
DIRECTORS' REPORT

Dear Members,

Your Directors have the pleasure of presenting the Directors' Report of your Company together with the Audited Statement of Accounts for the Financial Year ended 31st March 2024.

1. KEY FINANCIAL HIGHLIGHTS AND STATE OF THE COMPANY'S AFFAIRS FOR THE F.Y. ENDED AS AT 31ST MARCH, 2024:

(INR in Lakhs)		
Particulars	As at 31.03.2024	As at 31.03.2023
Revenue from operations	1,59,550.00	1,53,044.31
Other Income	1,549.00	2,291.59
Total Revenue	1,61,099.00	1,55,355.90
Total Expenses	1,48,075.69	1,39,256.81
Profit Before tax	13,023.41	16,079.09
Profit After Tax	9,659.80	11,947.61

2. DIVIDEND:

Your Board of Directors recommend dividend of INR 6.50/- per share of face value of INR 10/- for Financial Year 2023-24.

3. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the Financial Year, to which this financial statement relates, and the date of report.

4. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change business of the Company during the Financial Year ended 31st March 2024.

5. TRANSFER TO RESERVE:

The Company has profit of INR 9659.80 Lakh during the Financial Year 2023-24 and the same has been transferred to the Reserve and the total amount INR 10405.68 Lakh has been reflected under the head Reserve and Surplus (excluding Share Premium Account) in the financial statements of the Company.

6. SHARE CAPITAL:

During the year under review the Authorised Share Capital of the Company was Rs. 350,00,00,000/- (Rupees Three Hundred and Fifty Crores Only) whereas the issued, subscribed and paid-up capital of the Company was Rs. 148,78,05,400/- (Rupees One Hundred and Forty Eight Crore, Seventy Eight Lakhs, Five

Thousand and Four Hundred Only). Your Company has bought back 19,71,700 equity share of the Company during the year. The details of which are as under:

1. Date of completion of buyback : 20th October, 2023
2. No. of equity shares bought back: 19,71,700
3. Price per share: INR 356.10
4. Total Amount paid for bought back shares: INR 70,21,22,370/-
5. No. of equity shares held by the company post buyback: 14,87,80,540
6. Paid up Share Capital post buyback: INR 148,78,05,400

7. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL INCLUDING THOSE WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR:

Current Board of Directors of the Company:

As at 31st March 2024, your Board comprised the following Directors:

- a) Mr. Prashant Peres, Managing Director
- b) Mr. Amit Kumar, Director
- c) Mrs. Nimisha Das, Director
- d) Mrs. Anahita Kumar, Director

Ms. Neha Rushi is the Company Secretary of the Company w.e.f. 12th April, 2022.

Appointment:

During the Financial Year 2023-24, Ms. Nandita Johar (DIN: 06883357) was regularized as Director of the Company in the 32nd AGM of the Company, held on 24th July, 2023.

Resignation:

During the Financial Year 2023-24, Ms. Nandita Johar (DIN: 06883357), Director and CFO of the Company, resign from the office of Directorship and CFO , w.e.f. 6th February, 2024.

8. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

Regular meetings of the Board were held to discuss the business and performance of the Company. The maximum interval between any two meetings did not exceed 120 days as prescribed in the Companies Act, 2013. The Board met six (6) times during the Financial Year 2023-24, viz, 27th June, 2023, 11th July, 2023, 12th September, 2023, 20th November, 2023, 22nd January, 2024 and 23rd March, 2024. The Agenda of the Board Meetings and Minutes of the Meetings of the Board of Directors were circulated amongst the Directors for their perusal as per the requirements of the Companies Act, 2013 and applicable Secretarial Standards.

9. NUMBER OF MEETINGS OF THE CSR COMMITTEE MEMBERS OF THE BOARD:

The Corporate Social Responsibility Committee met three (3) during the Financial Year 2023-24 viz on 29th June, 2023, 11th September, 2023 and 22nd March, 2024. The Agenda of the CSR Committee Meetings and Minutes of the said Meetings were circulated amongst the CSR Committee Members

for their perusal as per the requirements of the Companies Act, 2013 and applicable Secretarial Standards.

10. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors confirm to the best of their knowledge and belief that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. CORPORATE SOCIAL RESPONSIBILITY ("CSR"):

The Company has framed a CSR Policy and the said Policy was approved by the Board and the Company has constituted the CSR Committee in accordance with Section 135(1) of the Companies Act, 2013. The Annual Report on CSR activities as required to be given under Section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been attached to the Directors' Report as **Annexure II**.

The Company has Rs. 39,51,335/- remaining unspent on the ongoing Project Bright Start for the F.Y. 2023-24. This is due to the delayed start of the new feeding program in Gujarat, which commenced in July 2023 instead of the planned April 2023, and some interruptions in supply in Andhra Pradesh. In the F.Y. 2024-25, the Company intends to fully utilize the unspent CSR amount from F.Y. 2023-24.

Additionally, from the unspent CSR account for the fiscal year 2021-22, the Company has fully utilized INR 40,48,119/- on Project Bright Start and has closed the CSR account for that year.

12. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

Kellogg's Vision of sustainability rests on three pillars (a) creating sustainable business through operational excellence (b) prevent and minimize impact of business operations on the environment and (c) building awareness on environmental sustainability and encouraging employees to be agents of change. The Company has implemented initiatives which includes the following:

Taloja Plant

- a. Single Transformer Operation during no production Or Holiday with average saving 80 kwh / Month.
- b. Monthly Air Leaks audit and correction – average saving 600 units/ Month.

- c. Energy Saving AHU, Installation of 5 no's AHU, Energy Saving of Avg. 20,000 units / month.
- d. Initiation and Agreement signed up for additional Solar capacity of 25 % thru Open access. Savings will start from Aug 2024.
- e. Monthly Hot air leak audit and correction from Process dryer.
- f. 3 Mills Operation for JR process, Continuing for energy saving.
- g. Energy Saving audit for waste heat recovery. Initiated saving project for 2024 – Replacement of IE1 motor with IE3 , with better efficiency motor.
- h. Energy saving audit for process energy optimization. Initiated saving project for 2024 a) Utilization of Flash steam for cooker injection. b) Cooker waste steam utilization for hot water generation. C) Replacement of TD trap with Inverted bucket for better energy saving.
- i. Cleaning compressor off and utilizing Main compressor air with VFD control and pressure reduction. Energy saving of idle run of compressor – ~600 Unit/ month.
- j. Overhauling of compressor and replacement of HP & LP element – Savings of ~150 units/day

Sricity :

- a. All the 16 Nos AHU blowers retrofitted with EC blowers : 514 KWH/Day Saving
- b. Chilled water pump replacement with Energy efficient VFD based Pumps : 48 KWh/Day.
- c. Compressed air leakage study & arresting the gap : 210 kwh/Day.
- d. Compressed air Set point optimization from 6.2 bar to 5.5 bar : 120 KWH/Day
- e. Heat load reduction through Automatic shutter between Packing & FG warehouse , Curtains between Packing & Tank room : 168 Kwh/Day
- f. D-Drier Bypass for CF variant : 172 KWH/Day
- g. Steam consumption optimization through arresting leakage, Valve calibration ,Installation of Isolation Valve : 500 T/Annum
- h. Oven thermography observation & insulation improvement LPG consumption reduction: 500 Kg/Month
- i. LPG Nozzle /burner repairing causing breakdown reduction & preventing dry run : 600 Kg/Month
- j. Steam Isolation valve fixing to be done steam consumption reduction potential : 1000 T/Annum
- k. Defreeze for Vitamins storage & rest of the RM storage @ temp of 18 *C+ : 120 KWh/Day
- l. Flaking Mill motor -8 Nos reconditioning : 423KWH/Day.
- m. Steam Saving through High Pressure cooking : 6 T/Month

13. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the Financial Year ending on March 31, 2024, earnings in foreign currency was INR 20,627.13Lakh and expenditure in foreign currency was INR 31021.87 Lakh.

14. STATUTORY AUDITORS:

M/s. Suresh Surana & Associates LLP, Chartered Accountants (FRN: 121750W/W-100010) were re-appointed u/s 139 as statutory auditors of the Company in the financial year 2023-24 to hold office from the conclusion of the Annual General Meeting held on 25th July, 2022 for the period of 5 years i.e. from the conclusion of 31st Annual General Meeting of the Company till the conclusion of the 36th Annual General Meeting of the Company to be held in the financial year 2027-28.

15. AUDITORS' REPORT:

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors' remarks in their report are self-explanatory and do not call for any future comments.

The Statutory Auditors of the Company have not reported any fraud by or against the Company during the F.Y. 2023-24 pursuant to sub-section (12) of section 143 of the Companies Act, 2013.

16. MAINTENANCE OF COST RECORDS:

Since the provisions of sub-section (1) of section 148 of the Companies Act, 2013 are not applicable, your Company has not maintained Cost records as specified by the Central Government under the aforesaid section. The Company does not fall in to the category of Companies specified in Section 148(2) of the Companies Act, 2013 and therefore appointment of Cost Accountant as specified under sub-section (3) of section 148 of the Companies Act, 2013 was not required.

17. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

During the year no significant or material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's future operations.

18. DEPOSITS:

The Company has not accepted any deposits from the Members and general public as on 31st March 2024. There are also no small depositors in the Company.

19. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further, the Company has in place policy on Prevention of Sexual Harassment in accordance with aforesaid Act. Internal Complaints Committees (ICC) have been setup to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.

The following is a summary of Sexual Harassment complaints received and disposed off by all the Internal Complaints Committee together during the year 2023-24:

No. of complaints pending at the beginning of the year	:	NIL
No. of complaints received	:	1
No. of complaints disposed off	:	1

20. DETAILS OF SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANIES OR COMPANIES WHICH HAVE CEASED TO BE ITS SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANIES:

Pursuant to the Share Purchase, Subscription, and Shareholder's agreement (SPSSA) between the Company, Flaresun Solar Private Limited ("Flaresun") and Cleantech India OA Pte Ltd ("Cleantech") and in compliance with Electricity Rules, 2005, your Company has invested in 26.17% equity shares of Flaresun for a consideration of Rs. 98.56 lakhs. The Company had also entered into a Power Purchase Agreement ('PPA') with Flaresun to procure 100% of the output of solar energy produced for 15 years at the negotiated rates.

