

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U74994MH2017FTC303216

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAHCG1238N

(ii) (a) Name of the company

GLUHEND INDIA PRIVATE LIMITE

(b) Registered office address

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

(c) *e-mail ID of the company

compliance.gluhend@gmail.co

(d) *Telephone number with STD code

+912262501800

(e) Website

(iii) Date of Incorporation

22/12/2017

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Subsidiary of Foreign Company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Sage International Inc.		Subsidiary	100
2	Delos Sage Holdco Cooperatie		Holding	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	32,123,038	32,123,038	32,123,038	32,123,038
Total amount of equity shares (in Rupees)	321,230,380	321,230,380	321,230,380	321,230,380

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	32,123,038	32,123,038	32,123,038	32,123,038
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	321,230,380	321,230,380	321,230,380	321,230,380

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	235,576,963	197,188,628	197,188,628	197,188,628
Total amount of preference shares (in rupees)	2,355,769,630	1,971,886,280	1,971,886,280	1,971,886,280

Number of classes

3

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
CLASS A - COMPULSORILY CONVERTIBLE PREFERRED				
Number of preference shares	229,747,584	192,196,934	192,196,934	192,196,934
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	2,297,475,840	1,921,969,340	1,921,969,340	1,921,969,340
CLASS B- COMPULSORILY CONVERTIBLE PREFERRED				
Number of preference shares	987,910	845,547	845,547	845,547
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	9,879,100	8,455,470	8,455,470	8,455,470
CLASS C- COMPULSORILY CONVERTIBLE PREFERRED				
Number of preference shares	4,841,469	4,146,147	4,146,147	4,146,147
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	48,414,690	41,461,470	41,461,470	41,461,470

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
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Equity shares				
At the beginning of the year	32,123,038	321,230,380	321,230,380	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
NA				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NA				
At the end of the year	32,123,038	321,230,380	321,230,380	
Preference shares				
At the beginning of the year	151,721,300	1,517,213,000	1,517,213,000	
Increase during the year	45,467,328	454,673,280	454,673,280	0
i. Issues of shares	45,467,328	454,673,280	454,673,280	
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
NA				

Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NA				
At the end of the year	197,188,628	1,971,886,280	1,971,886,280	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
Type of transfer	<input style="width: 100px; height: 20px;" type="text"/> 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px; height: 25px;" type="text"/> <input style="width: 150px; height: 25px;" type="text"/>
Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	6,350	500000	3,175,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			295,020,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			3,470,020,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	3,175,000,000	0	0	3,175,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

3,720,080,000

(ii) Net worth of the Company

-246,010,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others Foreign Body Corporate	32,123,038	100	192,196,934	97.47
	Total	32,123,038	100	192,196,934	97.47

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others Foreign Body Corporate	0	0	4,991,694	2.53
	Total	0	0	4,991,694	2.53

Total number of shareholders (other than promoters)

2

**Total number of shareholders (Promoters+Public/
Other than promoters)**

4

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	2	2
Debenture holders	2	2

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	4	0	4	0	0
B. Non-Promoter	0	2	1	1	0	0
(i) Non-Independent	0	0	1	0	0	0
(ii) Independent	0	2	0	1	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	6	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MICHAEL RAKITER	07995000	Director	0	
SANJAY KUMAR SANC	07995001	Director	0	
MATTHEW CONSTANT	07996471	Director	0	
NIDHI BOTHRA	06936491	Director	0	30/09/2019
BHUPESH CHHAJER	07904996	Director	0	30/09/2019
VATSAL MANOJ SOLA	DYQPS5539R	Manager	0	
SURAJ JAISWAL	AIGPJ3619L	CFO	0	31/07/2019
RUPAL JAIN	AKYPJ3805G	Company Secretar	0	16/05/2019
SHASHI KUMAR NAYA	08182549	Director	0	29/02/2020

(ii) Particulars of change in director(s) and Key managerial personnel during the year

