable and Immovable Properties of the Company in respect of Borrowings under Section 180(1)(a) of the Companies, Act, 2013 and in this regard if thought fit, to pass the following Resolution as Special Resolution:**

**"RESOLVED THAT** in supersession of all the previous resolutions passed by the shareholders of the Company, if any, in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the allied rules framed there under, the Articles of Association of the Company, and other applicable laws, if any, (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors, to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments, if any, to secure the amount borrowed by the Company or any third party from time to time, for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings which shall not, at any time exceed Rs. 800 crore (Rupees Eight Hundred Crore only) and the aggregate of the paid-up capital, free reserves of the Company and security premium, whichever is higher."

**"RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution."

### **4. To Increase the Authorised Share Capital of the Company and in this regard if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Memorandum of Association and the Articles of Association of the Company the approval of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 83,00,00,000 (Rupees Eighty-Three Crore only) divided into 8,30,00,000 (Eight Crore Thirty Lac only) equity shares of Rs. 10/- each to Rs. 167,30,00,000/- (Rupees One Hundred Sixty-Seven Crores and Thirty Lacs only) divided into 16,73,00,000 (Sixteen Crores Seventy-Three Lacs only) Equity



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Shares of Rs. 10/- each ranking pari passu with the existing Shares in the Company and that in **Clause V** of the Memorandum of Association of the Company shall be substituted as follows:

*"The authorized Share Capital of the Company is Rs. 167,30,00,000/- (Rupees One Hundred Sixty-Seven Crores and Thirty Lacs only) divided into 16,73,00,000 (Sixteen Crores Seventy-Three Lacs only) Equity Shares of Rs. 10/- (Rupees Ten) each, with rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special right, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify, amalgamate or abrogate any such right, privilege or condition in such manner as may permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being."*

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/ executive/representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard."

Place: Gorakhpur Date: 10 <sup>th</sup> May, 2022	By Order of the Board of Directors, For Gallantt Metal Limited Arnab Banerji Company Secretary & Compliance Officer
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**Registered office:**

Gallantt Metal Limited

CIN: L27109DL2005PLC350524

"Gallantt House",

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New Delhi – 110014

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**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") read with Secretarial Standard on General Meetings ("SS-2") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") setting out the material facts concerning the item of Special Businesses to be transacted at the Extra-ordinary General Meeting ("EGM") is annexed hereto and forms part of this Notice.

2. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General



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Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 10/2021 and 20/2021 dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 23rd June 2021 and 8th December 2021 respectively, issued by the Ministry of Corporate Affairs (hereinafter collectively referred as "MCA Circulars") and also pursuant to Policy Circular-17/57/2021-CL-MCA dated 5<sup>th</sup> May, 2022 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/242 dated 9th December 2020 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Extra-ordinary General Meeting ("eEGM" or "EGM" or "Meeting") of the Company convened is being conducted through Video Conferencing ("VC") / other Audio Visual Means ("OAVM") facility, which does not require physical presence of the members of the Company ("Members") at a common venue.

3. In terms of MCA Circulars, the Company has made special arrangement with Niche Technologies Private Limited, its Registrar & Share Transfer Agent for registration of email addresses. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered by following the procedure given in Instruction part of this Notice. Accordingly, the Company shall send the Notice to such members whose e-mail ids get registered along with the User ID and the Password to enable e-voting.

4. The Company has enabled the Members to participate at the EGM through the VC / OAVM facility provided by NSDL. The instructions for participation at the EGM through VC / OAVM by Members are given in Instructions part of this Notice.

5. As per the provisions under the MCA Circulars, Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the Listing Regulations, the Company has engaged the services of NSDL to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.

7. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system during the EGM. The process of remote e-voting with necessary user id and password is given in the Instructions part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the EGM being held through VC / OAVM.

8. In terms of MCA Circulars, the businesses set out in this Notice will be transacted by the members only through remote e-voting or through the e-voting system while participating through VC / OAVM facility.

9. Members joining the meeting through VC / OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system at the EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also join the EGM through VC / OAVM but shall not be entitled to cast their vote again. If a Member casts votes by both modes i.e. e-voting system at EGM and remote e-voting, voting done through remote e-voting shall prevail and voting done at the EGM shall be treated as invalid.

10. Voting rights of the members (for voting through remote e-voting or e-voting system at the Meeting) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date



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i.e. 28<sup>th</sup> May 2022. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system at the Meeting.

