

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the members of the Company will be held on Tuesday, the 17th day of September 2024 at 1st Floor, Tower – A, Global Business Park, Mehrauli - Gurugram Road, Gurugram – 122002 (Haryana) at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements for the financial year ended 31st March 2024 and the report of independent Auditors and Directors thereon.
2. To confirm the payment of interim dividend of Rs. 92.00/- per equity share as approved by the Board on 10th June, 2024 and subsequently paid to the shareholders.

SPECIAL BUSINESS

3. **Regularization of Additional Director, Mr. Nikhil Sharma, Managing Director of the Company, by appointing him as Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Nikhil Sharma (DIN: 10483594), Managing Director of the Company, who was appointed as an Additional Director on the Board of the Company with effect from 15th February 2024 and who holds office upto the date of the ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT any one of Mr. Nikhil Sharma, Managing Director of the Company or Mr. Anand Kumar Tiwari, Company Secretary of the Company, be and is hereby authorized to sign e-form DIR-12 digitally and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."



Innovative Treats. Better Future

Perfetti Van Melle India Pvt. Ltd.

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Corporate Office :- Global Business Park Tower-A, 1st Floor, Gurgaon-122002 (Haryana),
Mehrauli Gurgaon Road, Tel. : +91 0124 5084271

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Website www.perfettivanmelle.in

CIN U51909HR1992PTC036116

4. Regularization of Additional Director, Mr. Shridhar Gundu Kulkarni, by appointing him as Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Shridhar Gundu Kulkarni (DIN: 10401572) who was appointed as an Additional Director on the Board of the Company with effect from 28th November, 2023 and who holds office upto the date of the ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT any one of Mr. Nikhil Sharma, Managing Director of the Company or Mr. Anand Kumar Tiwari, Company Secretary of the Company, be and are hereby severally authorized to sign e-form DIR-12 digitally and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

5. Ratification of remuneration of Cost Auditor of the Company

To consider and, if thought fit, to pass with or without modification(s), with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14(b) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025, amounting to INR 220 Lacs as also the payment of relevant tax and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

6. Adoption of a new set of articles of association of the Company pursuant to the Companies Act, 2013.

To consider and, if thought fit to pass with or without modification(s), the following resolution as Special Resolution.

A handwritten signature in blue ink, appearing to be "A. K." or similar.

“RESOLVED THAT pursuant to provisions of Section 5 and Section 14 of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 and any other applicable provisions, if any (including any statutory modifications or re-enactment thereof, for the time being in force) and as approved by the Board, the new set of Article of Association in the form of Table F (with modifications to the extent of applicability on the Company) under the Companies Act, 2013 is hereby adopted in place of existing articles of association of the Company.”

“RESOLVED FURTHER THAT any one of Mr. Nikhil Sharma, Managing Director and Mr. Anand Kumar Tiwari, Company Secretary of the Company, be and are hereby severally authorized to sign and file all e-forms including e-Form MGT-14 along with such other documents as may be required with the Registrar of Companies and to do all such things, acts and deeds which may be necessary for giving effect to the aforesaid resolution.”

Notes:

1. **A Member entitled to attend, and vote is entitled to appoint a proxy to attend and vote instead of himself on a poll only and the proxy need not be a member of the company. The instrument appointing Proxy should be deposited at the Registered Office of the company at least 48 hours before the time of the commencement of the meeting.**
2. **A member holding more than 10% of the total share capital of the company carrying voting rights may appoint one person as Proxy and such person shall not act as a Proxy for any other person or member. A person can act as a proxy on behalf of the members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the company.**
3. **Members are requested to notify any changes in their address immediately to the Company’s Registered office address mentioned above.**
4. **The register of Director and Key Managerial Personnel and their shareholding shall remain open for inspection at the Annual General Meeting.**

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5. Corporate Members intending to depute their authorised representatives to attend the Board Meeting are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.

For and on behalf of the Board of Directors
Perfetti Van Melle India Private Limited


Anand Kumar Tiwari
Company Secretary

Place: Gurugram
Date: 22.08.2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no. 3

The Board of Directors of the Company has appointed Mr. Nikhil Sharma as an Additional Director of the company with effect from 15th February 2024 in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Article of Association of the Company. Pursuant to the provisions of section 161 of the Companies Act, 2013, Mr Nikhil Sharma shall hold the office up to the date of the forthcoming Annual General Meeting of the Company.

Mr. Nikhil Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as Such.

The Board considers that Mr. Nikhil Sharma's appointment as a Director of the Company would benefit the Company and hence recommends his appointment to the Board.

