

FORM NO. MGT-7

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



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

U15490MH1990PTC058489

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACK1748A

(ii) (a) Name of the company

KELLOGG INDIA PRIVATE LIMIT

(b) Registered office address

PLOT NO L2 & L3 MIDC
TALOJA
RAIGAD
Maharashtra
410208

(c) *e-mail ID of the company

neha.rushi@kellogg.com

(d) *Telephone number with STD code

02242985000

(e) Website

(iii) Date of Incorporation

10/10/1990

| (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 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM 25/07/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

| 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 | 79.13 |
| 2 | G | Trade | G2 | Retail Trading | 16.11 |

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

*No. of Companies for which information is to be given 1

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|----------------------|------------|--|------------------|
| 1 | Kellogg Company, USA | | Holding | 9.99 |

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 | 350,000,000 | 153,916,114 | 153,916,114 | 153,916,114 |
| Total amount of equity shares (in Rupees) | 3,500,000,000 | 1,539,161,140 | 1,539,161,140 | 1,539,161,140 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-----------------|--------------------|----------------|--------------------|-----------------|
| Equity | | | | |

| | | | | |
|---|---------------|---------------|---------------|---------------|
| Number of equity shares | 350,000,000 | 153,916,114 | 153,916,114 | 153,916,114 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 3,500,000,000 | 1,539,161,140 | 1,539,161,140 | 1,539,161,140 |

(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 | 153,916,114 | 0 | 153916114 | 1,539,161,1 | 1,539,161, | |
| 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 | | | | 0 | 0 | |
| NAN | | | | | | |
| 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 | | | | 0 | 0 | |
| NA | | | | | | |
| At the end of the year | 153,916,114 | 0 | 153916114 | 1,539,161,1 | 1,539,161, | |
| 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 | | | | 0 | 0 | |
| NA | | | | | | |
| 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 | | | | 0 | 0 | |
| NA | | | | | | |
| 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)

| 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

13,320,011,000

(ii) Net worth of the Company

4,967,471,628

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) | 153,916,114 | 100 | 0 | |
| 10. | Others NA | 0 | 0 | 0 | |
| | Total | 153,916,114 | 100 | 0 | 0 |

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 | |
| | (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) | 0 | 0 | 0 | |
| 10. | Others NA | 0 | 0 | 0 | |

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

Total number of shareholders (other than promoters)

0

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

2

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) | 0 | 0 |
| 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 | 5 | 0 | 5 | 0 | 0 | 0 |
| (i) Non-Independent | 5 | 0 | 5 | 0 | 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 | 5 | 0 | 5 | 0 | 0 | 0 |

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

6

(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) |
|-------------------|------------|---------------------|--------------------------------|--|
| PRASHANT RICHARD | 07283522 | Managing Director | 0 | |
| RAJESH RAMESHWAR | 07258491 | Director | 0 | 30/06/2022 |
| Amit Kumar Baveja | 09420050 | Additional director | 0 | |
| ANAHITA HARENDRA | 07902407 | Director | 0 | |
| NIMISHA DAS VARMA | 02816352 | Director | 0 | |
| RAJESH RAMESHWAR | AECDP2012B | CFO | 0 | 30/06/2022 |

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

7

| 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) |
|-------------------|------------|--|---|--|
| MOHIT ANAND | 07896691 | Managing Director | 19/01/2022 | CESSATION |
| Amit Kumar Baveja | 09420050 | Additional director | 17/12/2021 | APPOINTMENT |
| SAURABHKUMAR NAF | 07021602 | Director | 17/12/2021 | CESSATION |
| ANUSHANETHRI VISH | AGVPV1694G | Company Secretary | 17/12/2021 | CESSATION |
| PRASHANT RICHARD | 07283522 | Managing Director | 04/03/2022 | APPOINTMENT |
| ANAHITA HARENDRA | 07902407 | Director | 04/08/2021 | Change in designation |
| NIMISHA DAS VARMA | 02816352 | Director | 04/08/2021 | Change in designation |

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 | 04/08/2021 | 2 | 2 | 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 | 30/06/2021 | 5 | 5 | 100 |
| 2 | 30/09/2021 | 5 | 3 | 60 |
| 3 | 17/12/2021 | 5 | 4 | 80 |
| 4 | 04/03/2021 | 4 | 4 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