8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SANJOY KUMAR NAHA	07376295	Additional director	08/05/2018	Cessation
NIDHI BOTHRA	06936491	Additional director	08/05/2018	Cessation
NIDHI BOTHRA	06936491	Additional director	27/06/2018	Appointment
NIDHI BOTHRA	06936491	Director	29/10/2018	Change in designation
SHASHI KUMAR NAYA	08182549	Additional director	01/10/2018	Appointment
SHASHI KUMAR NAYA	08182549	Director	29/10/2018	Change in designation
SHIVIL KAPOOR	CQPPK0561B	Company Secretary	30/09/2018	Cessation
RUPAL JAIN	AKYPJ3805G	Company Secretary	01/10/2018	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

7

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/10/2018	2	2	100
Extra-ordinary General Meeting	28/11/2018	2	2	100
Extra-ordinary General Meeting	18/12/2018	2	2	100
Extra-ordinary General Meeting	25/01/2019	2	2	100
Extra-ordinary General Meeting	22/02/2019	2	2	100
Extra-ordinary General Meeting	24/02/2019	2	2	100
Extra-ordinary General Meeting	15/03/2019	2	2	100

B. BOARD MEETINGS

*Number of meetings held

20

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/04/2018	6	3	50
2	08/05/2018	4	2	50
3	27/06/2018	5	2	40
4	31/08/2018	5	2	40
5	25/09/2018	5	3	60
6	28/09/2018	5	2	40
7	22/10/2018	6	2	33.33
8	26/10/2018	6	2	33.33
9	14/11/2018	6	3	50
10	27/11/2018	6	2	33.33
11	04/12/2018	6	3	50
12	10/12/2018	6	2	33.33

C. COMMITTEE MEETINGS

Number of meetings held

0

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MICHAEL RAI	20	16	80	0	0	0	No
2	SANJAY KUM	20	16	80	0	0	0	No

3	MATTHEW C	20	4	20	0	0	0	No
4	NIDHI BOTH	19	1	5.26	0	0	0	No
5	BHUPESH CH	20	4	20	0	0	0	No
6	SHASHI KUM	14	4	28.57	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHASHI KUMAR N	DIRECTOR	2,900,000	0	0	0	2,900,000
2	VATSAL MANOJ S	MANAGER	1,896,182	0	0	0	1,896,182
	Total		4,796,182	0	0	0	4,796,182

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SURAJ JAISWAL	CFO	858,666	0	0	0	858,666
2	SHIVIL KAPOOR	COMPANY SEC	150,000	0	0	0	150,000
3	RUPAL JAIN	COMPANY SEC	162,000	0	0	0	162,000
	Total		1,170,666	0	0	0	1,170,666

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment Yes No**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

ARUN KUMAR GUPTA

Whether associate or fellow

 Associate Fellow

Certificate of practice number

5086

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

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dated

15/07/2020

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director



DIN of the director

08574594

To be digitally signed by



Company Secretary

Company secretary in practice

Membership number

22178

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Approval letter for extension of AGM.pdf
List of Shareholders and Debentureholders
Board meetings.pdf
MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies
Everest, 100 Marine Drive, Mumbai, Maharashtra, India, 400002

DATED : 12-09-2019

IN THE MATTER OF M/S GLUHEND INDIA PRIVATE LIMITED CIN U74994MH2017FTC303216

AND

IN THE MATTER OF EXTENSION UNDER SECTION 96(1) OF THE COMPANIES ACT, 2013

The Company has closed its accounting year on 31-03-2019 and the Annual general meeting of the company is due to be held on 30-09-2019 as per requirements of section 96 of the Companies Act, 2013. The company has made an application vide SRN H87426540 on 06-09-2019 requesting for an extension of time for the purpose of holding AGM on the following grounds

3 months time is granted.

Keeping in view, the aforesaid circumstances due to which company cannot hold its Annual General Meeting on time, extension 3 months 0 days is considered.

ORDER

Under the power vested in the undersigned by virtue of section 96(1) read with second proviso attached thereto extension of 3 months 0 days is hereby granted. However, the company is hereby advised to be careful in future in compliance of the provisions of the Companies Act, 2013.

