

**Gluhend India Private Limited  
(A Sage Group Company)**

Corporate Office: 346, F. I. E. Patparganj,  
Delhi - 110 092, INDIA Tel: 011-48464300  
E-mail: info@sagemetals.co.in  
CIN - U74994MH2017FTC303216



**Notice of Annual General Meeting**

NOTICE is hereby given that the Second Annual General Meeting of the Members of Gluhend India Private Limited will be held on Tuesday, the 31<sup>st</sup> day of December 2019 at 1:00 PM at the registered office of the company at 23, Floor-2, Plot-59/61, Arsiwala Mansion Nathalal Parikh Marg, Colaba Mumbai, Maharashtra – 400 005, to transact the following business:

**ORDINARY BUSINESS:**

1. \*To consider and adopt the Standalone & Consolidated Audited Financial Statement, containing Balance Sheet as at March 31, 2019, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2019 together with the reports of the Auditors and Directors thereon.
2. To appoint M/s Deloitte Haskins & Sells, Chartered Accountants, having ICAI Registration No.117366W, as the Statutory Auditors of the Company for a period of five years commencing from the conclusion of this Annual General Meeting to the conclusion of the 7<sup>th</sup> Annual General meeting of the Company on a remuneration to be determined by the Board of Directors.

**\*Please refer to attached Explanatory Note relating to Item No. 1 of the Notice.**

**By Order of the Board  
For GLUHEND INDIA PRIVATE LIMITED**

**Date: 28.12.2019**

**Place: Delhi**

SD/-

**SATISH KUMAR RUSTGI  
DIRECTOR  
(DIN – 08574594)**

**NOTES:**

1. In terms of Section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
4. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days up to the date of AGM.
5. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the AGM is enclosed.

**Gluhend India Private Limited**  
**(A Sage Group Company)**

Corporate Office: 346, F. I. E. Patparganj,  
Delhi - 110 092, INDIA Tel: 011-48464300  
E-mail: info@sagemetals.co.in  
CIN - U74994MH2017FTC303216



**EXPLANATORY NOTE RELATING TO ITEM NO.1**

The members may note that a scheme of amalgamation among Sage Metals Private Limited (SMPL), subsidiary and the Company and their respective shareholders, has been processed and approved by:

- (a) the Board of Directors of Company and SMPL on 10<sup>th</sup> of December 2018;
- (b) the shareholders of Company and SMPL on 24<sup>th</sup> of February 2019; and
- (c) the National Company Law Tribunal, Mumbai Bench through an order dated 20<sup>th</sup> of June 2019, and accordingly taking note of the NCLT Order by the Registrar of Companies in its records on 31<sup>st</sup> of October 2019. SMPL, being now dissolved without winding up, in the records of the Registrar of Companies.

In order to give a true and fair position of the Company in its Annual Accounts for the year ended March 31, 2019, and to account for the amalgamation of SMPL into the Company, your Board considered it necessary to incorporate the effect of the said Scheme of Amalgamation therein. Giving effect to the said scheme would include the consolidation of the accounts of SMPL with your company along with the financials of the subsidiary w.e.f. 13.03.2018 and combining of all assets and liabilities pertaining to SMPL.

The appointed date of the Sanctioned Scheme being 13<sup>th</sup> December 2018, the company had to revisit its financials for the Financial Year 2017-2018 also. Further, given that the effective date of the Sanctioned Scheme as 25 July 2019 (when all necessary filings for the scheme had been completed), the preparation of financial statements could not be initiated until after such time.

The Company had been granted an extension of holding its AGM on 12 September 2019, up till 31 of December 2019. However, considering the time period lapsed in approving such amalgamation, the Audit of the Financials for the FY 2018-19 has not yet been completed by the auditors of the Company. Thus, the Standalone and the Consolidated Balance Sheet of the Company as on March 31, 2019, the Profit and Loss Account for the year ended on March 31, 2019, and the reports of the Auditor's and the Board thereon cannot be finalised and are hence not circulated with this notice.

In the aforesaid circumstances, the Board of Directors propose that consideration of Item No.1 of the accompanying notice may be deferred for the time being, until such time as the Audit of the Consolidated Financials is completed. Members may note that once the Audit is completed and the Financials being drawn and signed along with the Report of the Auditor's, the financial statements for the year ended March 31, 2019 can be considered for approval and adoption by the members at an appropriately-constituted meeting of the shareholders at the relevant time.