3

| 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 | Corporate Soc | 03/01/2022 | 3 | 3 | 100 |
| 2 | Corporate Soc | 04/01/2022 | 3 | 3 | 100 |
| 3 | Corporate Soc | 28/02/2022 | 3 | 3 | 100 |

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 | 25/07/2022 |
| | | | | | | | | (Y/N/NA) |
| 1 | PRASHANT R | 0 | 0 | 0 | 0 | 0 | 0 | No |
| 2 | RAJESH RAM | 4 | 4 | 100 | 3 | 3 | 100 | No |
| 3 | Amit Kumar B | 4 | 1 | 25 | 3 | 3 | 100 | No |
| 4 | ANAHITA HAF | 4 | 4 | 100 | 3 | 3 | 100 | No |
| 5 | NIMISHA DAS | 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

7

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|-------------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | Mohit Anand | Managing Direct | 31,206,000 | 0 | 0 | 0 | 31,206,000 |
| 2 | SAURABHKUMAR | Director | 18,900,000 | 0 | 0 | 0 | 18,900,000 |
| 3 | RAJESH RAMESH | Director | 19,509,000 | 0 | 0 | 0 | 19,509,000 |
| 4 | ANAHITA HAREND | Director | 13,671,000 | 0 | 0 | 0 | 13,671,000 |
| 5 | NIMISHA DAS VAR | Director | 17,074,000 | 0 | 0 | 0 | 17,074,000 |
| 6 | Amit Kumar Baveja | Additional Direct | 6,488,000 | 0 | 0 | 0 | 6,488,000 |
| 7 | PRASHANT RICHA | Managing Direct | 7,004,000 | 0 | 0 | 0 | 7,004,000 |
| | Total | | 113,852,000 | 0 | 0 | 0 | 113,852,000 |

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

1

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|----------------|---------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | ANUSHANETHRI V | Company Secre | 2,148,000 | 0 | 0 | 0 | 2,148,000 |
| | Total | | 2,148,000 | 0 | 0 | 0 | 2,148,000 |

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 Makarand M. Joshi & Co.

Whether associate or fellow ☐ Associate ☒ Fellow

Certificate of practice number 6690

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. ... 16 dated 20/06/2022

(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



DIN of the director

07902407

To be digitally signed by



☒ Company Secretary

☐ Company secretary in practice

Membership number

33837

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

List of Shareholders.pdf
MGT 8.pdf

Remove attachment

Modify

Check Form

Prescrubiny

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



LIST OF SHAREHOLDERS AS ON 31ST MARCH, 2022

| Name of the Shareholder | Folio No. | Number of Equity Shares | Value per share | Total Share Capital Held | % of Holding |
|-------------------------|-----------|-------------------------|-----------------|--------------------------|--------------|
| Kellogg Company USA | 20 | 15,39,12,658 | 10 | 1539126580 | 99.99 |
| Kellogg Asia Inc USA | 21 | 3,456 | 10 | 34560 | 0.01 |
| | | 15,39,16,114 | | 1539161140 | |

For Kellogg India Private Limited

Neha
Harshad
Rushi

Digitally signed by
Neha Harshad
Rushi
Date: 2022.09.15
14:01:31 +05'30'

Signature

Name

Designation

Membership No

Address

Date

Place

: Neha Rushi

: Company Secretary

: A33837

: 4/37, Mangal Bhuvan, Mangal Wadi,
Girgaum, Mumbai 400004

: 15th September, 2022

: Mumbai

Kellogg India Private Limited

Registered Office: Plot No. L2 and L3, Taloja, MIDC, District Raigad, Maharashtra-410208

Head Office: 1001-1002, 10th floor, Hiranandani Knowledge Park, Powai, Mumbai, Maharashtra 400076

Telephone: +91 22-30927000, Fax: +91 22-30927001/ Email id: neha.rushi@kellogg.com/ CIN: U15490MH1990PTC058489

Makarand M. Joshi & Co.