Further as per the SPSSA, the right to appoint the majority of the Directors on the Board of Flaresun is with Cleantech. The Board of Directors of Flaresun governs the Policy making process and is responsible for the day-to-day management and operations of Flaresun. Hence the Company does not have any role in the policy-making and operation of Flaresun. Though the investment has been accounted as an investment in associates as per Ind AS 28 - Investments in associates and joint ventures, the Company does not have any significant influence. Hence, the Company is not preparing / presenting consolidated financial statements.

A statement containing salient features of the financial statement of the above Associate Company (SPV) in Form AOC-1 is in annexed as 'Annexure – I' with the Directors' Report.

The Company has not established any other Subsidiaries nor does it have any Joint Venture or Associate Company, except disclosed above, during the year under review.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

No loans, guarantees in terms Section 186 of the Companies Act, 2013, for the Financial Year 2023-24 have been provided by the Company. Your Company has investment of INR 98.56 Lakhs in Flareson Solar Private Limited.

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS WITH RELATED PARTIES:

The of transactions with related parties entered into on arms' length basis during the financial year as required to be given in Form AOC-2, have been provided in **Annexure III** which forms part of the Directors' Report.

23. PARTICULARS OF EMPLOYEES:

Details of the employees received remuneration more than the limits specified in the Companies Act, 2013

read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 for the FY 2023-24 are given in Form MGT-9 which is attached to the Directors' Report in **Annexure IV**.

24. EXTRACT OF THE ANNUAL RETURN:

The extract of the annual return for the Financial Year 2023-24 being attached with the Director's Report as **Annexure IV**. Web Link of the same is as under: <https://www.kelloggs.com/en-in/who-we-are/leadership.html>

25. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT OF THE COMPANY:

The Company has devised and implemented a mechanism for risk management and identifying internal and external risks and implementing risk mitigation steps.

26. INTERNAL FINANCIAL CONTROLS:

The Company has an adequate internal financial controls system commensurate with the size of the Company and the nature of its business with reference to the financial statements.

27. ACKNOWLEDGEMENT AND OTHER MATTERS:

The Directors wish to place on record their appreciation for the co-operation and support extended by the government, bankers and members. The Board places on record its appreciation for continued support provided by the esteemed customers, suppliers, bankers, consultants and members. The Directors also acknowledge the hard work, dedication and commitment of the employees. Their enthusiasm and unstinting efforts have enabled the Company to emerge stronger than ever, enabling it to maintain its position as one of the leading players in the wind industry, in India and around the world.

For and on behalf of the Board
KELLOGG INDIA PRIVATE LIMITED

Prashant
Richard
Peres

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by Prashant
Richard Peres
Date: 2024.06.20
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Place: Mumbai

Date: 20th June, 2024

Prashant Peres
(Managing Director)
DIN: 07283522

Amit Kumar
Baveja

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Amit Kumar Baveja
Date: 2024.06.20
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Amit Kumar Baveja
(Director)
DIN: 09420050

FORM NO. AOC.1

**Statement containing salient features of the financial statement of Subsidiaries/associate companies/
joint ventures**

**(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts)
Rules, 2014)**

Part "A": Subsidiaries – Not Applicable

Part "B": Associates and Joint Ventures

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and
Joint Ventures**

Name of Associates/Joint Ventures	Flaresun Solar Private Limited
1. Latest audited Balance Sheet Date	Latest Audited Balance Sheet date: 31 st December, 2022
2. Date on which the Associate or Joint Venture was associated or acquired	More than 20% voting power was acquired on 9 th December, 2021
3. Shares of Associate/Joint Ventures held by the company on the year end:	
No. as on 31 st March, 2024	123200
Amount of Investment in Associates/Joint Venture as on 31 st March, 2024	Rs. 98.56 Lakhs
Extend of Holding %	26.17%
3. Description of how there is significant influence	Though Company is an Associate Company pursuant to Section 2(6) of the Companies Act, 2013, Kellogg India Private Limited doesn't hold any Significant Influence in Flaresun Solar Private Limited. Request to refer to point 4 below, for more details.
4. Reason why the associate/joint venture is not consolidated	Pursuant to the Share Purchase, Subscription, and Shareholder's agreement (SPSSA) between the Company, Flaresun Solar Private Limited ("Flaresun") and Cleantech India OA Pte Ltd ("Cleantech") and in compliance with Electricity Rules, 2005, the Company has invested in 26.17% equity shares of Flaresun for a consideration of Rs. 98.56 lakhs as on 31st March, 2024. The Company had also entered into a Power Purchase Agreement ('PPA') with Flaresun to procure 100% of the output of solar energy produced for 15 years at the negotiated rates. Further as per the SPSSA, the right to appoint the majority of the Directors on the Board of Flaresun is with Cleantech. The Board of Directors of Flaresun governs the Policy making process and is responsible for the day-to-day management and operations of Flaresun. Hence the Company does not have any role in the policy-making and operation of Flaresun. Though the investment has

