

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 (other than OPCs and Small Companies)

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

U51909HR1992PTC036116

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACP2626A

(ii) (a) Name of the company

PERFETTI VAN MELLE INDIA PR

(b) Registered office address

47TH MILESTONE
DELHI-JAIPUR HIGHWAY, MANESAR
GURGAON
Haryana
122050

(c) *e-mail ID of the company

anand.Tiwari@in.pvmgrp.com

(d) *Telephone number with STD code

01246730452

(e) Website

www.perfettivanmelle.in

(iii) Date of Incorporation

26/06/1992

| (iv) | Type of the Company | Category of the Company | Sub-category of the Company |
|------|---------------------|---------------------------|-------------------------------|
| | Private Company | Company limited by shares | Indian Non-Government 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

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 | C1 | Food, beverages and tobacco 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 | Perfetti Van Melle Holding B.V | | Holding | 99.99 |

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 | 65,000,000 | 27,873,901 | 27,873,901 | 27,873,901 |
| Total amount of equity shares (in Rupees) | 650,000,000 | 278,739,010 | 278,739,010 | 278,739,010 |

Number of classes

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-------------------------|--------------------|----------------|--------------------|-----------------|
| EQUITY SHARES | | | | |
| Number of equity shares | 65,000,000 | 27,873,901 | 27,873,901 | 27,873,901 |

| | | | | |
|---|-------------|-------------|-------------|-------------|
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 650,000,000 | 278,739,010 | 278,739,010 | 278,739,010 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 0 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 0 | 0 | 0 | 0 |

Number of classes

0

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| | | | | |
| Number of preference shares | | | | |
| Nominal value per share (in rupees) | | | | |
| Total amount of preference shares (in rupees) | | | | |

(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 | Physical | DEMAT | Total | | | |
| At the beginning of the year | 27,873,901 | 0 | 27873901 | 278,739,010 | 278,739,010 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|--|------------|---|----------|-------------|-------------|---|
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify <input type="text"/> | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify <input type="text"/> | | | | | | |
| At the end of the year | 27,873,901 | 0 | 27873901 | 278,739,010 | 278,739,010 | |
| | | | | | | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Others, specify <input type="text"/> | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify <input type="text"/> | | | | | | |
| At the end of the year | 0 | 0 | 0 | 0 | 0 | |

ISIN of the equity shares of the company

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

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| 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"/> |
|--|----------------------|

| | | |
|------------------|----------------------|--|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|----------------------|--|

| | | | |
|---|----------------------|---|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input 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) *Debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Total | | | 0 |

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 | 0 | 0 | 0 | 0 |
| 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

21,239,739,113

(ii) Net worth of the Company

7,744,798,846

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 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |

| | | | | | |
|-----|---|------------|-----|---|---|
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 27,873,800 | 100 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 27,873,800 | 100 | 0 | 0 |

Total number of shareholders (promoters)

1

(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 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 101 | 0 | 0 | |
| 10. | Others | 0 | 0 | 0 | |

| | | | | | |
|--|--------------|-----|---|---|---|
| | Total | 101 | 0 | 0 | 0 |
|--|--------------|-----|---|---|---|

Total number of shareholders (other than promoters)

2

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

3

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 | 1 | 1 |
| Members (other than promoters) | 2 | 2 |
| Debenture holders | 0 | 0 |

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 | 0 | 0 | 0 | 0 | 0 |
| B. Non-Promoter | 2 | 4 | 2 | 4 | 0 | 0 |
| (i) Non-Independent | 2 | 4 | 2 | 4 | 0 | 0 |
| (ii) Independent | 0 | 0 | 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 | 2 | 4 | 2 | 4 | 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) |
|---------------------|------------|-------------------|--------------------------------|--|
| SIKHERMAL SURANA | 00023553 | Director | 0 | |
| ATUL SUD | 00388162 | Director | 0 | |
| MASSIMO TERREVAZZI | 00813536 | Director | 0 | |
| SAMEER SUNEJA | 02104440 | Director | 0 | |
| RAJESH RAMAKRISHNAN | 08153111 | Managing Director | 0 | |
| LUCA PARODI | 08438171 | Director | 0 | |
| ANAND KUMAR TIWARI | ADLPT8098B | Company Secretary | 0 | |

