

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

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

harsh.arora@in.pvmgrp.com

(d) *Telephone number with STD code

01246730452

(e) Website

(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		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	49,553,601	49,553,601	49,553,601
Total amount of equity shares (in Rupees)	650,000,000	495,536,010	495,536,010	495,536,010

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	65,000,000	49,553,601	49,553,601	49,553,601

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	650,000,000	495,536,010	495,536,010	495,536,010

(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				
At the beginning of the year	49,553,601	495,536,010	495,536,010	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0

viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify <div></div>				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <div></div>				
At the end of the year	49,553,601	495,536,010	495,536,010	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify <div></div>				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <div></div>				
At the end of the year	0	0	0	

(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				
	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) *Indebtedness including 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
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			137,000,000
Deposit			0
Total			137,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	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**

16,278,900,000

(ii) Net worth of the Company

4,319,400,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		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)	49,553,500	99.99979618	0	
10.	Others	0	0	0	
	Total	49,553,500	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	0.00020382	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)
MASSIMO TERREVAZZI	00813536	Director	0	
SIKHERMAL SURANA	00023553	Director	0	
HARSH KUMAR AROR	00132859	Director	0	
HARSH KUMAR AROR	ABNPA2171N	Company Secretary	0	
RAMESH JAYARAMAN	00945416	Managing Director	0	
HUBERTUS JACOBUS	06977466	Director	0	
SAMEER SUNEJA	02104440	Director	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	29/09/2015	3	3	100

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/04/2015	6	4	66.66666667
2	23/06/2015	6	4	66.66666667
3	01/09/2015	6	3	50
4	16/11/2015	6	4	66.66666667
5	08/03/2016	6	4	66.66666667

C. COMMITTEE MEETINGS

Number of meetings held

1

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	CSR Committee	16/11/2015	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	29/09/2016
								(Y/N/NA)
1	MASSIMO TE	5	2	40	0	0	0	No
2	SIKHERMAL S	5	4	80	0	0	0	No
3	HARSH KUMA	5	5	100	1	1	100	Yes
4	RAMESH JAY	5	5	100	1	1	100	No
5	HUBERTUS J	5	2	40	1	1	100	No
6	SAMEER SUN	5	1	20	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	HARSH KUMAR AF	DIRECTOR AND	9,291,353	0	0	405,000	9,696,353
2	RAMESH JAYARAM	MANAGING DIR	22,469,679	0	0	405,000	22,874,679
	Total		31,761,032	0	0	810,000	32,571,032

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	SHIKHERMAL SUR	DIRECTOR	0	0	0	60,000	60,000
	Total		0	0	0	60,000	60,000

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

TARUN JAIN

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

4317

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 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

To be digitally signed by

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number Certificate of practice number **Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

Form MGT-8_Perfetti.compressed.pdf
List of Shareholders.pdf

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

DS Ministry of
Corporate
Affairs - Govt
of India) 14

TARUN JAIN & ASSOCIATES

Trade Marks & Patent Agents

Company Secretaries

805, Padma Tower-I,

5, Rajendra Place, New Delhi-110 008

Ph.91 11 4153 6635, 6636 Telfax: 91 11 4153 6637

Email: info@jainandpartners.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

TO WHOMSOEVER IT MAY CONCERN

We 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 thereunder for the financial year ended on **31st March, 2016**. 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 thereunder in respect of:

1. Its status under the Act;
2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time;
4. Calling/ convening/ holding meetings of Board of Directors, CSR 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 including the Circular Resolutions, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

Further there was no resolution passed by the way of Postal ballot.



TARUN JAIN & ASSOCIATES

Trade Marks & Patent Agents

Company Secretaries

805, Padma Tower-I,

5, Rajendra Place, New Delhi-110 008

Ph.91 11 4153 6635, 6636 Telfax: 91 11 4153 6637

Email:info@jainandpartners.com

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5. During the period under review, the Company was not required to close its Register of members.
6. The Company has not given any advances/loans to its directors and/or persons or firms or Companies referred in Section 185 of the Act,
7. There was no Contracts/arrangements with related parties as specified in Section 188 of the Act;
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, rights shares and bonus.
10. The Company has not declared any dividend.

Therefore the provision for declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act are not Applicable;

11. Signing of audited financial statement as per the provisions of Section 134 of the Act and report of Directors is as per Sub - Sections (3), (4) and (5) thereof;
12. The provisions relating to KMP are not Applicable on the Company. Therefore the provision relating to constitution/appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of Key Managerial Personnel and the remuneration paid to them are not Applicable on the Company;

However, the Company has paid Remuneration to the Managing Director and Company Secretary according to the provisions of the Companies Act, 2013.



TARUN JAIN & ASSOCIATES

Trade Marks & Patent Agents

Company Secretaries

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Ph.91 11 4153 6635, 6636 Telfax: 91 11 4153 6637

Email:info@jainandpartners.com

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13. ~~Appointment/ reappointment/ filling up casual vacancies~~ of auditors as per the provisions of Section 139 of the Act;

14. No approvals were 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 has not accepted any deposits.

Therefore, provisions for acceptance/ renewal/ repayment of deposits are not applicable;

16. No borrowings were made from its directors, members, public financial institutions, and others;

Further, no charge exists against the Company.

17. No loans and investments or guarantees or securities were provided to other bodies corporate or persons falling under the provisions of Section 186 of the Act;

18. There was no alteration of the provisions of the Memorandum and/ or Articles of Association of the Company according to Companies Act, 2013;

Place: **New Delhi**
Date: **6th September, 2016**

For Tarun Jain & Associates
Company Secretaries



TARUN JAIN
(Prop.)
C.P. No.: 4317



SHAREHOLDING PATTERN OF THE COMPANY

(As on 31.03.2016)

SL. NO.	NAME OF SHAREHOLDER	TYPE OF SHARE	NO. OF SHARES	AMOUNT PER SHARE	VALUE OF SHARES (Rs.)
1	PERFETTI VAN MELLE HOLDING B.V., THE NETHERLANDS.	EQUITY	49,553,500	Rs.10	495, 535, 000
2	VAN MELLE INTERNATIONAL TRUST B.V., THE NETHERLANDS.	EQUITY	100	Rs.10	1000
3	EURAFFAIR INTERNATIONAL B.V., THE NETHERLANDS.	EQUITY	1	Rs.10	10
		TOTAL	49,553,601		495,536,010

for Perfetti Van Melle India Pvt. Ltd.


Harsh Kumar Arora
Director & Company Secretary
DIN: 00132859
He

Place: Gurgaon

Date: 25.10.2016



PERFETTI VAN MELLE INDIA PVT. LTD.
CIN : U51909HR1992PTC036116

REGD. OFFICE : 47TH MILESTONE, DELHI-JAIPUR HIGHWAY, MANESAR, GURGAON - 122 050 (HARYANA)
TEL.: +91 124 6730452/6730453 FAX : + 91 124 6730473

CORPORATE OFFICE : GLOBAL BUSINESS PARK, TOWER 'A', 1ST FLOOR
MEHRAULI-GURGAON ROAD, GURGAON 122 002, HARYANA (INDIA)
TEL.: +91 124 6726371 FAX : + 91 124 2803212 E-MAIL: consumercare@in.pvmgrp.com
Website: www.perfettivanmelle.in