

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

[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]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN)

U15118HR2021FTC099143

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	THG NUTRITION (INDIA) PRIVATE LIMITED	THG NUTRITION (INDIA) PRIVATE LIMITED
Registered office address	203, 2ND FLOOR TIME TOWER,NA,GURGAON,Gurgaon,Haryana,India,122002	203, 2ND FLOOR TIME TOWER, Gurgaon, Haryana, India, 122002
Latitude details	28.4665886	28.4665886
Longitude details	77.0333116	77.0333116

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Registered Office Photos.jpg

(b) *Permanent Account Number (PAN) of the company

AA*****4B

(c) *e-mail ID of the company

*****te.in.India@thehutgroup.com

(d) *Telephone number with STD code

98*****86

(e) Website

iv *Date of Incorporation (DD/MM/YYYY)

12/11/2021

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Private company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Subsidiary of Foreign Company

vi *Whether company is having share capital (as on the financial year end date)

☒ Yes

☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent

ix * (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

23/12/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

☒ Yes

☐ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

AB7043204

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

31/12/2025

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	10	Manufacture of Food products	65.58
2	N	Administrative and support service activities	82	Office administrative, office support and other business support activities	34.42

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

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

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1		13400484	THG Nutrition Limited	Holding	99.90

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	11000000.00	10501000.00	10501000.00	10501000.00
Total amount of equity shares (in rupees)	110000000.00	105010000.00	105010000.00	105010000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	11000000	10501000	10501000	10501000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	110000000.00	105010000.00	105010000	105010000

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

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
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Total amount of unclassified shares

0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	10051000	0	10051000.00	100510000	100510000	
Increase during the year	450000.00	0.00	450000.00	4500000.00	4500000.00	0.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	450000	0	450000.00	4500000	4500000	0
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <div></div>						
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0			
At the end of the year	10501000.00	0.00	10501000.00	105010000.00	105010000.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <div></div>			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		<div></div>
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)**(a) Non-convertible debentures**

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

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

1379954977

ii * Net worth of the Company

109053538

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	10501000	100.00	0	0.00

10	Others <div></div>				
	Total	10501000.00	100	0.00	0

Total number of shareholders (promoters)

2

B 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	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>				
	Total	0.00	0	0.00	0

Total number of shareholders (other than promoters)

0

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

2.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	0
3	Individual - Transgender	0
4	Other than individuals	2
	Total	2.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of 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	2	0	2	0	0	0
B Non-Promoter	0	1	0	1	0.00	0.00
i Non-Independent	0	1	0	1	0	0
ii Independent	0	0	0	0	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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	1	2	1	0.00	0.00

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

3

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
JAMES POCHIN PATRICK	09396619	Director	0	
JOHN ANDREW GALLEMORE	09396620	Director	0	17/11/2025
PRAKASH RADHESHYAM MISHRA	01286217	Director	0	

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

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
. ANKIT	BOQPA2948A	Company Secretary	14/07/2024	Appointment

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 (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	12/09/2024	2	2	100

B BOARD MEETINGS

*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/05/2024	3	3	100
2	17/07/2024	3	3	100
3	09/09/2024	3	3	100
4	30/10/2024	3	3	100
5	14/02/2025	3	3	100

C COMMITTEE MEETINGS

Number of meetings held

0

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance

D ATTENDANCE OF DIRECTORS

S. N o	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 attenda nce	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attend ance	
								<div>23/12/2025</div> <div>(Y/N/NA)</div>
1	JAMES POCHIN PATRICK	5	5	100	0	0	0	No
2	JOHN ANDREW GALLEMORE	5	5	100	0	0	0	No
3	PRAKASH RADHESHYAM MISHRA	5	5	100	0	0	0	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

B *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	Ankit	Company Secretary	967320	0	0	0	967320.00

	Total		967320.00	0.00	0.00	0.00	967320.00
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C *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
	Total		0.00	0.00	0.00	0.00	0.00

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

During the reporting year, the 2nd (Second) Annual General Meeting for the Financial Year 202223 was held on 12th September, 2024 and was delayed due to unforeseen circumstances. To address the delay, the Company suo moto filed a compounding application with the Honourable Regional Director, Northern Region, which was subsequently approved by an order of compounding dated 08th July, 2025, upon payment of the prescribed compounding fees.

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

2

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder (5).xlsm

(b) Optional Attachment(s), if any

Form No. MGT-8_THG
Nutrition.pdf

XV 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.

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 applicable 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 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 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.

