

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

Pre-fill

(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

Pre-fill All

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	90

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	35,692,264	35,692,264	35,692,264	35,692,264
Total amount of equity shares (in Rupees)	356,922,640	356,922,640	356,922,640	356,922,640

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	35,692,264	35,692,264	35,692,264	35,692,264
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	356,922,640	356,922,640	356,922,640	356,922,640

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	249,991,610	247,133,895	247,133,895	247,133,895
Total amount of preference shares (in rupees)	2,499,916,100	2,471,338,950	2,471,338,950	2,471,338,950

Number of classes

5

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
CLASS A COMPULSORILY CONVERTIBLE PREFERRED				
Number of preference shares	192,196,934	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)	1,921,969,340	1,921,969,340	1,921,969,340	1,921,969,340
CLASS B COMPULSORILY CONVERTIBLE PREFERRED				
Number of preference shares	845,547	845,547	845,547	845,547
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	8,455,470	8,455,470	8,455,470	8,455,470
CLASS C COMPULSORILY CONVERTIBLE PREFERRED				
Number of preference shares	4,146,147	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)	41,461,470	41,461,470	41,461,470	41,461,470
CLASS D COMPULSORILY CONVERTIBLE PREFERRED				
Number of preference shares	21,909,848	21,909,848	21,909,848	21,909,848
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	219,098,480	219,098,480	219,098,480	219,098,480

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
REDEEMABLE OPTIONALLY CONVERTIBLE PRE				
Number of preference shares	30,893,134	28,035,419	28,035,419	28,035,419
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	308,931,340	280,354,190	280,354,190	280,354,190

(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
Equity shares				
At the beginning of the year	32,123,038	321,230,380	321,230,380	
Increase during the year	3,569,226	35,692,260	35,692,260	0
i. Public Issues	0	0	0	
ii. Rights issue	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				
Issue pursuant to Scheme of Amalgamation	3,569,226	35,692,260	35,692,260	0
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	
NOT APPLICABLE				
At the end of the year	35,692,264	356,922,640	356,922,640	
Preference shares				
At the beginning of the year	197,188,628	1,971,886,280	1,971,886,280	
Increase during the year	49,945,267	499,452,670	499,452,670	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	49,945,267	499,452,670	499,452,670	0
Issue pursuant to Scheme of Amalgamation				
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	
NOT APPLICABLE				
At the end of the year	247,133,895	2,471,338,950	2,471,338,950	

(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: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px;" type="text"/>

Ledger Folio of Transferor				<input 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"/>		
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	450000	2,857,500,000
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			619,680,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			3,477,180,000

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	317,500,000	2,857,500,000
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

4,468,750,000

(ii) Net worth of the Company

-490,640,000

VI. (a) *SHARE HOLDING PATTERN - 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	32,123,038	90	192,196,934	77.77
	Total	32,123,038	90	192,196,934	77.77

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	3,569,226	10	49,945,267	20.21
	(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	2.02
	Total	3,569,226	10	54,936,961	22.23

Total number of shareholders (other than promoters)

3

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

5

**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	6	5
Members (other than promoters)	2	3
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	3	0	0
B. Non-Promoter	1	1	2	0	0	0
(i) Non-Independent	1	0	2	0	0	0
(ii) Independent	0	1	0	0	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	1	5	2	3	0	0

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

7

(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	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SANJAY KUMAR SANC	07995001	Director	0	
MATTHEW CONSTANT	07996471	Director	0	
VATSAL MANOJ SOLA	08659135	Managing Director	0	31/03/2021
ISHA GUPTA	APMPG0102L	Company Secretar	0	
SHASHANK GOSWAM	AJYPG5153F	CFO	0	31/07/2020
SATISH KUMAR RUST	08574594	Director	0	

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

10

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)
SHASHI KUMAR NAYA	08182549	Director	29/02/2020	Cessation
NIDHI BOTHRA	06936491	Director	30/09/2019	Cessation
BHUPESH CHHAJER	07904996	Director	30/09/2019	Cessation
SATISH KUMAR RUST	08574594	Additional director	01/10/2019	Appointment
SATISH KUMAR RUST	08574594	Director	19/10/2019	Change in Designation
VATSAL MANOJ SOLA	08659135	Managing Director	12/02/2020	Appointment/ Change in Designation
SURAJ JAISWAL	AIGPJ3619L	CFO	31/07/2019	Cessation
RUPAL JAIN	AKYPJ3805G	Company Secretar	16/05/2019	Cessation
ISHA GUPTA	APMPG0102L	Company Secretar	22/07/2019	Appointment
SHASHANK GOSWAM	AJYPG5153F	CFO	01/10/2019	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