DS Ministry of
Corporate
Affairs 23

Yours faithfully,

V T SAJEEVAN

Registrar of Companies

RoC - Mumbai

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

GLUHEND INDIA PRIVATE LIMITED
23, Floor-2, Plot-59/61, Arsiwala Mansion, Nathalal Parikh Marg, Colaba,
Mumbai, Mumbai City, Maharashtra, India, 400005



Note: This letter is to be generated only when the application is approved by RoC office

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



List of Equity Shareholders as on 31st March 2019

Full Name	Address	No. of Shares held	Nominal Value (per share)	Amount
Delos Sage Holdco Cooperatief U.A.	Muiderstraat 1, 1011 PZ Amsterdam, The Netherlands	3,21,23,037	Rs.10/-	Rs.32,12,30,370/-
Bhupesh Kumar Chhajer (Nominee of Delos Sage Holdco Cooperatief U.A.)	Dayabati Mansion, 13 KYD Street, Kolkata – 700 016	1	Rs.10/-	Rs.10/-
Total		3,21,23,038		Rs.32,12,30,380/-

List of Preference Shareholders as on 31st March 2019

Full Name	Address	Class of Compulsory Convertible Preference Shares	No. of Shares held	Nominal Value (per share)	Amount
Delos Sage Holdco Cooperatief U.A.	Muiderstraat 1, 1011 PZ Amsterdam, The Netherlands	Class A	19,21,96,934	Rs.10/-	Rs.192,19,69,340/-
AR2 LLC	3600 Wabeek lake Dr W, Bloom Field Hills, Michigan 48302	Class B	8,45,547	Rs.10/-	Rs.84,55,470/-
Fortress Metals LLC	60 Old Club Ct, Nashville, TN 37215	Class C	41,46,147	Rs.10/-	Rs.4,14,61,470/-

For Gluhend India Private Limited

Isha Gupta
Company Secretary
Mem. No. – 22178
Date: 15.07.2020



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



List of Debenture-holders as on 31st March 2019

Full Name	Address	No. of Debentures held	Nominal Value (per share)	Amount
Koi Structured Credit Pte Limited	6, Battery Road, #29-01, Singapore	3175	500,000	Rs. 1,587,500,000
Credit Opportunities II Pte Limited	39, Robinson Road, #15-03, Robinson Point, Singapore	3175	500,000	Rs. 1,587,500,000
Total				Rs. 3,175,000,000

For Gluhend India Private Limited

A handwritten signature in black ink, appearing to read 'Isha Gupta'.

Isha Gupta
Company Secretary
Mem. No. – 22178
Date: 15.07.2020



Details of Board Meetings

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of members attended	% of attendance
13	14/12/2018	6	2	33.33
14	24/12/2018	6	2	33.33
15	23/01/2019	6	2	33.33
16	30/01/2019	6	2	33.33
17	31/01/2019	6	2	33.33
18	21/02/2019	6	2	33.33
19	26/02/2019	6	3	50
20	14/03/2019	6	2	33.33



Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **GLUHEND INDIA PRIVATE LIMITED** ("the Company") as required to be maintained under the provisions of the **Companies Act, 2013 (the Act)** and the rules made there under for the financial year ended on 31st March, 2019. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act;
2. maintenance of registers/records & making entries therein within the time prescribed therefor;
3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/~~beyond~~ the prescribed time:

During the year the company has filed all the forms and returns with the Registrar of Companies within the prescribed time or in the case of delay with requisite additional fees.

4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed:

During the year the Company has complied with the provisions of calling/convening/holding meeting of the Board of Directors and members as stated in Annual Return and minutes duly recorded in the minute book kept for the purpose.



5. closure of Register of Members / Security holders, as the case may be:

The company is not required to close its Register of Members/Security holders during the aforesaid financial year;

6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act:

The Company has complied with the provisions of Section 185 of the Companies Act, 2013 in respect of grant of loans and advances to its directors or persons or firms or Companies as referred under the provisions of the Act.

7. contracts/arrangements with related parties as specified in section 188 of the Act:

The Company has made contracts/arrangements with related parties in due compliance of the provisions of Section 188 of the Act and the rules made thereunder.