I/ We have examined the registers, records and books and papers of

THG NUTRITION (INDIA)
PRIVATE LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ 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 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 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/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, 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 and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.

- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 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 keeping 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 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;
- 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 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 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 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

SHASHAN Digitally signed
K
PASHINE by SHASHANK
PASHINE PASHINE

Name

Shashank Pashine

Date (DD/MM/YYYY)

16/01/2026

Place

Delhi

Whether associate or fellow:

☐ Associate ☒ Fellow

Certificate of practice number

2*2*9

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

01286217

*(b) Name of the Designated Person

PRAKASH RADHESHYAM MISHRA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 10 dated*

(DD/MM/YYYY) 22/12/2022 to sign this form and declare that all the requirements of 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:

- 1 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.
- 2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

PRAKASH
RADHESHY
AM MISHRA
Digitally signed
by PRAKASH
RADHESHYA
M MISHRA

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*2*6*1*

***To be digitally signed by**

Ankit
Digitally
signed by
Ankit

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

5*7*4

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC1314336

eForm filing date (DD/MM/YYYY)

23/01/2026

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

Shashank Pashine & Associates

Company Secretaries

Corporate Office:

E-92, F.F, South Extension, Part -1

New Delhi - 110049

☎ Office: +91- 11 - 4155-5096

Contact No: +91- 9999630777

Registered Office:

K-10, South Extension, Part - 1

New Delhi - 110049

✉ csshashankpashine@gmail.com

FORM NO. MGT-8

*[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies
(Management and Administration) Rules, 2014]*

CERTIFICATE BY A PRACTISING COMPANY SECRETARY

I have examined the registers, records and books and papers of **THG Nutrition (India) Private Limited** ("the Company") registered with Registrar of Companies, NCT of Delhi, having CIN: U15118HR2021FTC099143 and registered office of the Company is situated at **203, 2nd Floor Time Tower, Gurgaon, Haryana, India, 122002** 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, 2025. Further the verification was done on test basis to ensure that correct facts are reflected in secretarial records. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A.** The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B.** During the aforesaid Financial year, the Company has complied with provisions of the Act and Rules made there under in respect of:
1. Its status under the Act;
THG Nutrition (India) Private Limited ("the Company") registered with Registrar of Companies, Delhi, having CIN: U15118HR2021FTC099143 and registered office of the Company is situated at 203, 2nd Floor Time Tower, Gurgaon, Haryana, India, 122002, where all or any books of account and papers are maintained.
 2. The Company has kept & maintained statutory register as per the provision of the Act, and rules made there under and all entries therein have been duly recorded within the time prescribed;

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Company Secretaries

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New Delhi - 110049

☎ Office: +91- 11 - 4155-5096

Contact No: +91- 9999630777

Registered Office:

K-10, South Extension, Part - 1

New Delhi - 110049

✉ csshashankpashine@gmail.com

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3. The Company has duly filed the applicable e-forms and returns with the Registrar of Companies ("ROC"), NCT of Delhi, during the period under review, as required under the Companies Act, 2013. However, there was a delay in convening the 2nd Annual General Meeting for the Financial Year 2022-23, which consequently led to a delay in the filing of the Annual Return and Financial Statements under Sections 92 and 137 of the Act, respectively. In this regard, the Company has submitted a suo moto application for compounding of the said default under Section 441 of the Act with the Northern Regional Director ("RD"). Except as stated above, no proceedings were initiated or concluded during the period under review before the Regional Director ("RD"), Central Government (Ministry of Corporate Affairs - "MCA"), the National Company Law Tribunal ("NCLT"), the National Company Law Appellate Tribunal ("NCLAT"), or any other regulatory authorities.
4. **a)** Five (05) meetings of the Board of Directors were properly called, convened and held on due dates as stated in the annual return of the Company. The Company has not constituted any committees; accordingly, no committee meetings were held during the year under review;
- b)** During the year under review, the 2nd Annual General Meeting (AGM) of the Company for the financial year 2022-23 was held on 12th September, 2024. The 3rd AGM for the financial year 2023-24, required to be held on 30th November, 2024, was delayed and held on 05th June, 2025, owing to unforeseen challenges in finalizing and presenting the duly audited financial statements within the stipulated time period.
- c)** The Company has passed one (01) resolution through circulation on 24th October, 2024 as per Section 175 respectively. In addition, over the period under review, the Company has passed no postal ballot resolutions;
- d)** Further report that proper notices were given and the proceedings were properly recorded in the Minute Books maintained in respect of the above said meeting(s) and the same have been duly signed;