	been accounted as an investment in associates as per Ind AS 28 - Investments in associates and joint ventures, the Company does not have any significant influence. Hence, the Company is not preparing / presenting consolidated financial statements.
5. Networth attributable to Shareholding as at reporting Period	Nil
6. Profit / Loss for the year as at reporting Period	
i. Considered in Consolidation	No
ii. Not Considered in Consolidation	Rs. 10.61 lakhs i.e. proportionate to Kellogg India Private Limited equity holding (i.e.26.17% of 40.54 Lakhs) in the Associate Company.

For Kellogg India Private Limited

**Prashant
Richard
Peres**

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Prashant Richard Peres
Date: 2024.06.20
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Prashant Peres
Managing Director
DIN: 07283522
Date: 20th June, 2024

**Neha Harshad
Rushi**

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Neha Harshad Rushi
Date: 2024.06.20
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Neha Rushi
Company Secretary
M No.: A33837
Date: 20th June, 2024

**Amit Kumar
Baveja**

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Amit Kumar Baveja
Date: 2024.06.20
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Amit Kumar Baveja
Director
DIN: 09420050
Date: 20th June, 2024



ANNEXURE -II
THE ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company:

The Corporate Social Responsibility Policy ("CSR Policy") of Kellogg India Private Limited lays down the guiding principles for (a) selecting the Corporate Social Responsibility Activities ("CSR Activities"); (b) implementing CSR Activities as may be recommended by the Corporate Social Responsibility Committee ("CSR Committee") of the Company and approved by the Board of the Company; (c) monitoring and providing oversight over the CSR Activities being executed by the Company' (d) formulation of annual action plan for identification of activities in which the amount shall be spent by the Company.

2. The Composition of the CSR Committee:

Sr. no.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	#Ms. Nandita Johar	Chairman/Executive Director/CFO	3	2
2	Mrs. Anahita Kumar	Member/ Executive Director	3	3
3	Mr. Amit Kumar Baveja	Member/ Executive Director	3	3

Ceased to be the Member of CSR Committee w.e.f. from 6th February, 2024.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <https://www.kelloggs.com/en-in/who-we-are/corporate-responsibility.html>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (In Rs)	Amount required to be setoff for the financial year, if any (In Rs)
1	NA	Nil	Nil



6. Average net profit of the company as per section 135 (5): INR 135,01,18,333/-

7.

Particulars	Amount in INR
(a) Two percent of average net profit of the company as per section 135(5):	2,70,02,367
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years:	0
(c) Amount required to be set off for the financial year:	0
(d) Total CSR obligation for the financial year (7a+7b-7c):	2,70,02,367

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount (in Rs.)	Date of transfer	Name of the Fund	Amount	Date of transfer
2,70,02,367	39,51,335	26 th April, 224	-	-	-

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the Project		Project Duration (in months)	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number.
1	The Bright Start – Eradicating hunger among under privileged children	Eradicating hunger	Yes	Maharashtra	Mumbai, Vadorada and Gujarat	48	1,50,31,967	1,10,80,632	3951335	No	Decimal Foundation	CSRO 0004 258

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 / CIN: U15490MH1990PTC058489



(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of Implementation Direct (Yes/No)	Mode of Implementation – Through implementing agency.	
				State.	District.			Name.	CSR registration number
1	The Bright Start – Eradicating hunger among under privileged children	Eradication of hunger	No	Andhra Pradesh and Karnataka	Sathyav edu and Chikkab allapura	94,19,338.67	No	Sri Sathya Sai Annapoorna Trust	CSR00002081
2	Solar Street Lights to Gollavaripalem village	Rural Development	No	Andhra Pradesh	Tirupati	3,54,500.00	No	Sricity Foundation	CSR00048437
3	Distribution of Swing Machines among widow women of the village in Raigad	Empowering Women	Yes	Maharashtra	Raigad	3,00,000.00	Yes	-	-
4	Appointment of Apprentice	Employment Enhancing Vocational Skills	No	Andhra Pradesh	Tirupati	18,96,561.00	Yes	-	-

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): INR 2,30,50,665/-

(g) Excess amount for set off, if any: Not Applicable0073

Sr. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	2,70,02,367
(ii)	Total amount spent during the Financial Year 2023-24	2,30,50,665
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0

Kellogg India Private Limited

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9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under section 135(6) (in Rs)	Amount spent in the reporting Financial Year (In Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (In Rs.)
					Name of the Fund	Amount (in Rs).	Date of transfer.	
1	2021-22	70,33,000	40,47,794	40,47,794	NA	Nil	NA	0

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced	Project duration	Amount spent for the project at the beginning of the Financial Year (In Rs)	Amount spent on the project in the reporting Financial Year (In Rs).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
1	FY31.03.2022_1	Eradication of Hunger	2021-22	48 months	69,07,933	40,47,794	1,09,55,727	Completed

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): Not Applicable

(a) Date of creation or acquisition of the capital asset(s) : Not Applicable

(b) Amount of CSR spent for creation or acquisition of capital asset : Not Applicable

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) : Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):

The un-spent CSR account for the F.Y. 2023-24 is INR 39,51,335/- will be carried over to the budget for 2024-25 under the project Bright Start. This is due to delayed start of the new feeding program in the state

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of Gujarat which could actually start from July, 2023 as against the proposed April, 2023 and some interruptions in supply in Andhra Pradesh.

