



Gerson Lehrman Group India Private Limited
Corporate Identity Number: U72200HR2006PTC036030
DLF Infinity Tower A
9th Floor T: +91 124 712 3100
DLF Phase II F: +91 124 712 3199
Gurgaon 122002, Haryana www.glg.it

NOTICE OF EIGHTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eighteenth (18th) Annual General Meeting of the members of Gerson Lehrman Group India Private Limited will be held on Friday, 19th day of July 2024 at 11.00am at the Registered Office of the Company situated at 9th Floor, DLF Infinity Tower A, DLF Phase II, Gurugram – 122002 to consider and transact the following business:

ORDINARY BUSINESS:

- ITEM 1** To consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2024 which includes the Statement of Profit and Loss for the financial year ended March 31, 2024, Cash Flow Statement, the Balance Sheet as at that date, the Auditors' Report and the Directors' Report thereon and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT the audited Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, Cash Flow Statement and Schedules thereto for the Financial Year ended on March 31, 2024 together with the Directors' Report and the Auditors' Report thereon, as circulated to the shareholders and now laid before the meeting be and are hereby received, approved and adopted.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to issue a copy of this resolution as certified true copy to the relevant authorities.”

- ITEM 2** To consider and declare Final dividend for the Financial Year ended on March 31, 2024, to the registered shareholders of the Company as on March 31, 2024

In this regard to consider and if thought fit, to pass **Ordinary Resolution** after discussion.

SPECIAL BUSINESS:

- ITEM 3** To consider appointing Mr. Saurabh Gupta as Director of the Company, and if thought fit to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof), and provisions of the Articles of Association of the Company, Mr. Saurabh Gupta, holding Director Identification Number (DIN) 10698097, who has signified his consent in the Form DIR-2, to act as a



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Director of the Company (if appointed), be and is hereby appointed as a Director on the Board of the Company as per the terms and conditions of appointment as may be decided by the Board of Directors;

FURTHER RESOLVED THAT Mr. John Michael Engles (DIN 07105497) and Mr. Raman Rishi Sahni (DIN 07831367), Directors of the Company be and is hereby severally authorized to execute and file the requisite e-form(s) with the Registrar of Companies, Ministry of Corporate Affairs and to do such other acts, deeds and things as may be considered necessary in connection with the aforesaid appointment including all necessary returns and declarations and to make necessary entries in the statutory records and registers of the Company.”

**FOR AND ON BEHALF OF THE BOARD OF
GERSON LEHRMAN GROUP INDIA PVT. LTD.**

DIRECTOR

Dated: July 12, 2024

Place: New York, USA

Registered Office:

9th floor, DLF Infinity Tower A,
DLF Phase – II,
Gurugram – 122002
Haryana, India

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies At, 2013, authorizing their representative to attend and vote at the meeting.
2. The instrument of Proxy, in order to be effective, should be duly completed and lodged with the Company at its registered office not less than forty-



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eight (48) hours before the scheduled time for commencement of the meeting.

3. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
4. At the 14th Annual General Meeting of the Company held on Monday, December 28th, 2020, the members of the Company appointed M/s Price Waterhouse Chartered Accountants LLP (FRN 012754N/N500016), Chartered Accountants as Statutory Auditors of the Company to hold office for a period of five (5) years from the conclusion of that Annual General Meeting till the conclusion of the 19th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting if so required by the Companies Act 2013. Vide notification dated May 7, 2018 of Section 40 of the Companies (Amendment) Act, 2017, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 18th Annual General Meeting of the Company.
5. Unless otherwise stated, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested in any resolution.
6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at this Annual General Meeting is annexed hereto.



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ANNEXURE TO THE NOTICE

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

ITEM NO. 3

The Board of Directors at its meeting held on July 12, 2024, has proposed the appointment of Mr. Saurabh Gupta, holding Director Identification Number (DIN) 10698097 as Director of the Company.

The Company has received from Mr. Saurabh Gupta: (i) his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified to act as a Director under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board feels that the presence of Mr. Saurabh Gupta on the Board is desirable and would be beneficial to the Company and hence recommends the resolution set out in Item no. 3 of the accompanying Notice for approval of the Members.

The Board recommends the resolution for the approval of the shareholders as an Ordinary Resolution.

Except Mr. Saurabh Gupta, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, in the resolution no. 3 set out in the Notice.

ATTENDANCE SLIP

18th ANNUAL GENERAL MEETING – JULY 19TH, 2024

Registered Folio No./DP ID No./Client ID No.	
Number of shares held	

I certify that I am a registered Member/Proxy for the registered Member of the Company. I hereby record my presence at the 18th Annual General Meeting of the Company to be held at the Registered Office of the Company on the 9th Floor, DLF Infinity Tower A, DLF Phase II, Gurugram - 122002, on July 19th, 2024, at 11:00 a.m. (IST).

Name of the Member/Proxy

Signature of Member/Proxy

NOTE: Members/Proxy holders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.