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

0

| 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) |
|------|---------|--|---|--|
| | | | | |

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

1

| 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 | 29/09/2021 | 3 | 3 | 100 |

B. BOARD MEETINGS

*Number of meetings held

4

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 28/06/2021 | 6 | 4 | 66.67 |
| 2 | 22/09/2021 | 6 | 5 | 83.33 |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 3 | 23/12/2021 | 6 | 4 | 66.67 |
| 4 | 24/02/2022 | 6 | 6 | 100 |

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 | 29/09/2022 |
| | | | | | | | | (Y/N/NA) |
| 1 | SIKHERMAL S | 4 | 4 | 100 | 0 | 0 | 0 | No |
| 2 | ATUL SUD | 4 | 4 | 100 | 0 | 0 | 0 | Yes |
| 3 | MASSIMO TE | 4 | 3 | 75 | 0 | 0 | 0 | No |
| 4 | SAMEER SUN | 4 | 1 | 25 | 0 | 0 | 0 | No |
| 5 | RAJESH RAM | 4 | 4 | 100 | 0 | 0 | 0 | No |
| 6 | LUCA PAROD | 4 | 3 | 75 | 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 | Rajesh Ramakrishn | Managing Direct | 31,987,783 | 0 | 0 | 0 | 31,987,783 |
| 2 | Atul Sud | Director | 20,184,872 | 0 | 0 | 0 | 20,184,872 |
| | Total | | 52,172,655 | 0 | 0 | 0 | 52,172,655 |

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

0

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

Number of other directors whose remuneration details to be entered

1

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|------------------|-----------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | Sikhermal Surana | Non Executive D | 0 | 0 | 0 | 83,335 | 83,335 |
| | Total | | 0 | 0 | 0 | 83,335 | 83,335 |

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

MALAVIKA BANSAL

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

9159

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. ..

3C

dated

02/09/2022

(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:

- 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.
- 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

ATUL
SUD
Digitally signed by ATUL SUD
Date: 2022.10.21
17:34:51 +05'30'

DIN of the director

00388162

To be digitally signed by

Anand Kumar
Tiware
Digitally signed by Anand Kumar Tiware
Date: 2022.10.19
12:23:59 +05'30'

- ☒ 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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Shareholding Pattern.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



CS Malavika Bansal, FCS

E-2, First Floor | Moti Nagar | New Delhi | 110015
M +91 98733 18440 | E malavikabansales@gmail.com

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

I have examined the registers, records and books and papers of **Perfetti Van Melle India Private Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31st March, 2022**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the financial year 2021-2022 correctly and adequately.

B. As per the information furnished to me, the status of compliance(s) of the provisions of the Act & Rules made there under, during the financial year 2021-2022, is provided hereunder:

1. The status of the Company is continued to be a Private Company, Limited by Shares;
2. The Company has maintained registers/records & made necessary entries within the time prescribed therefore;
3. The Company has filed forms and returns as stated in the Annual Return with the Registrar of Companies, NCT of Delhi & Haryana during the financial year 2021-2022 within the prescribed time;
4. The calling/convening/holding meetings of Board of Directors, Corporate Social Responsibility committee meeting 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 have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. The Company was not required to close its Register of Members and Register of any other security holders;
6. The Company has not given any loans/advances to its directors and/or persons or firms or companies referred in Section 185 of the Act;
7. As per the information furnished to us, all contracts/arrangements/agreements/transactions entered by the company with related parties were in the ordinary course of business and at arm's length pricing basis and therefore not require the approval under the provisions of the Section 188 of the Companies Act, 2013;
8. There was no 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;





