

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the Company will be held at the "MANTHAN" Hotel. Restaurant. Banquet, 3, Waterloo Street, First Floor, Kolkata – 700 069 on 5th November, 2011 at 1.00 P.M. to transact the following business:

As Special Business:**Item No. 1**

To receive, consider and if thought fit to pass, with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment(s) thereto or any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009 ("SEBI Regulations") as in force, the regulations/guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment (s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited ("Stock Exchanges"), and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, the Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory , governmental authorities or departments, institutions or bodies ("Concerned Authorities") in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the concerned Authorities while granting such approvals, sanctions and permissions as may be necessary ("Approvals") and any such conditions and/or modifications as may be prescribed, stipulated or imposed by any such Approvals and /or which may be agreed to or considered necessary by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), the consent, permission and approval of the members of the Company be and is hereby accorded to the Board to offer, issue and allot 25,00,000 (Twenty Five Lacs only) Zero

GALLANTT ISPAT LIMITED

11, CROOKED LANE, SECOND FLOOR, KOLKATA – 700 069.

Tel: 033-3023 8671; Telefax: 033-2231 2429; Email:gil@gallantt.com, Website:www.gallantt.com

Factory: AL-5, Sector-23, Sahjanwa, District-Gorakhpur-Uttar Pradesh.

GALLANTT ISPAT LIMITED

Nishant K.
Company Secretary

Coupon Fully Convertible Unsecured Debentures (FCDs) of Rs. 160/- each (including premium of Rs. 150/- each), with a coupon rate of 0% (Zero Coupon Rate) on a preferential allotment basis, to the following, both Promoters and Non Promoters,

Name of the Proposed Allottee	Category (Promoter / Non - Promoter)	Address of the Allottee	Permanent Account Number (PAN)	No. of FCDs to be allotted	Allottee is: *QIB/MF/FII/FI/Banks/Trust
Gallantt Udyog Limited	Promoter	11, Crooked Lane, Second Floor, Kolkata – 700 069.	AACCG1245L	17,00,000	Indian Company within the meaning of Companies Act, 1956.
Karishma Marketing Private Limited	Non-Promoter	23A, N. S. Road, First Floor, Kolkata – 700 001.	AADCK5748B	1,12,500	Indian Company within the meaning of Companies Act, 1956.
Padmini Vinimay Private Limited	Non-Promoter	23A, N. S. Road, First Floor, Room No. 27A, Kolkata – 700 001.	AAECP9093M	1,25,000	Indian Company within the meaning of Companies Act, 1956.
Festino Dealtrade Private Limited	Non-Promoter	28D, Nayan Chand Dutta Street, Kolkata – 700 006	AABCF5278R	62,500	Indian Company within the meaning of Companies Act, 1956.
Daisy Commosales Private Limited	Non-Promoter	283, Santosh Apartment, Ground Floor, Shyam Nagar, Kolkata – 700 055.	AADCD4532C	62,500	Indian Company within the meaning of Companies Act, 1956.
Oscar Retailers Private Limited	Non-Promoter	9/12, Lal Bazar Street, Second Floor, Kolkata – 700 001.	AABCO4147N	62,500	Indian Company within the meaning of Companies Act, 1956.

GALLANTT ISPAT LIMITED

Nitesh K
Company Secretary

WindFlow er Sales Private Limited	Non- Promoter	9/12, Lal Bazar Street, Second Floor, Kolkata – 700 001.	AABCW0548F	1,25,000	Indian Company within the meaning of Companies Act, 1956.
Fairy Dealcom Private Limited	Non- Promoter	28D, Nayan Chand Dutta Street, Kolkata – 700 006	AABCF5305K	1,25,000	Indian Company within the meaning of Companies Act, 1956.
Kamrup Tradevin Private Limited	Non- Promoter	28D, Nayan Chand Dutta Street, Kolkata – 700 006	AADCK9652N	1,25,000	Indian Company within the meaning of Companies Act, 1956.
			Total	25,00,000	

on the terms and conditions and in such manner as the Board may think fit, at a price calculated in accordance with Regulation 76(1) of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 which shall be the higher of the following:-

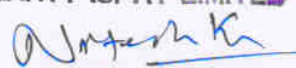
1. The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the six months preceding the relevant date.