11. As per the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and such proxy need not be a member of the Company. Since the EGM is being held through VC / OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

12. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) intending to authorize their representatives to attend the EGM through VC / OAVM facility and vote on their behalf are requested to send duly certified copy of the relevant Board resolution to the Company at [csgml@gallantt.com](mailto:csgml@gallantt.com). Institutional investors are encouraged to attend and vote at the EGM through VC / OAVM.

13. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

14. In relation to permanent registration of email address, Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Niche Technologies Private Limited, 7th Floor, Room, No. 7A & 7B, 3A, Auckland Place, Elgin, Kolkata – 700017, W.B.

15. All relevant documents referred to in the Explanatory Statement would be made available for inspection at the registered office of the Company on all working days between 11:00 a.m. to 1:00 p.m. except on Saturdays, Sundays and holidays, up to the date of EGM.

16. Regulation 40 of the Listing Regulations, as amended, provides that from April 1, 2019, transfer of securities would not be processed unless the securities are held in the dematerialized form with depositories. In view of the same, now the shares cannot be transferred in the physical mode. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in the corporate actions. Members can contact Niche Technologies Private Limited, Registrar and Share Transfer Agents for assistance in this regard. However, members can continue to make request for transmission or transposition of securities held in physical form.

17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent.

18. Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including share transfer lodgements, intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail id etc., if any, immediately to Niche Technologies Private Limited or to the Company at its Registered office. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.

19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for



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consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

20. Members holding shares in single name and physical form can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to Niche Technologies Private Limited or Email on [csgml@gallantt.com](mailto:csgml@gallantt.com). Members holding shares in electronic mode may contact their respective Depository Participants, with whom they are maintaining their demat accounts, for availing this facility.

21. Voting through electronic means: In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on 28<sup>th</sup> May, 2022 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the said rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL from a place other than the venue of the Meeting (remote e-voting).

22. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Wednesday, 1<sup>st</sup> June, 2022 and end of remote e-voting: Up to 5.00 p.m. (IST) on Friday, 3<sup>rd</sup> June, 2022

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 28<sup>th</sup> May, 2022.

23. The Board of Directors has appointed Mr. Anurag Fatehpuria (M.N. 34471/ CP-12855), Practicing Company Secretary as the "Scrutinizer" for the purpose of scrutinizing the process of remote e-voting and e-voting system at the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting in presence of atleast two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website ([www.gallantt.com](http://www.gallantt.com)) and on the e-Voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results declared along with the said Report shall also be made available for atleast 3 days on the Notice Boards of the Company at its Registered Office in New Delhi and at the Corporate Office in Kolkata.

24. The results of remote e-voting and e-voting system at the Meeting shall be aggregated and declared within 48 hours from the conclusion of the meeting by the Chairman or by any other person duly authorised in this regard.

25. The results declared along with the report of the scrutinizer shall be placed on the Company's website at [www.gallantt.com](http://www.gallantt.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges, where the shares of



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the Company are listed. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of meeting, i.e., 4th June, 2022.

26. As the EGM is being held through VC / OAVM, the route map is not annexed to this Notice.

**PROCEDURE AND INSTRUCTIONS FOR E-VOTING**

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access eVoting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a</li> </ol>







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	provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.



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2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf



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- file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**



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1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [af2011@rediffmail.com](mailto:af2011@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 28<sup>th</sup> May, 2022 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 28<sup>th</sup> May, 2022 may follow steps mentioned in the Notice of the EGM under Step 1: "Access to NSDL e-Voting system" (Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [csgml@gallantt.com](mailto:csgml@gallantt.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [csgml@gallantt.com](mailto:csgml@gallantt.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**



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3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [csgml@gallantt.com](mailto:csgml@gallantt.com) between Monday, 30<sup>th</sup> May 2022 (9.00 a.m. IST) and Wednesday, 1<sup>st</sup> June 2022 (5.00 p.m. IST). The same will be replied by the company suitably.



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6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
  8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
  9. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 1800 1020 990 / 1800 22 44 30.
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### **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated 10<sup>th</sup> May, 2022 and shall be taken as forming part of the Notice.

#### **ITEM NO. 1**

Members of the Company are hereby informed that pursuant to the provisions of Section 185 of the Companies Act, 2013 ('Act'), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that—

(a) a special resolution is passed by the company in general meeting; and

(b) the loans are utilised by the borrowing company for its principal business activities.