3

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	31/12/2019	3	2	100
EXTRA-ORDINARY GENERAL MEETING	19/10/2019	2	2	100
EXTRA-ORDINARY GENERAL MEETING	26/02/2020	3	2	100

B. BOARD MEETINGS

*Number of meetings held

15

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/05/2019	6	3	50
2	24/05/2019	6	2	33.33
3	25/06/2019	6	2	33.33
4	04/07/2019	6	2	33.33
5	29/07/2019	6	2	33.33
6	05/08/2019	6	2	33.33
7	05/09/2019	6	3	50
8	01/10/2019	5	2	40
9	31/10/2019	5	2	40
10	25/11/2019	5	2	40
11	28/12/2019	5	2	40
12	21/01/2020	5	2	40

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	15	4	26.67	0	0	0	No
2	SANJAY KUM	15	4	26.67	0	0	0	No
3	MATTHEW CO	15	2	13.33	0	0	0	No
4	VATSAL MAN	3	3	100	0	0	0	No
5	SATISH KUM	8	8	100	0	0	0	Yes

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	SATISH KUMAR R	Director	2,045,000	0	0	20,000	2,065,000
2	VATSAL MANOJ S	Managing Direct	1,320,000	0	0	490,000	1,810,000
	Total		3,365,000	0	0	510,000	3,875,000

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RUPAL JAIN	Company Secre	40,000	0	0	0	40,000
2	ISHA GUPTA	Company Secre	690,000	0	0	0	690,000
	Total		730,000	0	0	0	730,000

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. ... dated

(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

To be digitally signed by



- Company Secretary
- Company secretary in practice

Membership number

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

List of attachments

-
-
-
-

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

भारत सरकार

कारपोरेट कार्य मंत्रालय

कंपनी रजिस्ट्रार का कार्यालय

100, "एवरेस्ट", मरिन ड्राईव, मुंबई - 400002

दुरभाष / TELE : 2281 2627, 2281 2645, 2281 3760

फैक्स / FAX : 2281 1977



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
OFFICE OF THE REGISTRAR OF COMPANIES
100, "EVEREST", MARINE DRIVE,
MUMBAI - 400 002
Website : www.mca.gov.in
e-Mail ID : roc.mumbai@mca.gov.in

Order: Extension of time for holding of Annual General Meeting (AGM) for the Financial Year ended on 31.03.2020

1. Whereas sub-section (1) of section 96 of the Companies Act, 2013 (the Act) provides, inter-alia, that every company, other than a One Person Company, shall in each year hold in addition to any other meetings, a general meeting as its general meeting (AGM) and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one AGM of a company and that of the next;
2. And whereas, the first proviso to sub-section (1) of section 96 of the Act provides that in case of the first AGM, it shall be held within a period of nine months from the date of closing of the first financial year of the company and in any other case, within a period of six months, from the date of closing of the financial year;
3. And whereas, the third proviso to section 96(1) of the Act provides that the Registrar may, for any special reason, extend the time within which any annual general meeting, other than the first annual general meeting, shall be held, by a period not exceeding three months;
4. And whereas, various representations have been received from the companies, Industry bodies and Professional Institutes pointing out that several companies are finding it difficult to hold their AGM for the financial year ended on 31.03.2020 due to the difficulties faced in view of the Covid -19 Pandemic;
5. And whereas, the representations have been considered and the undersigned is of the considered opinion that due to such unprecedented special reasons, the time within which the AGM for the financial year ended on 31.03.2020 is

required to be held as per provisions of sub-section (1) of section 96 ought to be extended in terms of the third proviso to section 96(1);

6. Now, therefore, in terms of power vested with the undersigned under the third proviso to sub-section (1) of section 96 of the Act, I hereby extend the time to hold the AGM, other than the first AGM, for the financial year ended on 31.03.2020 for companies within the jurisdiction of this office, which are unable to hold their AGM for such period within the due date of holding the AGM by a period of three months from the due date by which the AGM ought to have been held in accordance with the provisions of sub-section (1) of section 96 of the Act, without requiring the companies to file applications for seeking such extension by filing the prescribed Form No. GNL-1.

Explanation: It is hereby clarified that the extension granted under this Order shall also cover the:

- (i) pending applications filed in form no. gnl-1 for the extension of AGM for the financial year ended on 31.03.2020, which are yet to be approved;
- (ii) applications filed in Form No. GNL -1 for the extension of AGM for the financial year ended on 31.03.2020, which were rejected,

Where the approval for extension of AGM up to 3 months from the due date of the AGM shall be deemed to have been granted by the undersigned without any further action on the part of the company.