OR

2. The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the relevant date.

The said FCDs shall be converted within a period not exceeding eighteen months from the date of allotment of the FCDs, in one or more trenches, in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other relevant guidelines as may be prevailing at the time of conversion into shares, and that the FCDs so issued or allotted give rise (on allotment or conversion) to not more than 25,00,000 (Twenty Five Lacs only) nos. of Equity Shares of Rs. 10/- each fully paid-up, meaning thereby that one fully paid up Equity Shares of Rs. 10/- shall be allotted for every FCDs held by the FCDs holders at the time of conversion.

GALLANTT ISPAT LIMITED


Company Secretary

"RESOLVED FURTHER THAT the relevant date, in terms of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, for determination of minimum price for the issuance of the Shares/warrants/Fully Convertible Debentures on preferential allotment basis is 30 days prior from the date of Extra-ordinary General Meeting i.e. October 6, 2011."

"RESOLVED FURTHER THAT the FCDs allotted on preferential basis shall be subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company and shall, on their conversion rank pari passu in all respects including dividend with the existing fully paid up equity shares of Rs. 10/- each of the Company."

"RESOLVED FURTHER THAT the aforesaid FCDs to be allotted on preferential basis shall be subject to lock-in requirements as per the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009."

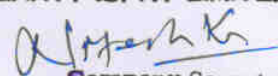
"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid FCDs equity shares on preferential basis and the listing thereof with the stock exchanges as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said FCDs Shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) of the Company to give effect to this resolution."

Item No. 2

To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

GALLANTT ISPAT LIMITED


Company Secretary

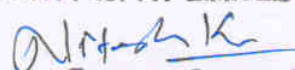
"RESOLVED THAT pursuant to the provisions of Sections 16 and 94 of the Companies Act, 1956 and Article No. (3) of the Articles of Association of the Company the Authorised Share Capital of the Company be increased from Rs. 28,00,00,000 (Rupees Twenty Eight Crore only) divided into 2,80,00,000 (Two Crore Eighty Lac only) equity shares of Rs. 10/- each to Rs. 30,00,00,000 (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore only) equity 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. 30,00,00,000 (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore 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 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, 1956 or provided by the Articles of Association of the Company for the time being."

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself and a proxy need not be a member of the Company.
2. The proxies in order to be valid must be received by the Company at its Registered Office of the Company not less than 48 hours before the commencement of meeting.
3. Members / Proxies should bring the attendance slip sent herewith, duly filled in and signed and hand over the same at the entrance of the hall for attending the meeting and members who hold shares in the dematerialized form, are requested to indicate without fail their DP ID and Client ID numbers in the attendance slips.

GALLANTT ISPAT LIMITED


Company Secretary

4. Relevant explanatory statement of material facts pursuant to Section 173(2) of the Companies Act, 1956 are annexed hereto.

Date: 6th October, 2011

Registered Office:
11, Crooked Lane, Second Floor,
Kolkata - 700 069

By order of the Board
For GALLANTT ISPAT LIMITED

GALLANTT ISPAT LIMITED



Notary Seal

Company Secretary

EXPLANATORY STATEMENT:

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No.1

This is an issuance of 25,00,000 nos. of Zero Coupon Fully Convertible Unsecured Debentures (FCDs) with a Coupon Rate of Zero percent (0%).

The Company requires funds in near future for meeting working capital requirements for expansion of the operations of the Company and such other corporate purposes, as may be required from time to time. To make provisions of the fund so required, it is considered appropriate under the current circumstances to issue Fully Convertible Unsecured Debentures (FCDs) convertible into Equity Shares on preferential allotment basis in accordance with the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI Regulations").