Members of the Company are hereby further informed that the Company may have to render support for the business requirements of its group entities/ persons covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to sub-section (b) of Section 2 of the section 185 of the Act ("Entities"), from time to time. Therefore, the Board of Directors seek consent of the members by way of a special resolution pursuant to section 185 of the Act for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities, as may be required from time to time, which shall be utilised for principal business activities of such Entities. The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

Accordingly, the Board of Directors recommend the special resolution as set out in Item no. 1 of Notice of EGM for approval of the Members of the Company as a special resolution.



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Except to the extent of their shareholdings and directorships in the Company, none of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above stated resolution.

### ITEM NO. 2

Member of the Company hereby informed that keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various banks and/or financial institutions and/ or any other lending institutions and/or bodies corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves and security premium of the Company. In terms of the provisions of section 180(1)(c) of the Companies Act, 2013 (the "Act") the power to borrow money in excess of the paid-up share capital, free reserves and security premium account and creation of security on such borrowing can be exercised by the Board of Directors only with the consent of the shareholders obtained by a special resolution.

In view of the above, the Board of Directors recommends the special resolution as set out under Item No. 2 of the Notice of EGM for approval of the Members of the Company as a special resolution. None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether financially or otherwise, in the resolution mentioned at item No. 2 of the Notice.

### ITEM NO. 3

In the normal course of business, the Company from time to time is required to avail Term Loans, Working Capital, External Borrowings or any other financial accommodation. A charge on the assets/properties of the Company, both present and future, is normally given as security for such borrowings. As the documents to be executed for the creation of such charge/mortgages from time to time to secure such borrowings, may contain the power to take over the management of the Company in certain events, it is necessary for the shareholders to pass a resolution under section 180(1)(a) of the Companies Act, 2013 for the creation of the mortgage/charge as set out in this resolution.

Under the provisions of Section 180 (1) (a) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Therefore, in order to enable the Board of Directors of the Company to borrow money for the business needs of the Company and to create such charges, mortgages and hypothecations to secure the amount borrowed by the Company, it is proposed to fix the borrowing limits to Rs. 800 crores (Rupees Eight Hundred Crore only) or as defined in the aforesaid resolutions.

As such, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). As the documents to be executed between the Company and the lenders may contain the power to take over the management of the Company in certain events, it is necessary to obtain Members' approval under Section 180 (1) (a) of the Companies Act, 2013, by way of a Special Resolution.





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In view of the above, the Board of Directors recommends the special resolution as set out under Item No. 3 of the Notice of EGM for approval of the Members of the Company as a special resolution. None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether financially or otherwise, in the resolution mentioned at item No. 3 of the Notice.

**ITEM NO. 4**

The present authorised share capital of the Company is Rs. 83,00,00,000/- (Rupees Eighty-Three Crore only) divided into 8,30,00,000 (Eight Crore Thirty Lacs) equity shares of Rs. 10/- each. Pursuant to the Scheme of Amalgamation as approved by the benches of the Honorable National Company Law Tribunal, Company shall issue and allot Equity Shares in the Company to the shareholders of the Transferor Companies in accordance with the ratio of share exchange. The existing Authorised Share Capital may not be adequate and in order to create adequate headroom for issuance of equity shares, it is proposed to increase the Authorised Share Capital to Rs. 167,30,00,000/- (Rupees One Hundred Sixty-Seven Crores and Thirty Lacs only) divided into 16,73,00,000 (Sixteen Crores Seventy-Three Lacs only) Equity Shares of Rs. 10/- (Rupees Ten) each. As per the provisions of the Companies Act, 2013, any increase in Authorised Share Capital and consequent amendment in Memorandum of Association of the Company requires approval of the members of the Company by way of an ordinary resolution. Accordingly, approval of the members is being sought by way of an ordinary resolution.

A draft copy of the altered Memorandum of Association can be inspected by the members before the meeting at Registered Office of the Company on all working days between 11:00 a.m. to 1:00 p.m. except on Saturdays, Sundays and holidays, up to the date of EGM.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution. The Board accordingly recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for your approval.

Place: Gorakhpur Date: 10 <sup>th</sup> May, 2022	By Order of the Board of Directors, For Gallantt Metal Limited Arnab Banerji Company Secretary & Compliance Officer
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**Registered office:**

Gallantt Metal Limited

CIN: L27109DL2005PLC350524

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