For Kellogg India Private Limited

Amit Kumar
Baveja

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Amit Kumar Baveja
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Amit Kumar Baveja

Member CSR Committee & Executive Director

DIN: 09420050

Date: 18th June, 2024

Place: Mumbai

Anahita
Harendra
Kumar

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Anahita Harendra
Kumar
Date: 2024.06.18
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Anahita Kumar

Member CSR Committee & Executive Director

DIN: 07902407

Date: 18th June, 2024

Place: 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 / CIN: U15490MH1990PTC058489

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/transaction	Not Applicable
c)	Duration of the contracts/arrangements/transaction	Not Applicable
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Not Applicable
e)	Justification for entering into such contracts or arrangements or transactions'	Not Applicable
f)	Date of approval by the Board	Not Applicable
g)	Amount paid as advances, if any	Not Applicable
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Not Applicable

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	As per Appendix-1
b)	Nature of contracts/arrangements/transaction	—
c)	Duration of the contracts/arrangements/ transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	As per Appendix-2
e)	Date of approval by the Board	20 th June, 2024
f)	Amount paid as advances, if any	—

For and on behalf of the Board
KELLOGG INDIA PRIVATE LIMITED

Prashant Richard Peres
Digitally signed
by Prashant
Richard Peres
Date: 2024.06.20
17:13:39 +05'30'

Prashant Peres
(Managing Director)
DIN: 07283522

Amit Kumar Baveja
Digitally signed
by Amit Kumar
Baveja
Date: 2024.06.20
17:15:00 +05'30'

Amit Kumar Baveja
(Director)
DIN: 09420050

Place: Mumbai

Date: 20th June, 2024

Kellogg India Private Limited

CIN: U15490MH1990PTC058489

Notes to financial statements for the year ended March 31, 2024

(All amounts in Rs. Lakhs, unless otherwise stated)

Note 35: Related Party Disclosures:

(i) Relationship

(a) Control:

(Holding Company)

Kellanova (Formerly known as Kellogg Company, USA)

(b) Fellow Subsidiary Companies*

(Subsidiaries of Kellanova (Formerly known as Kellogg Company, USA))

Kellogg (Aust) Pty Ltd.
Kellogg Management Services (Europe) Limited
Kellogg Company of SA Pty Ltd
Kellogg Asia Sdn Bhd, Malaysia
Kellogg Asia Pacific Pte Ltd, Singapore
Kellogg (Thailand) Limited
Pringles International Operations SARL Singapore Branch
Kellogg Marketing and Sales Company (UK) Limited - Dubai branch
Kellogg Marketing & Sales Co UK Ltd
Kellogg Asia Marketing Inc., Malaysia Branch (AMMB)
Kellogg Asia Marketing Inc., Malaysia Branch (AMKM)
Kellogg Asia Marketing Inc., Taiwan Branch (ATTW)
Kellogg Asia Marketing Inc., Hongkong Branch (AHHK)
Kellogg Asia Inc.
Kelloggs Middle East (KEME)
The Egyptian Company for Food – Bisco Misr

(c) Associates

Flaresun Solar Private Limited (refer note 6A)

(d) Key Management Personnel:

Managing Director

Prashant Peres

Directors

Anahita Kumar
Amit Kumar Baveja
Nimisha Das
Nandita Johar (From 29th July 2022 to 6th Feb 2024)

Chief Finance Officer

Nandita Johar (From 25th Aug 2022 to 6th Feb 2024)

Company Secretary

Neha Rushi (From 12 April 2022)

* The list of fellow subsidiaries has been limited to entities with whom transactions have taken place. Subsidiaries of the holding company, Kellanova (Formerly known as Kellogg Company, USA) that are under common control with the reporting entity with whom there are no transactions, have not been disclosed.