8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances:

During the period under review, the Company has issued and allotted below mentioned Compulsorily Convertible Preference Shares by way of Private Placement and Rights issue. Details of the allotment are as follows:

S. No.	Date of Allotment	Name of the allottee	Type of share	Number of shares
1	24.12.2018	Delos Sage Holdco Cooperatief U.A.	Series A CCPS of INR 10/- each	1,93,17,395
2	30.01.2019	Fortress Metals LLC	Series C CCPS of INR 10/- each	3,57,437
3	31.01.2019	AR2 LLC	Series B CCPS of INR 10/- each	73,067
4	26.02.2019	Delos Sage Holdco Cooperatief U.A.	Series A CCPS of INR 10/- each and premium of Rs. 0.71/- each	2,51,59,564
5	26.02.2019	AR2 LLC	Series B CCPS of INR 10/- each and premium of Rs. 0.71/- each	94,836
6	26.02.2019	Fortress Metals LLC	Series C CCPS of INR 10/- each and premium of Rs. 0.71/- each	4,65,029
Total				4,54,67,328



Transfer and allotment of securities were in compliance of the Act, There was no transmission or buy back of securities/redemption of preference shares or debentures/alteration reduction of share capital during the financial year under review.

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act:

There was no instance for keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;

10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act:

There were no amounts which were required to be transferred to the Investor Education and Protection Fund in accordance with section 125 of the Act;

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof:

Signing of audited financial statement and report of the director's for the financial year ended on 31 March, 2018 is as per the provisions of the section 134 of the Companies Act, 2013 and the Rules made under the Act.

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them:

The Company is in compliance with the provisions of the Act and the Rules made thereunder w.r.t. the constitution, appointment, re-appointment of the Directors and the Key Managerial Personnel. There were no casual vacancies. All Directors and Key Managerial Personnel have given the disclosures as required under the Act. Remuneration paid to Directors is in compliance with the Act.

13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act:

The Company is in compliance with the provisions of the Act for the appointment/re-appointment of Statutory Auditors of the Company.

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act:



During the year the Board of Directors at their meeting held on 10 December 2018, had approved the Scheme of Amalgamation of Sage Metals Private Limited ("the Subsidiary" or "SMPL" or "Transferor Company") with Gluhend India Private Limited ("GIPL" or "Transferee Company") with an appointed date of 13 March 2018 ("Appointed Date"). During the year, the Company has filed an application with Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench under section under section 230 to 232 and other applicable provisions of the Companies act, 2013.

Subsequent to the year end, Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated 20 June 2019 approved the Scheme of Amalgamation of SMPL with the Company under Section 230 and 232 and other applicable provisions of Companies Act, 2013 with effect from the appointed date i.e. 13 March 2018.

15. acceptance/ renewal/ repayment of deposits:

The Company has not accepted/renewed/repaid deposits during the period under review.

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable:

The creation/modification of charge(s) by the Company during the financial year are in respect of Book Debts, Movable Property and other current assets and shares pledged by it and held as investments in the subsidiary(ies) in order to secure the borrowings made by respective subsidiary(ies) Company(ies) and such creation or modification of charges are in due compliance of the provisions of the Act;

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act:

The investment in securities, giving of loan, guarantees or providing of security in connection with loan to any other bodies corporate or persons as envisaged in Section 186 of the Act during the financial year are in due compliance of the provisions of the said Section.

18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company:

The Company has altered its Capital clause in memorandum of association of the Company and be substituted with the following clause:

The authorised share capital of the Company is Rs. 2,67,70,00,010 divided into: (a) 3,21,23,038 ordinary equity shares of INR 10 each; (b) 22,97,47,584 Class A Compulsorily Convertible Preference Shares (having such terms as may be approved by the members) of INR 10 each; (c) 9,87,910 Class B Compulsorily Convertible Preference Shares (having such terms as may be



approved by the members) of INR 10 each; and (d) 48,41,469 Class C Compulsorily Convertible Preference Shares (having such terms as may be approved by the members) of INR 10 each.

The Company has altered its article of association and adopted new set of articles by total exclusion and substitution of the Company's existing Articles of Association ("Restated Articles").

**For ARUN KUMAR GUPTA & ASSOCIATES
COMPANY SECRETARIES**



(ARUN KUMAR GUPTA)

FCS: 5551, CP: 5086

UDIN: F005551B000748909



Date: 22/09/2020

Place: Delhi