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5. As per the information and explanation provided and record shown to me, the Company was not required to close its Register of Members / Securities holders during the period under review;
 6. As per the information and explanations provided by the management, the Company has neither advanced any loans nor given any guarantees or provided any securities that fall within the scope of Section 185 of the Companies Act, 2013.
 7. As per information and explanation provided by management all the transactions with related parties are in compliance with Section 188 of the Companies Act, 2013 and all the details have been disclosed in the financial statements;
 8. Issue or allotment or transfer or transmission or buyback of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of securities certificates:-
 - a) During the year under review, the Company has made allotment of Securities and issued relevant securities certificates in compliance with applicable provisions.
 - b) Further, the Company has not undertaken any transfer or transmission or buyback of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities.
 9. No instances were found for keeping 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 has not declared dividend during the period under review and there was no instance of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

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11. The signing of audited financial statement read with notes thereon have been signed as per the provisions of Section 134(1) of the Companies Act, 2013 and report of Director(s) is as per sub-section (3), (4), (5) and has been signed as per the provisions of Section 134(6) of the Companies Act, 2013;
 12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them -
 - a) During the period under review, there was no re-appointment/retirement/filing up of casual vacancies in the office of the Directors of the Company.
 - b) Mr. Ankit was appointed as the Company Secretary with effect from 17th July, 2024, and there was no re-appointment, retirement, or filling up of any casual vacancy of Key Managerial Personnel during the period under review.
 - c) During the period under review, the remuneration paid to the Key Managerial Personnel was in accordance with the provisions of the Act, and no remuneration was paid to the Directors.
 13. During the Period under review, the Company has not made any appointment/reappointment or filling up casual vacancies of auditors as per the provisions of Section 139 of the Act;
 14. The approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar of Companies, Court or such other authorities as per the provision of the Act in respect of any matter during the Financial year under review have been complied;
 15. Acceptance/ renewal/ repayment of deposits not applicable as there were no acceptance/ renewal/ repayment of deposits during the year under review;
 16. During the period under review, the Company has not made any borrowings from its Directors, Members, Public Financial Institutions, Banks or others. Hence,

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the provisions relating to creation, modification, or satisfaction of charges under the Act were not applicable.;

17. During the Period under review, the Company has not made any loan or investments or given any guarantee or provided any securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;
18. During the Period under review, The Company has not made any alterations in the Articles of Association ("AOA") and Memorandum of Association ("MOA")

For **Shashank Pashine & Associates**

Company Secretaries,

ICSI Unique Code: S2018DE639400

Peer Review Cert. No.: 2790/2022

SHASHAN
K PASHINE

Digitally
signed by
SHASHANK
PASHINE

CS Shashank Pashine

Proprietor

Membership No. F11665

CP. No. 21229

UDIN No.-F011665G003333511

Date: January 16, 2025

Place: New Delhi

Shashank Pashine & Associates

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This Form No. MGT-8 of even date is to be read along with this letter:

1. Maintenance of Secretarial and other laws records / compliance is the responsibility of the management of the Company. My responsibility is to express an opinion on such records / compliance, based on my examination.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records and other relevant records as maintained by the Company. My Certificate is based on the online verification of the documents / records supplied by the Company on email, its officers and Authorized Representatives and information available on the websites of the Company, ~~Bombay Stock Exchange / National Stock Exchange~~ / Ministry of Corporate Affairs and the physical verification of the records / documents carried out at the premise. Further, the verification was done on text basis to ensure that correct facts are reflected in secretarial records and other relevant records. I believe that the processes and practices I followed and the audit evidences I have obtained are sufficient and appropriate to provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of the financial statements / records and books of accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of the corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. My examination was limited to the verification of procedures on text basis.
6. This Form No. MGT 8 is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. I am issuing this certificate by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received

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by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct. This certificate is limited to the Statutory Compliances on laws regulations / guidelines listed in our certificate of which, the due date has been ended/expired on or before March 31, 2025 pertaining to Financial Year 2024-25.

For **Shashank Pashine & Associates**

Company Secretaries,

ICSI Unique Code: S2018DE639400

Peer Review Cert. No.: 2790/2022

SHASHANK Digitally signed
by SHASHANK
K PASHINE PASHINE

CS Shashank Pashine

Proprietor

Membership No. FI1665

CP. No. 21229

UDIN No. -F011665G003333511

Date: January 16, 2026

Place: New Delhi