



NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of the Company will be held on Friday, the 27th September, 2019 at Platina Tower, M.G. Road, Behind Sikanderpur Metro Station, Gurugram – 122002 (Haryana) at 3.30 p.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, 2019 and the report of independent Auditors and Directors thereon.

SPECIAL BUSINESS

2. Appointment of Mr. Luca Parodi 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 of the Companies Act, 2013 and rules made thereunder, Mr. Luca Parodi (DIN: 08438171), who was appointed as an Additional Director of the company by the Board under section 161 of the Companies Act, 2013 w.e.f 01 May, 2019, and who hold office as such up to the date of ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT Mr. Rajesh Ramakrishnan, Managing Director or Mr. Atul Sud, Director of the Company be and is hereby severally authorized to digitally sign e-form DIR-12 and necessary documents to give effect to the above resolution with the concerned Registrar of Companies, N.C.T of Delhi & Haryana.”

3. Ratification of remuneration of Cost Auditor

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 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

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Perfetti Van Melle India Pvt. Ltd.

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CIN U51909HR1992PTC036116



audit of the cost records of the Company for the financial year ending 31st March, 2020, amounting to Rs. 1.80 lacs (Rupees One Lac Eighty Thousand only) 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."

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.**
2. **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.**
3. **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.**

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


Anand Kumar Tiwari
Company Secretary

Place: Gurugram
Date: 02.09.2019



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

Item No. 2

The Board of Directors of the Company had appointed Mr. Luca Parodi as an Additional Director of the Company with effect from 1st May, 2019. In accordance with the provisions of Section 161 of the Companies Act, 2013, he shall hold the office upto the date of the forthcoming Annual General Meeting and is eligible to be appointed as a Director of the Company.

In the opinion of the Board, Mr. Luca Parodi fulfills the conditions specified in the Companies Act, 2013 for appointment as Director of the Company.

None of the Directors and their relatives, except Mr. Luca Parodi, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item No. 2 for approval of the members.

Item No. 3

The Board of Directors of the Company 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, 2020. 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 recommend the Special Resolution set out at Item No. 3 for approval of the members.

For and on behalf of the Board of Directors

Perfetti Van Melle India Private Limited

A handwritten signature in blue ink, appearing to read "Anand Kumar Tiwari".

Anand Kumar Tiwari
Company Secretary

Place: Gurugram

Date: 02.09.2019

ATTENDANCE SLIP

27th ANNUAL GENERAL MEETING - 27th SEPTEMBER, 2019

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

| | | | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|

Number of Shares held

| | | | | | | | |
|--|--|--|--|--|--|--|--|
| | | | | | | | |
|--|--|--|--|--|--|--|--|

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

I hereby record my presence at the Annual General Meeting of the Company to be held at Platina Tower, M.G. Road, Behind Sikanderpur Metro Station, Gurugram – 122 002 (Haryana) on Friday, the 27th September, 2019 at 3.30 p.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]

27th ANNUAL GENERAL MEETING ON 27th SEPTEMBER, 2019

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 27th Annual General Meeting of members of the Company, to be held on Friday, 27th September, 2019 at 3.30 p.m. at Platina Tower, M.G. Road, Behind Sikanderpur Metro Station, Gurugram – 122 002 (Haryana) 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) | | |
|-------------------|---|---------------------------|---|---------|---------|
| Ordinary Business | | | For | Against | Abstain |
| 1. | Adoption of Audited Financial Statements of the Company for the financial year ended March 31 st 2019, and the Reports of the Board and Auditors | | | | |
| Special Business | | | | | |
| 2. | Appointment of Mr. Luca Parodi as Director of the Company | | | | |
| 3. | Ratification of the remuneration payable to cost auditors for the financial year ending 31 st March, 2020 | | | | |

Signed this day of September 2019

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 REGISTERED OFFICE