Kellogg India Private Limited
CIN: U15490MH1990PTC058489

Notes to financial statements for the year ended March 31, 2024
(All amounts in Rs. Lakhs, unless otherwise stated)

Note 35 (ii) The following transactions and balances were carried out with related parties

Transactions	Parties referred to in (i)(a) above		Parties referred to in (i)(b) above		Parties referred to in (i)(c) above		Parties referred to in (i)(d) above		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Royalty										
Kellanova (Formerly known as Kellogg Company, USA)	4,119.26	4,129.27						-	4,119.26	4,129.27
Total	4,119.26	4,129.27	-	-	-	-	-	-	4,119.26	4,129.27
Electricity charges										
Flaresun Solar Private Limited					167.16	88.42			167.16	88.42
Total	-	-	-	-	167.16	88.42	-	-	167.16	88.42
Expenses reimbursed by the Company										
Kellanova (Formerly known as Kellogg Company, USA)	3,205.90	2,333.14						-	3,205.90	2,333.14
Kellogg (Aust) Pty Ltd.			11.18	25.29				-	11.18	25.29
Pringles International Operations SARL Singapore Branch			-	19.90				-	-	19.90
Kellogg Asia Pacific Pte Ltd, Singapore			4,153.81	3,576.78				-	4,153.81	3,576.78
Kellogg (Thailand) Limited			0.26	40.71				-	0.26	40.71
The Egyptian Company for Foods - Bisco Misr			0.67	-				-	0.67	-
Total	3,205.90	2,333.14	4,165.93	3,662.68	-	-	-	-	7,371.83	5,995.83
Expenses rcimbursed to the Company										
Kellanova (Formerly known as Kellogg Company, USA)	103.97	166.13						-	103.97	166.13
Kellogg (Aust) Pty Ltd.			-	4.41				-	-	4.41
Kellogg Company of SA Pty Ltd			23.81	402.81				-	23.81	402.81
Kellogg Management Services (Europe) Limited			-	9.83				-	-	9.83
Kellogg Asia Pacific Pte Ltd, Singapore			187.49	226.79				-	187.49	226.79
Kellogg (Thailand) Limited			10.04	33.55				-	10.04	33.55
Kellogg Marketing and Sales Company (UK) Limited - Dubai Branch - AUDU			25.98	11.83				-	25.98	11.83
The Egyptian company for Food – Bisco Misr			-	30.93				-	-	30.93
Kellogg Middle East			-	0.70				-	-	0.70
Kellogg Asia Marketing Inc., Malaysia Branch (AMMB)			45.23	92.75				-	45.23	92.75
Kellogg Asia Marketing Inc., Malaysia Branch (AMKM)			29.99	9.78				-	29.99	9.78
Kellogg Asia Marketing Inc., Taiwan Branch (ATTW)			8.93					-	8.93	-
Pringles International Operations SARL Singapore Branch			2,869.74	763.43				-	2,869.74	763.43
Total	103.97	166.13	3,201.22	1,586.81	-	-	-	-	3,305.19	1,752.94
Service Income										
Kellanova (Formerly known as Kellogg Company, USA)	6,211.42	4,299.54						-	6,211.42	4,299.54
Kellogg (Aust) Pty Ltd.			12.80	22.70				-	12.80	22.70
Kellogg Company of SA Pty Ltd			40.33	106.62				-	40.33	106.62
Kellogg Marketing and Sales Company (UK) Limited - Dubai Branch - AUDU			216.05	3.55				-	216.05	3.55
Kellogg Middle East			0.67	75.51				-	0.67	75.51
Kellogg (Thailand) Limited			24.80	23.26				-	24.80	23.26
Kellogg Asia Pacific Pte Ltd, Singapore			4,647.89	3,781.59				-	4,647.89	3,781.59
Kellogg Asia Marketing Inc., Malaysia Branch (AMKM)			51.37	107.49				-	51.37	107.49
Pringles International Operations SARL Singapore Branch			229.86					-	229.86	-
Total	6,211.42	4,299.54	5,223.79	4,120.72	-	-	-	-	11,435.21	8,420.26
Dividend payment										
Kellanova (Formerly known as Kellogg Company, USA)	11,306.16	11,543.45							11,306.16	11,543.45
Kellogg Asia Inc.			0.26	0.26					0.26	0.26
Total	11,306.16	11,543.45	0.26	0.26	-	-	-	-	11,306.42	11,543.71
Shares Buy Back										
Kellanova (Formerly known as Kellogg Company, USA)	7,021.22	9,532.75							7,021.22	9,532.75
Total	7,021.22	9,532.75	-	-	-	-	-	-	7,021.22	9,532.75
Purchase of Materials										
Kellogg (Thailand) Limited		-	227.22	82.43					227.22	82.43
Pringles International Operations SARL Singapore Branch		-	15,984.32	12,544.04					15,984.32	12,544.04
Total	-	-	16,211.54	12,626.47	-	-	-	-	16,211.54	12,626.47
Sale of Goods										
Kellogg Asia Marketing Inc., Hongkong Branch (AHHK)			51.68	44.52					51.68	44.52
Kellogg Asia Marketing Inc., Malaysia Branch (AMMB)			156.94	8.47					156.94	8.47
Kellogg Asia Marketing Inc., Malaysia Branch (AMKM)			97.81	189.79					97.81	189.79
Kellogg Asia Marketing Inc., Taiwan Branch (ATTW)			97.31	89.18		-			97.31	89.18
Kellogg (Thailand) Limited			835.25							
Total	-	-	1,239.00	331.96	-	-	-	-	403.74	331.96
Remuneration*										
Prashant Peres							612.11	668.29	612.11	668.29
Nimisha Das							207.62	182.76	207.62	182.76
Anahita Kumar							139.95	133.47	139.95	133.47
Amit Kumar Baveja							275.69	253.45	275.69	253.45
Rajesh Daga							-	95.42	-	95.42
Neha Rushi							12.15	10.49	12.15	10.49
Nandita Johar							181.17	174.23	181.17	174.23
Total	-	-	-	-	-	-	1,428.69	1,518.11	1,428.69	1,518.11