None of the Directors and their relatives, except Mr. Nikhil Sharma, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out in Item No. 3 for approval of the members.

Item no. 4

The Board of Directors of the Company has appointed Mr. Shridhar Gundu Kulkarni as an Additional Director of the company with effect from 28th November 2023 in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Article of Association of the Company. Pursuant to the provisions of section 161 of the Companies Act, 2013, Mr Shridhar Gundu Kulkarni shall hold the office up to the date of the forthcoming Annual General Meeting of the Company.

Mr. Shridhar Gundu Kulkarni is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and has given his consent to act as Director.

The Board considers that Mr. Shridhar Gundu Kulkarni's appointment as a Director of the Company would benefit the Company and hence recommends his appointment to the Board.

None of the Directors and their relatives, except Mr. Shridhar Gundu Kulkarni, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 4 for the members' approval.

A handwritten signature in blue ink, appearing to be "Au".



Item No. 5

The Board of Directors, in its meeting on 22nd August 2024, approved the appointment and remuneration of M/s Sanjay Gupta and Associates, Cost accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2025. In terms of the provisions of Section 148(3) of the Companies Act, 2013, read with rule 14(b) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to cost auditors is required to be ratified by the Members of the company. Accordingly, consent of the members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors and their relatives are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 5 for the members' approval.

Item No. 6

The Board of Directors of the Company approved the adoption of the Articles of Association in the form of Table F (with modifications to the extent of applicability on the Company) as provided under the Companies Act, 2013 in place of existing Articles of Association of the Company subject to the approval of the members by way of Special Resolution at the General Meeting of the Company.

Accordingly, consent of the members is sought for the adoption of Articles of Association in Form Table F (with modifications to the extent of applicability to the Company) as provided under the Companies Act, 2013, in place of the existing Articles of Association of the Company.

None of the Directors and their relatives are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Special Resolution set out in Item No. 6 for approval of the members.

For and on behalf of the Board of Directors

Perfetti Van Melle India Private Limited


Anand Kumar Tiwari
Company Secretary

Place: Gurugram

Date: 22.08.2024

ATTENDANCE SLIP

32nd ANNUAL GENERAL MEETING – 17th SEPTEMBER, 2024

Registered Folio No./DP ID No./Client ID No.:

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Number of Shares held

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I certify that I am a member/proxy/authorized representative for the members of the Company.

I hereby record my presence at the Annual General Meeting of the Company to be held on the 1st Floor, Tower – A, Global Business Park, Mehrauli- Gurugram Road, Gurugram – 122002 (Haryana) on Tuesday, the 17th September 2024, at 11:00 A.M.

Name of the member/proxy
(in BLOCK Letters)

Signature of the
member/proxy

Note:

1. Shareholders/Proxy holders wishing to attend the meeting should bring the duly filled attendance slip for the meeting.

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

32nd ANNUAL GENERAL MEETING ON 17th SEPTEMBER, 2024

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Clint Id:
DP ID:

I/ We, being the Member of Equity Shares of Perfetti Van Melle India Pvt. Ltd hereby appoint:

1. Name:
Address:
E-mail Id:
Signature:, or failing him/her
2. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 32nd Annual General Meeting of members of the Company, to be held on Tuesday, the 17th September, 2024 at 1st Floor, Tower – A, Global Business Park, Mehrauli -Gurugram Road, Gurugram – 122002 (Haryana) at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution	Vote (optional see Note 2) (Mention number of shares)		
		For	Against	Abstain
1.	Adoption of Audited Financial Statements of the Company for the financial year ended 31 st March, 2024, and the Reports of the Board and Auditors.			
2.	To confirm the payment of interim dividend of Rs.92/- per equity share as approved by the Board on 10 th June 2024 and subsequently paid to the shareholder			

Special Business				
3.	Regularisation of Additional Director, Mr. Nikhil Sharma, Managing Director of the Company by appointing him as Director of the Company.			
4.	Regularisation of Additional Director, Mr. Shridhar Gundu Kulkarni by appointing him as Director of the Company.			
5.	Ratification of the remuneration payable to cost auditors for the financial year ending 31 st March, 2025.			
6.	To consider adoption of new set of articles of association of Company pursuant to Companies Act, 2013.			

Signed this day of August 2024

Signature of Shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp of
Rs.1

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Annual General Meeting.

2. If you leave the "for", "against", "abstain" column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

ROUTE MAP OF CORPORATE OFFICE