**By Order of the Board**  
**For GLUHEND INDIA PRIVATE LIMITED**

**Date: 28.12.2019**  
**Place: Delhi**

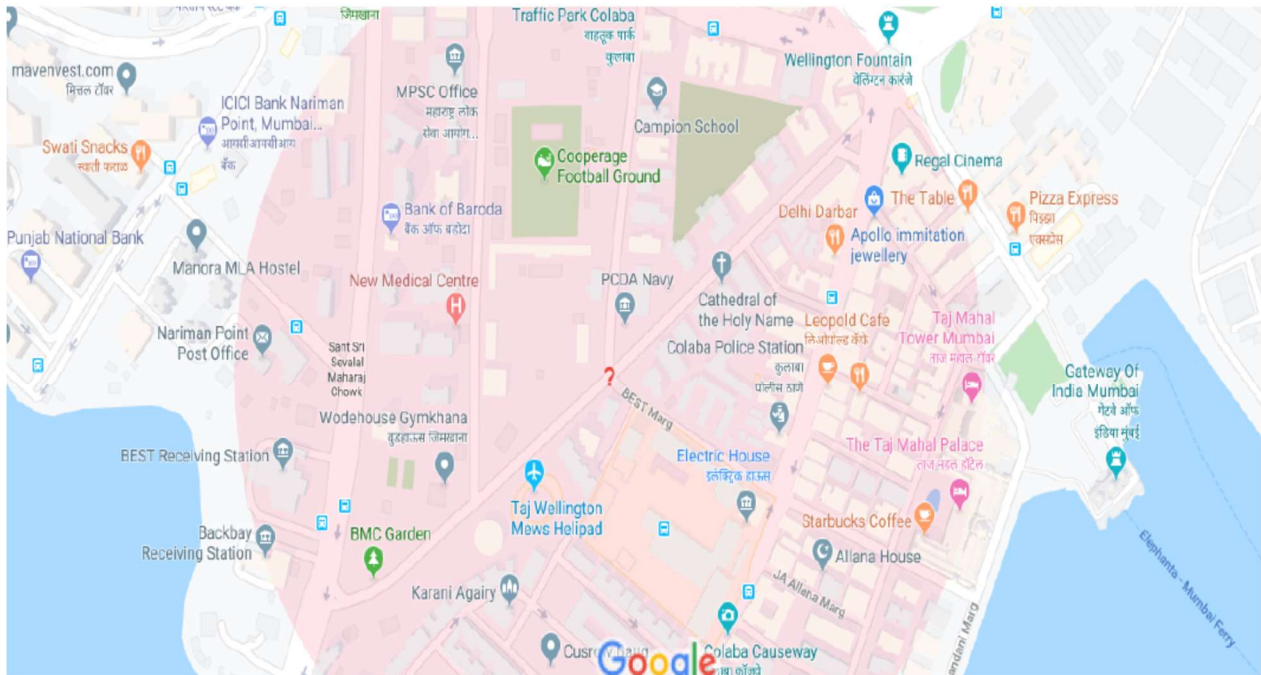
SD/-  
**SATISH KUMAR RUSTGI**  
**DIRECTOR**  
**(DIN – 08574594)**

**ROUTE MAP OF THE SECOND ANNUAL GENERAL MEETING**



Gluhend

23, Floor-2, Plot-59/61, Arsiwala Mansion, Nathalal Parikh Marg, Colaba, Mumbai,  
Maharashtra 400005



**ATTENDANCE SLIP**

I/We.....R/o.....hereby record my/our presence at the 2<sup>nd</sup> Annual General Meeting of the Company on Tuesday, 31<sup>st</sup> day of December, 2019 at 1.00 P.M at 23, Floor-2, Plot-59/61, Arsiwala Mansion Nathalal Parikh Marg, Colaba, Mumbai Maharashtra – 400 005.

Folio No. :

No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.



**PROXY FORM**

Name of the Member(s): Registered address:  E-mail Id: Folio No/ Clint Id:
----------------------------------------------------------------------------------------

I/ We being the member of ....., holding.....shares, hereby appoint

1. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him
2. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2<sup>nd</sup> Annual General Meeting of members of the Company, to be held on 31.12.2019 at 1 PM at the registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	For	Against
1	Approve and Adopt the Standalone and Consolidated Annual Financial Statements for the year ended 31.3.2019		
2.	Appointment of M/s. Deloitte Haskins & Sells as Statutory Auditors for a period of 5 years.		

Signed this ..... day of..... 2019

Affix Revenue Stamp
------------------------

Signature of Shareholder- \_\_\_\_\_

Signature of Proxy holder(s) - \_\_\_\_\_

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.**