* Includes total amount of remuneration paid during the year disclosed above irrespective of holding of directorship. The above figures does not include provision for gratuity, group mediclaim, group medical accident and compensated absences as the same is determined at a company level and is not possible to determine for select individuals. Also this does not include provision for Long term incentive plan benefits which is accrued in books.

Kellogg India Private Limited

CIN: U15490MH1990PTC058489

Notes to financial statements for the year ended March 31, 2024*(All amounts in Rs. Lakhs, unless otherwise stated)***Note 35 (iii) The following transactions and balances were carried out with related parties**

Balances	Parties referred to in (i)(a) above		Parties referred to in (i)(b) above		Parties referred to in (i)(c) above		Parties referred to in (i)(d) above		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
<u>Year End Balances</u>										
<u>Payable</u>										
Kellanova (Formerly known as Kellogg Company, USA)	2,160.29	3,789.99			-	-		-	2,160.29	3,789.99
Kellogg (Aust) Pty Ltd.			0.68	3.31	-	-		-	0.68	3.31
Kellogg Company of SA Pty Ltd			-	53.92	-	-		-	-	53.92
Kellogg Asia Marketing Inc., Malaysia Branch (AMMB)			-	0.38					-	0.38
Pringles International Operations SARL Singapore Branch			3,108.75	1,484.08	-	-		-	3,108.75	1,484.08
Kellogg Asia Pacific Pte Ltd, Singapore			319.69	397.57	-	-		-	319.69	397.57
Kellogg (Thailand) Limited			137.47	86.59	-	-		-	137.47	86.59
Total	2,160.29	3,789.99	3,566.59	2,025.85	-	-		-	5,726.88	5,815.84
<u>Year End Balances</u>										
<u>Other Receivables (including unbilled revenue)</u>										
Kellanova (Formerly known as Kellogg Company, USA)	1,034.74	654.54			-	-			1,034.74	654.51
Kellogg (Aust) Pty Ltd.			-	11.90	-	-			-	11.90
Kellogg Company of SA Pty Ltd			10.22	332.38	-	-			10.22	332.38
Kellogg Asia Pacific Pte Ltd, Singapore			1,374.58	1,452.27	-	-			1,374.58	1,452.27
Kelloggs Middle East (KEME)			-	9.52					-	9.52
Kellogg Marketing and Sales Company (UK) Limited - Dubai Branch - AUDU			46.54	4.54	-	-			46.54	4.54
Pringles International Operations SARL Singapore Branch			816.59	495.54	-	-			816.59	495.54
Kellogg Asia Marketing Inc., Hongkong Branch (AHHK)			22.93	17.66	-	-			22.93	17.66
Kellogg Asia Marketing Inc., Malaysia Branch (AMMB)			60.28	17.95					60.28	17.95
Kellogg Asia Marketing Inc., Malaysia Branch (AMKM)			279.05	38.24					279.05	38.24
Kellogg Asia Marketing Inc., Taiwan Branch (ATTW)			15.16	19.96					15.16	19.96
Kellogg (Thailand) Limited			61.99	41.51	-	-			61.99	41.51
The Egyptian company for Food – Bisco Misr (AEBM)			-	45.15					-	45.15
Total	1,034.74	654.54	2,687.34	2,486.62	-	-	-	-	3,722.08	3,141.15

Note:

All the transactions were made on normal commercial terms and conditions and at market rates.

All outstanding balances are unsecured.

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2023

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	U15490MH1990PTC058489
ii.	Registration Date	10 th October, 1990
iii.	Name of Company	KELLOGG INDIA PRIVATE LIMITED
iv.	Category of Company	Having Share Capital
v.	Sub-Category of Company	Indian Non-Government Company
vi.	Address	Plot No L2 & L3, M I D C, Taloja, Raigad, Maharashtra, 410208
vii.	Listed/Unlisted	Unlisted