9. There are no shares which are pending for registration of transfer of shares in compliance with the provisions of the Act so there is no need of keeping in abeyance the rights to dividend, right shares and bonus shares;
10. The Company has not declared dividend and hence, no provisions related to declaration/payment of dividend/amount to be transferred to unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund accordance with section 125 of the Act during the financial year 2021-2022.
11. As per the information furnished to us, the audited financial statement was prepared for the period 01-04-2021 to 31-03-2022 and were signed in accordance with the provisions of Section 134 of the Companies Act, 2013 and the Board's Report for the financial year 2021-2022 was also made in accordance with the provisions of the Section 134(3), (4) & (5) of the Companies Act, 2013;
12. The Board of Directors of the Company was duly constituted. There were no changes in the composition of Board of Directors.

Further, the company has complied with the provisions relating to the disclosures by Directors. The Company being a Private Company, provisions relating to appointment of Key Managerial Personnel are not applicable.

Mr. Anand Kumar Tiwari is the Company Secretary of the Company appointed on 1st November, 2017. No changes have been made during the period under review.

Further, Company has paid the remuneration to:

| Name | Designation | Remuneration (IN INR) |
|-------------------------|------------------------|--------------------------------|
| Mr. Rajesh Ramakrishnan | Managing Director | 3,19,87,783 |
| Mr. Atul Sud | Director | 2,01,84,872 |
| Mr. Sikhermal Surana | Non-Executive Director | 83,335 (<i>Sitting Fees</i>) |

13. During the period under review, the Company has duly complied with the provisions of Section 139 of the Companies Act, 2013. M/s Deloitte Haskins & sells, Chartered Accountants are the Statutory Auditors of the Company who were appointed for a period of 5 years (from F.Y. 2017-18 till F.Y. 2021-22) in the 25th Annual General Meeting held on 29th September, 2017.

M/s Deloitte Haskins & sells, Chartered Accountants had continued as Statutory Auditors of the Company for financial year 2021-2022.

Further, the tenure of M/s Deloitte Haskins & sells, Chartered Accountants has been extended by way of re-appointment as Statutory Auditors of the Company for a period of next 5 years





CS Malavika Bansal, FCS

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(from till F.Y. 2022-23 till 2026-2027) in the 30th Annual General Meeting held on 29th September 2022;

14. As per the information given to us, the Company has not obtained any approvals from the Central Government, Tribunal, Regional Director, Registrar of Companies, or such other authorities prescribed under the various provisions of the Act;
15. As per the information furnished to us, the Company has not invited any deposits falling within the purview of relevant Sections of the Act during the financial year 2021-2022;
16. During the financial year 2021-2022, there were no borrowings made from its Directors, Members, Banks, Public Financial Institutions and others. Further, no charges exist against the company;
17. No 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;
18. The Company has not altered any of the clauses of the Memorandum and Articles of Association of the Company.



Malavika Bansal
Practising Company Secretary
COP No. 9159

Date: 13.10.2022
Place: New Delhi

UDIN: F008231D001214183



Shareholding Pattern of the Company

(As on 31st March, 2022)

| S. NO. | NAME | CATEGORY | TYPE OF SHARE | AMOUNT PER SHARE | NO. OF SHARES | SHAREHOLDING PERCENTAGE |
|--------|------------------------------------|--------------|---------------|------------------|---------------|-------------------------|
| 1. | Perfetti Van Melle Holding B.V. | Non Resident | Equity | Rs. 10 | 2,78,73,800 | 99.9996 % |
| 2. | Van Melle International Trust B.V. | Non Resident | Equity | Rs. 10 | 100 | 0.0004 % |
| 3. | Euraffair International B.V. | Non Resident | Equity | Rs. 10 | 1 | 0.0000% |
| Total | | | | | 2,78,73,901 | 100% |

for Perfetti Van Melle India Pvt. Ltd.


Company Secretary

Place: Gurugram

Date: 29.09.2022

Innovative Treats. Better Future

Perfetti Van Melle India Pvt. Ltd.

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Website www.perfettivanmelle.in

CIN U51909HR1992PTC036116

Classification: Internal

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