(Mano Ranjan Das)
Registrar of Companies
Maharashtra, Mumbai

Place: Mumbai
Date: 08.09.2020

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	12/02/2020	6	3	50.00
14	20/02/2020	5	2	40.00
15	20/03/2020	5	2	40.00

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 2020**

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/-
Ramakrishnan Krishnan	B-44, IInd Floor, Gulmohar Park, New Delhi – 110 049	35,69,226	Rs.10/-	Rs.3,56,92,260/-
Total		3,56,92,264		Rs.35,69,22,640/-

List of Preference Shareholders as on 31st March 2020

Full Name	Address	Class of Preference Shares (PS)	No. of Shares held	Nominal Value (per share)	Amount
Delos Sage Holdco Cooperatief U.A.	Muiderstraat 1, 1011 PZ Amsterdam, The Netherlands	Class A Compulsory Convertible PS	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 Compulsory Convertible PS	8,45,547	Rs.10/-	Rs.84,55,470/-
Fortress Metals LLC	60 Old Club Ct, Nashville, TN 37215	Class C Compulsory Convertible PS	41,46,147	Rs.10/-	Rs.4,14,61,470/-
Ramakrishnan Krishnan	B-44, IInd Floor, Gulmohar Park, New Delhi – 110 049	Class D Compulsory Convertible PS	2,19,09,848	Rs.10/-	Rs.21,90,98,480/-
Ramakrishnan Krishnan	B-44, IInd Floor, Gulmohar Park, New Delhi – 110 049	Redeemable Optionally Convertible PS	2,80,35,419	Rs.10/-	Rs.28,03,54,190/-

For Gluhend India Private Limited**Isha Gupta****Company Secretary****Mem. No. – 22178**

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 2020**

Full Name	Address	No. of Debentures held	Nominal Value (per share)	Amount
Koi Structured Credit Pte Limited	6, Battery Road, #29-01, Singapore	3175	Rs.4,50,000/-	Rs.1,42,87,50,000/-
Credit Opportunities II Pte Limited	39, Robinson Road, #15-03, Robinson Point, Singapore	3175	Rs.4,50,000/-	Rs.1,42,87,50,000/-
Total		6350		Rs.2,85,75,00,000/-

For Gluhend India Private Limited**Isha Gupta**
Company Secretary
Mem. No. – 22178



Arun Kumar Gupta & Associates

COMPANY SECRETARIES

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, 2020. 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 as stated in Annual Return and minutes duly recorded in the minute book kept for the purpose.

However, the Company has conducted the Annual General Meeting for the Financial year 2018-19 after the due date specified under the Act and even after the period of extension as granted by the Registrar of Companies on an application made in this regard

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;

1005, Roots Tower, Plot No.-7, District Centre, Laxmi Nagar, Delhi-110092
Tel. : 011-45629812, Mobile : 9811835475, E-mail : csarungupta@gmail.com



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 Shares to the below mentioned allottees pursuant to the scheme of Amalgamation among Sage Metals Private Limited, Gluhend India Private Limited and each of their shareholders:

S. No.	Date of Allotment	Name of the allottee	Type of share	Number of shares
1	25.11.2019	Ramakrishnan Krishnan	Equity share of INR 10/- each	35,69,226
2	25.11.2019	Ramakrishnan Krishnan	Class D CCPS of INR 10/- each	1,90,52,133*
3	25.11.2019	Ramakrishnan Krishnan	Redeemable Optionally Convertible Preference Shares (ROCPS) of INR 10/- each	3,08,93,134*

**The terms of 2857715 ROCPS were amended and converted into Class D CCPS on 26.02.2020. Hence, the holdings of Mr. Ramakrishnan Krishnan on 31st March 2020 were 21909848 number of Class D CCPS and 28035419 ROCPS.*

There were no Transfer or 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, 2019 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. 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

Ms. Nidhi Bothra (Woman director) resigned from the directorship w.e.f. 30th September, 2019 as per the provision of Companies Act, 2013 and such intermittent vacancy of a woman director have to be filled-up by the Board at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy whichever is later. But the Company failed to fill the vacancy within the prescribed period, and the vacancy was filled in on 01st June 2020.

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, 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, Immovable Properties 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. 2,85,68,38,740 divided into: (a) 3,56,92,264 ordinary equity shares of INR 10 each; (b) 19,12,96,934 Class A Compulsorily Convertible Preference Shares (having such terms as may be approved by the members) of INR 10 each; (c) 8,45,547 Class B Compulsorily Convertible Preference Shares (having such terms as may be approved by the members) of INR 10 each; and (d) 41,46,147 Class C Compulsorily Convertible Preference Shares (having such terms as may be approved by the members) of INR 10 each; e) 2,19,09,848 Class D Compulsorily Convertible Preference Shares (having such terms as may be approved by the members) of INR 10 each; and (f) 3,08,93,134 redeemable optionally 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: F005551C000269617



Date: 10/05/2021
Place: Delhi