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1	Manufacturing of processed foods.	10616	69.51%
2	Trading of Goods	10616	23.17%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1.	Kellanova (formerly known as Kellogg Company) [Holding Company]	-	Holding	99.99%	2(87)
2.	Flaresun Solar Private Limited [Associate Company with no Significant Influence]	U40108MH2020PTC342135	Associate Company	26.17%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)

i. Category-wise share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTORS									
1. Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies corp.	-				-				
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Others	-	-	-	-	-	-	-	-	-
Su-b Total A (1):									
2. Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	150752240	150752240	100%	-	148780540	148780540	100%	1.31%
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-
Sub Total A (2):	-	150752240	150752240	100%	-	148780540	148780540	100%	1.31%
Total Shareholding of Promoter (A)=(A)(1)+ (A)(2)		150752240	150752240	100%	-	148780540	148780540	100%	1.31%

nominal share capital excess of Rs 1 lakh									
c)Others (Specify) HUF	-	-	-	-	-	-	-	-	-
sub-total (B) (2):-	0	0	0	0%	0	0	0	0%	0%
Total Public Shareholding (B)= (B) (2)	0	0	0	0%	0	0	0	0%	0%
C. Share held by Custodian for GDRs & ADRs	0	0	0	0%	0	0	0	0%	0%
Grand Total (A+B+C)	-	150752240	150752240	100%	-	148780540	148780540	100%	1.31%

ii. Share Holding of Promoters								
S. N.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares Pledged / encumbered to total shares	% change in shareholding during the year
1	Kellanova (formerly known as Kellogg Company) [Holding Company]	150748784	99.9	0%	148777084	99.9	0%	1.31%
2	Kellogg Asia Inc., USA	3456	0.01	0%	3456	0.01	0%	0%
	Total	150752240	100	0%	148780540	100	0%	1.31%

iii. Change in Promoters shareholding

PARTICULARS	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Share	% of total of share of company	No. of share	% of Total shares of the company
At the beginning of the year	150752240	100	150752240	100
Date wise Increase/Decrease in Promoters Share holding the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.): 7 th October, 2022, Buyback of shares	(1971700)		(1971700)	
At the end of year	148780540	100	148780540	100

iv. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holder of GDRs and ADRs)

	Shareholding At the beginning of the year		Cumulative Shareholding during the year	
For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the company	No. of shares	% of total of the company
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)	-	-	-	-
At the end of year (or on the date of separation during the year)	-	-	-	-

v. Shareholding of Director and Key Managerial Personnel:

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
For Each of the Directors and KMP	No. of Shares	% of total shares of the company	No, of shares	% of total shares of the company
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)	-	-	-	-
At the end of year	-	-	-	-

V. INDEBTEDNESS:

Indebtedness of the company including interest outstanding/accrued but not due for payment

(INR in Lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the year				
(i)Principal Amount	-	54.87	-	54.87
(ii)Interest due but not paid	-	-	-	-
(iii)Interest accrued but not due	-	-	-	-
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
Ø Addition	-	58.47		58.47
Ø Reduction	-	(30.54)		(30.54)
Net Charge				
Indebtedness at the end of the financial year				
(i)Principal Amount	-	54.87		54.87
(ii)Interest due but not paid	-	-	-	-
(iii)Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	82.80	-	82.80

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to managing Director, Whole -time Directors and / or Manager:

Sr. no.	Particulars of Remuneration	Name of MD/MTD/ Manager					
		(Rs. In Lakhs)					
		Prashant Peres	Amit Kumar Baveja	Nandita Johar (Direct & CFO)	Anahita Kumar	Nimisha Das	Total Amount
1	Gross Salary	612.11	275.69	181.17	139.95	207.62	1,416.54
	(a) Salary as per provisions contained in section 17(1) of the Income –tax Act,1961						
2.	Stock Option*						
3.	Sweat Equity						
4.	Commission						
	- As % of profit						
	- others, Specify...						
5.	Others, please specify						
	Total (A)	612.11	275.69	181.17	139.95	207.62	1,416.54
	Ceiling as per the Act	-	-	-	-		-

B. Remunerations to others Director

Particulars of Remuneration	Name of Director				Total Amount
	-----	-----	-----	-----	
1. Independent Directors	-	-	-	-	-
• Fee for attending board committee meetings					
• Commission					
• Others, Please specify					

Total (1)	-	-	-	-	-
2. Other Non – Executive Directors	-	-	-	-	-
• Fee for attending board committee meetings • Commission • Others, please specify					
Total (2)	-	-	-	-	-
Total (B) = (1+2)	-	-	-	-	-
Total Managerial Remuneration	-	-	-	-	-
Overall Ceiling as per the Act	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/WTD

(INR in Lakh)

SL. No.	Particulars of Remuneration	Key Managerial Personnel			
1.	Gross Salary	CEO	Company Secretary (Neha Rushi)	CFO	Total
	(a) Salary as per provisions contained in section 17(1) of the Income –tax Act,1961	-	12.15	-	12.15
	(b) Profit in lieu of salary under section 17(3) Income tax Act,1961	-	-	-	-
	(c) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- As % of profit				
	- Others specify.....				
5.	Others, Please specify	-	-	-	-
	Total	-	12.15	-	12.15

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
A. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board
KELLOGG INDIA PRIVATE LIMITED

Prashant
Richard
Peres

Digitally signed
by Prashant
Richard Peres
Date: 2024.06.20
17:14:00 +05'30'

Prashant Peres
Managing Director
DIN: 07283522

Amit
Kumar
Baveja

Digitally signed by
Amit Kumar Baveja
Date: 2024.06.20
17:14:31 +05'30'

Amit Baveja
Director
DIN: 09420050

Place: Mumbai

Date: 20th June, 2024