Company Secretaries

Ecstasy 803-804, 8th Floor, City of Joy, JSD Road, Mulund (West), Mumbai - 400080, (T) 022-21678100

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 paper **Kellogg India Private Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2022. 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. The Company is a Private Limited Company pursuant to provisions of Section 2(68) of the Act;
 - 2. The Company had maintained the required registers as per the provision of the Act and rules made thereunder and as and when required the entries therein have been duly recorded within the time prescribed;
 - 3. The Company had filed forms and returns as per Annexure I, with the Registrar of Companies;
 - 4. The Company conducts the meetings of Board of Directors 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 circular resolutions, if any, have been properly recorded in minutes book/register maintained and the same have been signed;
 - 5. The Company was required to close the Register of Members during the year and provisions relating to the same are compiled Further the company does not have any other Security holders other than Equity Shareholders during the period under review;
 - 6. The Company had not given advances/loans to Directors and/or persons or firms or Companies referred in Section 185 of the Act;
 - 7. All transactions/ contracts/arrangements entered into by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review were in ordinary course of business and on an arm's length basis;

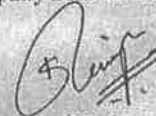
8. The Company has not issued or allotted any securities. There was no transfer, transmission or buy back of securities or reduction of share capital or any conversion of shares or securities and hence there were no instances for issue of any security certificates;
9. The Company was not required to keep 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;
10. The Company had declared dividend of Rs. 7.50/- per equity share of face value of Rs. 10/- each for the financial year 2021-22; there was no transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. The Company had duly complied with provisions of Section 134 of the Act in respect of signing of Audited Financial Statement and the Report of Board of Directors is as per sub - sections (3), (4) and (5) thereof;
12. The Company had complied with required provisions of the Act in respect of remuneration paid to Directors. Following are the changes in the composition of Board of Directors and KMP's during the period under review. The Company has complied with the provisions of the Act in this regard;

| Name | Designation | Date of Appointment/ Cessation | Nature of Change |
|----------------------------|---------------------|-----------------------------------|----------------------------------|
| Mr. Amit Kumar Baveja | Additional Director | 17/12/2021 | Appointment |
| Mr. Prashant Peres | Additional Director | 04/03/2022 | Appointment |
| Mr. Saurabhkumar Lal | Director | 17/12/2021 | Resignation |
| Mr. Mohit Anand | Director | 19/01/2022 | Resignation |
| Ms. Anushanethri V | Company Secretary | 17/12/2021 | Resignation |
| Ms. Anahita Harendra Kumar | Director | 04/08/2021 | Change in designation (Director) |
| Ms. Nimisha Das Varma | Director | 04/08/2021 | Change in designation (Director) |

13. The Company had appointed Statutory Auditors as per the provisions of Section 139 of the Act;
14. There was no occasion for the Company for obtaining any 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;
15. The Company had not accepted and / or renewed any deposits from the Public within the meaning of Section 73 of the Companies Act, 2013 and rules made thereunder;

16. The Company has no borrowings from its Directors, members, public financial institutions, banks and others and there was no occasion for creation, modification or satisfaction of charge;
17. The Company has complied with the provisions of Section 186 of the Companies Act, 2013. Further Company had not given any other loans or provided any guarantees or not provided any securities to other bodies corporate or persons falling under the provisions of section 186 of the Act and not made investments in any other body corporate.
18. The Company had not altered Memorandum of Association and Articles of Association of the Company during the period under review.

For Makarand M. Joshi & Co.
Company Secretaries



Kumudini Bhalerao
FCS: 6667
CP: 6690
PR: 640/2019

Place: Mumbai

Date: - 22/09/2022

UDIN: F006667D001020999

ANNEXURE I

Forms and Returns that were filed by the Company with the Registrar of Companies for the financial year ending on 31st March, 2022.

| Sr. No. | Name of the Form | Purpose of filing the form | Date of filing |
|---------|------------------|---|----------------|
| 1 | Form AOC-4 XBRL | Filing of Financial statements | 02/09/2021 |
| 2 | Form CSR-2 | Report on Corporate Social Responsibility | 30/03/2022 |
| 3 | Form DIR-12 | Change in designation of director | 02/09/2021 |
| 4 | Form DIR-12 | Cessation of Director & Appointment of Director | 31/12/2021 |
| 5 | Form DPT-3 | Return of deposits | 26/10/2021 |
| 6 | Form MGT-7 | Filing of Annual Return | 11/10/2021 |
| 7 | Form MSME-1 | Furnishing half yearly return of outstanding payments to Micro or Small Enterprises | 08/12/2021 |
| 8 | Form MSME-1 | Furnishing half yearly return of outstanding payments to Micro or Small Enterprises | 16/06/2021 |