On the request of the Company Gallantt Udyog Limited (forming part of Promoter Group of the Company); Karishma Marketing Private Limited, Padmini vinimay Private Limited, Festino Dealtrade Private Limited, Daisy Commosales Private Limited, Oscar Retailers Private Limited, Windflower Sales Private Limited, Fairy Dealcom Private Limited and Kamrup Tradevin Private Limited (all being Non-Promoter), have agreed to subscribe 25,00,000 (Twenty Five Lacs only) nos. of Zero Coupon Fully Convertible Unsecured Debentures convertible into Equity Shares of Rs. 10/- each fully paid up on preferential basis as detailed in the Resolution.

Relevant Date, i.e. 30 days prior from the date of General Meeting of the Members, of the Proposed General Meeting is 6th October, 2011.

As per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 an issue of shares/warrant/ convertible debentures on a preferential basis can be made only at a price which is not less than the higher of the following:

- (i) The average of the weekly high and low of the closing prices of the shares quoted on the stock exchange during the six months preceding the "relevant date"; or

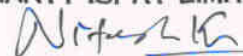
GALLANTT ISPAT LIMITED

11, CROOKED LANE, SECOND FLOOR, KOLKATA - 700 069.

Tel: 033-3023 8671; Telefax: 033-2231 2429; Email:gil@gallantt.com, Website:www.gallantt.com

Factory: AL-5, Sector-23, Sahjanwa, District-Gorakhpur-Uttar Pradesh.

GALLANTT ISPAT LIMITED



Company Secretary

- (ii) The average of the weekly high and low of the closing prices of the shares quoted on a stock exchange during the two weeks preceding the "relevant date".

The "relevant date" for the above purpose means the date thirty days prior to the date on which the General Meeting is held to consider the proposed issue under section 81 (1A) of the Companies Act, 1956. As the date of the Extra-ordinary General Meeting (EGM) of the Shareholders is 05.11.2011, the "relevant date" is 06.10.2011. The issue price computed on the above basis comes to Rs. 99.04 per Equity Share.

Accordingly, the FCDs are proposed to be issued at Rs. 160/- each which is higher than the price calculated as above. The FCDs to be allotted shall be subject to the Memorandum and Articles of Association of the Company and the terms of issue as decided by the Board. On conversion of the FCDs into Equity Shares, Equity Shares shall rank pari passu in all respects with, and carry the same rights as the existing Equity Shares.

The Board believes that the proposed offer will be in the best interest of the Company and its members.

The details of the issue and other particulars as required under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, in relation to the above proposed resolution are given as under:

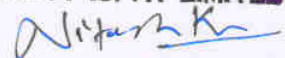
1. The object of the issue on preferential basis

The funds raised through the proposed issue of Fully Convertible Unsecured Debentures/Warrants/Shares shall be used for meeting the Working Capital requirements for expansion of the Company's operations, and for such other corporate purposes, as may be required from time to time.

2. Intention of the Promoter/Director/Key Management persons to subscribe in the issue

The Promoter and Non-Promoters as detailed in the resolution have agreed to subscribe to the offer of FCDs. None of other promoters//Directors/key management persons and Non Promoter except as mentioned in the resolution shall subscribe to the offer.

ALLANTT ISPAT LIMITED



Company Secretary

3. Equity Shareholding pattern before and after the offer

The Shareholding pattern of the Company, before and after the preferential allotment of Fully Convertible Unsecured Debentures (FCDs), on their conversion shall be as under based on beneficial position dated 30.09.2011

