



**GALLARD STEEL LTD.**

RDSO Class "A" Approved Foundry  
An ISO 9001:2015 Certified Co.

CIN: U28113MP2015PLC034065

**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF GALLARD STEEL LIMITED DULY CONVENED AND AT WHICH A PROPER QUORUM WAS PRESENT HELD AT SHORTER NOTICE ON 1<sup>ST</sup> FEBRUARY, 2025 AT ITS REGISTERED OFFICE SITUATED AT-FLAT NO. 01, SUKHSNEH APARTMENT, 168-M KHATIWALA TANK, INDORE, MADHYA PRADESH, INDIA, 452014, AT 02:00 P.M (IST)**

**ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER)**

**“RESOLVED THAT** in terms of Sections 62 (1)(C) and 23(1)(a) and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consent of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities and departments if and to the extent necessary and such other approvals, permissions and sanctions as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorised Committee thereof for the time being exercising the powers conferred by the Board) as its sole discretion and the consent of the Members of the Company be and is hereby accorded to the Board of Directors for create, offer, issue and allot to the public and to such person or persons, who may or may not be the Shareholders/ Members of the Company, to the general public at large and to other categories of investors viz. QIBs (FIIs, FIs, and other eligible entities as per SEBI Regulations), HNIs, Retail Investors, Employees of the Company, Non-resident Indians, Bodies Corporate or other entities as per the extant Regulations and to such other persons in one or more combinations thereof, from time to time in one or more tranches such number of Equity Shares having Face value of Rs.10.00 each at such premium, as the Board of Directors may deem fit and proper, within the overall limit of upto Rs. 40 crores and to enlist the Equity share capital of the Company on the recognized Stock Exchange(s) (including SME platform) as the Board of Directors of the Company may deem fit and proper, as the Board or a Committee thereof may at its sole discretion decide and approve in consultation with Book Running Lead Manager/ Lead Manager (BRLM/ LM) on such terms and conditions including the number of shares to be issued, at par or at premium as may be finalized and approved by the Board in its absolute discretion in accordance with extant SEBI(ICDR) Regulations 2018, as amended from time to time and any other applicable statute;

**“RESOLVED FURTHER THAT** the new equity shares so issued shall upon allotment shall have the same rights of voting as the equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any declared, including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years;



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**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters of whatsoever nature that may be incidental thereto, including but not limited to appointment of Book Running Lead Manager/ Lead Manager (BRLM/ LM), Legal Advisor, Syndicate Member(s), Underwriter(s), Market Maker(s), Depository (ies), Registrars and other agencies as may be involved in or concerned in such Public issue and to remunerate all such agencies by way of commission, brokerage, fees or otherwise, by way of entering into agreement or otherwise and to settle any question, doubt or difficulty that may arise in regard to the issue, offer and allotment of the said shares.”

*//Certified true Copy//*

**For and on behalf of board of directors of  
Gallard Steel limited**

**Hakimuddin Ghantawala  
Director  
DIN: 07695718  
Date: 01.02.2025  
Place: Indore**





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**THE EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Board of Directors are of the view that in the present era, the market is blooming up so every Company want to take opportunity to earn more from the same market and want to get maximum benefits. In order to get the benefits from the market, Company has decided to list the equity shares of your Company on SME Platform of Stock Exchange. Accordingly, Board of Directors of the Company in its meeting held on 31<sup>st</sup> January, 2025 approved the Proposal to list equity shares on SME platform of Stock Exchange.

The Company proposes to create, offer, issue and fresh capital upto Rs. 40 crores, in the course of an initial public offering ("IPO") at Stock exchange including SME platform on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The equity shares allotted shall rank in all respects pari-passu with the existing equity shares of the Company.

The Board recommends the resolution for your approval as Special Resolution.

Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013, SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the said IPO, the Board will make necessary amendments.

*//Certified true Copy//*

**For and on behalf of board of directors of  
Gallard Steel limited**

**Hakimmudin Ghantawala**

**Director**

**DIN: 07695718**

**Date: 01.02.2025**

**Place: Indore**