SL. No	Category	Pre-Issue Shareholding Pattern		Post Issue Shareholding Pattern i.e. post conversion of FCDs into Equity Shares	
		No. of Shares	Shareholding(%)	No. of Shares	Shareholding(%)
(A)	Promoters & Promoter Group				
1.	<u>Indian</u>				
(a)	Individual/HUF	4670547	17.449	4670547	15.96
(b)	Central/State Govt.	Nil	Nil	Nil	Nil
(c)	Bodies Corporate	14047584	52.482	15747584	53.81
(d)	Fin. Institutions/Bank	Nil	Nil	Nil	Nil
(e)	Any Other	Nil	Nil	Nil	Nil
	Sub-Total of (A) (1)	18718131	69.931	20418131	69.77
2.	<u>Foreign</u> (A) (2)	Nil	Nil	Nil	Nil
	Shareholding of Promoter & promoter Group (A) = (A)(1)+(A)(2)	18718131	69.931	20418131	69.77
(B)	Public Shareholding				
(1)	<u>Institutionals</u>				
(a)	Mutual Funds/UTI	Nil	Nil	Nil	Nil
(b)	Fin.Institutions / Bank	Nil	Nil	Nil	Nil
(c)	Central Govt. / State Govt.	Nil	Nil	Nil	Nil
(d)	Venture Capital	Nil	Nil	Nil	Nil
(e)	Insurance Company	Nil	Nil	Nil	Nil
(f)	Foreign Inst. Investors	1325145	4.951	1325145	4.53
(g)	Foreign VC Investors	Nil	Nil	Nil	Nil
(h)	Any Other	Nil	Nil	Nil	Nil
	Sub-Total of (B)(1)	1325145	4.951	1325145	4.53
(2)	<u>Non-Institutionals</u>				
(a)	Bodies Corporate	2468103	9.221	3268103	11.17
(b)	Individuals	2658714	9.933	2658714	9.08
(c)	NRI/OCBs	1319421	4.929	1319421	4.51
(d)	Trust	Nil	Nil	Nil	Nil
(e)	Clearing Meber/Corp.	276991	1.035	276991	0.95
	Sub-Total (B)(2)	6723229	25.118	7523229	25.71

JALLANTT ISPAT LIMITED

Arjun K
Company Secretary

	Total Public Shareholding (B) = (B)(1)+(B)(2)	8048374	30.069	8848374	30.23
	TOTAL (A) + (B)	26766505	100	29266505	100
(C)	Shares held by Custodians and against which DRs have been issued				
(1)	Promoter / Promoter Group	Nil	Nil	Nil	Nil
(2)	Public	Nil	Nil	Nil	Nil
	Grand Total (A)+(B)+(C)	26766505	100	29266505	100

4. Proposed time within which the allotment shall be completed

As required under the SEBI (Issue of Capital and Disclosure Requirements), 2009, the allotment of Preferential Issue shall be completed within 15 days of the date of passing the above Resolution. Provided that where allotment is pending on account of pendency of any approval from any regulatory authority(ies) or the Central Government, the allotment would be completed within 15 days from the date of such approval.

5. Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them

Particulars	Pre Issue holding		Proposed Allotment of FCDs	Post Issue Holding (post conversion of FCDs into Equity Shares)	
	Shares	%		Shares	%
<u>Promoters</u>					
Gallantt Udyog Limited	8545592	31.93	17,00,000	1,02,45,592	35.00
<u>Non-Promoters</u>					
Karishma Marketing P. Ltd.	Nil	Nil	1,12,500	1,12,500	0.384
Padmini vinimay P. Ltd.	Nil	Nil	1,25,000	1,25,000	0.427
Festino Dealtrade P. Ltd.	Nil	Nil	62,500	62,500	0.214
Daisy Commosales P. Ltd.	Nil	Nil	62,500	62,500	0.214
Oscar Retailers P. Ltd.	Nil	Nil	62,500	62,500	0.214
Windflower Sales P. Ltd.	Nil	Nil	1,25,000	1,25,000	0.427
Fairy Dealcom P. Ltd.	Nil	Nil	1,25,000	1,25,000	0.427
Kamrup Tradevin P. Ltd.	Nil	Nil	1,25,000	1,25,000	0.427

GALLANTT ISPAT LIMITED

Nitish K
Company Secretary

6. Lock-in

The Fully Convertible Unsecured Debentures (FCDs) convertible into Equity Shares to be allotted on preferential basis shall be subject to lock-in as per the applicable SEBI (ICDR), Regulations, 2009 in this behalf for the time being in force.

7. Change in the Control or composition of the Board

There will neither be any change in the control of the Company nor any change in the composition of the Board on account of proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment and conversion of FCDs into Equity Shares.

8. Compliance with SEBI Takeover Regulations

The Company, on conversion of proposed FCDs into Equity Shares at the option of the proposed allottees/Board of Directors, as the case may be within 18 months from the date of their allotment, will be complying with SEBI Regulations on open offer to public, if the promoters' acquisition in a particular year exceeds the acquisition limits prescribed under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

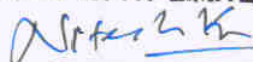
9. Pricing of the Issue

The issue price of Fully Convertible Unsecured Debentures (FCDs) convertible into Equity Shares on preferential basis shall be at a price of Rs. 160/- including premium of Rs. 150/- per Share which is higher than the price arrived at as per SEBI Regulations for the time being on force.

Statutory Auditors' Certificate in accordance with Clause 73(2) of SEBI Regulations for Preferential Issue, certifying that the issue of shares of the FCDs is being made in accordance with the requirements of SEBI Regulations, will be made available for inspection at the Registered Office of the Company during business hours on all working days upto 4th November, 2011 and also during Extraordinary General Meeting

10. Other terms of Issue of Shares

GALLANTT ISPAT LIMITED


Company Secretary

The Equity Shares issued as above shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall, on their conversion, rank pari passu in all respects with the existing fully paid up equity shares of the Company.

The Consent of shareholders is being sought pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956, if any, and in terms of provisions of the Listing Agreement with the Stock Exchanges

Your Directors recommend the resolution for your approval.

None of the Directors of the Company is in any way concerned or interested in the said resolution. However, Directors may be considered to be interested in the resolution to the extent of their shareholding in Gallantt Udyog Limited.

Item No. 2

To give effect to the recommendations of the Preferential Allotment of Fully Convertible Unsecured Debentures as provided under Resolution Item No. 1 and to meet future requirements, the Authorised Share Capital of the Company needs to be increased.

None of the Directors of the Company is in any way concerned or interested in the said resolution.

Date: 6th October, 2011

Registered Office:
11, Crooked Lane, Second Floor,
Kolkata – 700 069

By order of the Board
For GALLANTT ISPAT LIMITED
Nitesh Kumar
Company Secretary



GALLANTT ISPAT LIMITED

Registered Office:
11, Crooked Lane, Second Floor, Kolkata – 700 069

FORM OF PROXY

I/We.....
of
...being Member/Member(s) in the above named Company, hereby appoint
.....of
or failing him of
.....
at the Extra-ordinary General Meeting of the Company to be held on Saturday,
5th November, 2011 at 1.00 P.M., at MANTHAN" Hotel. Restaurant. Banquet, 3,
Waterloo Street, First Floor, Kolkata – 700 069 and any adjournment thereof.

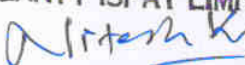
Signed this day of 2011

Folio No.
DP ID No.
Client Id.....
No. of Shares

Affix Re.1/-
Revenue
Stamp

Note: The proxy to be effective should be deposited at the Registered Office of
the Company not less than 48 hours before the commencement of the Meeting.

.....X.....

GALLANTT ISPAT LIMITED

Company Secretary

GALLANTT ISPAT LIMITED

Registered Office:

11, Crooked Lane, Second Floor, Kolkata – 700 069

ATTENDANCE SLIP

(Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall)

Shares Held.....

Folio No.

DP ID No.

Client ID No.

.....(Please write your name in BLOCK letters)

I hereby record my presence at the Extra-ordinary General Meeting of the Company held at MANTHAN" Hotel. Restaurant. Banquet, 3, Waterloo Street, First Floor, Kolkata – 700 069 on Saturday, the 5th November, 2011, at 1.00 P.M.

Member's/Proxy's Signature

(To be signed at the time of handing over the slip)

Notes: 1. Members/Proxy holders are requested to bring their copies of the EOGM Notice with them at the meeting.

2. Please carry with you this Attendance Slip and hand over the same duly signed at the space provided, at the entrance of the Meeting Hall.

GALLANTT ISPAT LIMITED

Nitendra Kumar

Company Secretary