

## **NOTICE OF 26<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the members of the Company Perfetti Van Melle India Private Limited will be held on Friday, the 28<sup>th</sup> September, 2018 at the Registered Office of the company at 47<sup>th</sup> Milestone, Delhi-Jaipur Highway, Manesar, Gurgaon - 122050 (Haryana) at 3:30 p.m. to transact the following business at a shorter notice:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2018 and the report of independent Auditors and Directors thereon.

### **SPECIAL BUSINESS**

2. **Appointment of Mr. Rajesh Ramakrishnan 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. Rajesh Ramakrishnan (DIN:08153111), who was appointed as an Additional Director of the company by the Board under section 161 of the Companies Act, 2013 on 07<sup>th</sup> June 2018, and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company.”

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 audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2019, 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.”

**Always innovating what confectionery can do**

Perfetti Van Melle India Pvt. Ltd.

Regd. Office :-

47<sup>th</sup> Milestone, Delhi-Jaipur Highway, Manesar, Gurugram - 122050 (HR)  
Tel : +91 124 6730452 / 6730453 Fax : +91 124 6730473

**E-Mail** [consumercare@in.pvmgrp.com](mailto:consumercare@in.pvmgrp.com)

1

**Website** [www.perfettivanmelle.in](http://www.perfettivanmelle.in)

Corporate Office:-

Global Business Park Tower-A, 1<sup>st</sup> Floor M.G. Road, Gurugram -122002 (HR)  
Tel : +91 124 6726371 Fax : +91 124 2803212

**CIN** U51909HR1992PTC036116



**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.

By order of the Board  
for Perfetti Van Melle India Pvt. Ltd.

  
Anand Kumar Tiwari  
Company Secretary

Place: Gurugram  
Date: 19.09.2018





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

### **Item No. 2**

Mr. Rajesh Ramakrishnan was appointed as an Additional Director of the Company w.e.f. 07<sup>th</sup> June, 2018 by a circular resolution.

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 reappointed as a Director of the Company. Therefore, Member's approval is required for his appointment as a Director of the Company.

Subsequently, post appointment as an Additional Director, Mr. Rajesh Ramakrishnan has also been appointed as Managing Director of the Company w.e.f. 01<sup>st</sup> July, 2018 in the Board Meeting held on 21<sup>st</sup> June 2018.


None of the Directors, except Mr. Rajesh Ramakrishnan and their relatives, 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 31<sup>st</sup> March, 2019. 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 commends the Ordinary Resolution set out at Item No. 3 for approval of the members.

**By order of the Board  
for Perfetti Van Melle India Pvt. Ltd.**

  
**Anand Kumar Tiwari  
Company Secretary**

Place: Gurugram  
Date: 19.09.2018

## ATTENDANCE SLIP

### 26<sup>TH</sup> ANNUAL GENERAL MEETING-28<sup>TH</sup> SEPTEMBER, 2018

**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 member of the Company.

I hereby record my presence at the Annual General Meeting of the Company to be held at on 28<sup>th</sup> day of September, 2018 at 03:30 P.M. at registered office of the company at 47<sup>th</sup> Milestone, Delhi-Jaipur Highway, Manesar, Gurgaon-122050 (Haryana).

.....  
Name of the member/proxy

(in BLOCK Letters)

.....  
Signature of the member/proxy

**Note:**

1. Members/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]*

**26<sup>TH</sup> ANNUAL GENERAL MEETING- 28<sup>TH</sup> SEPTEMBER, 2018**

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 Private Limited 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 26<sup>th</sup> Annual General Meeting of members of the Company, to be held on 28<sup>th</sup> day of September, 2018 at 03:30 P.M. at registered office of the company at 47<sup>th</sup> Milestone, Delhi-Jaipur Highway, Manesar, Gurgaon – 122050 (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 <sup>st</sup> 2018, and the Reports of the Board and Auditors				
Special Business					
2.	Appointment of Mr. Rajesh Ramakrishnan as Director of the Company				
3.	Ratification of the remuneration payable to cost auditors for the financial year ending 31 <sup>st</sup> March, 2019				

Signed this ..... day of.....2018

Signature of Member:.....

Signature of Proxy holder(s):.....

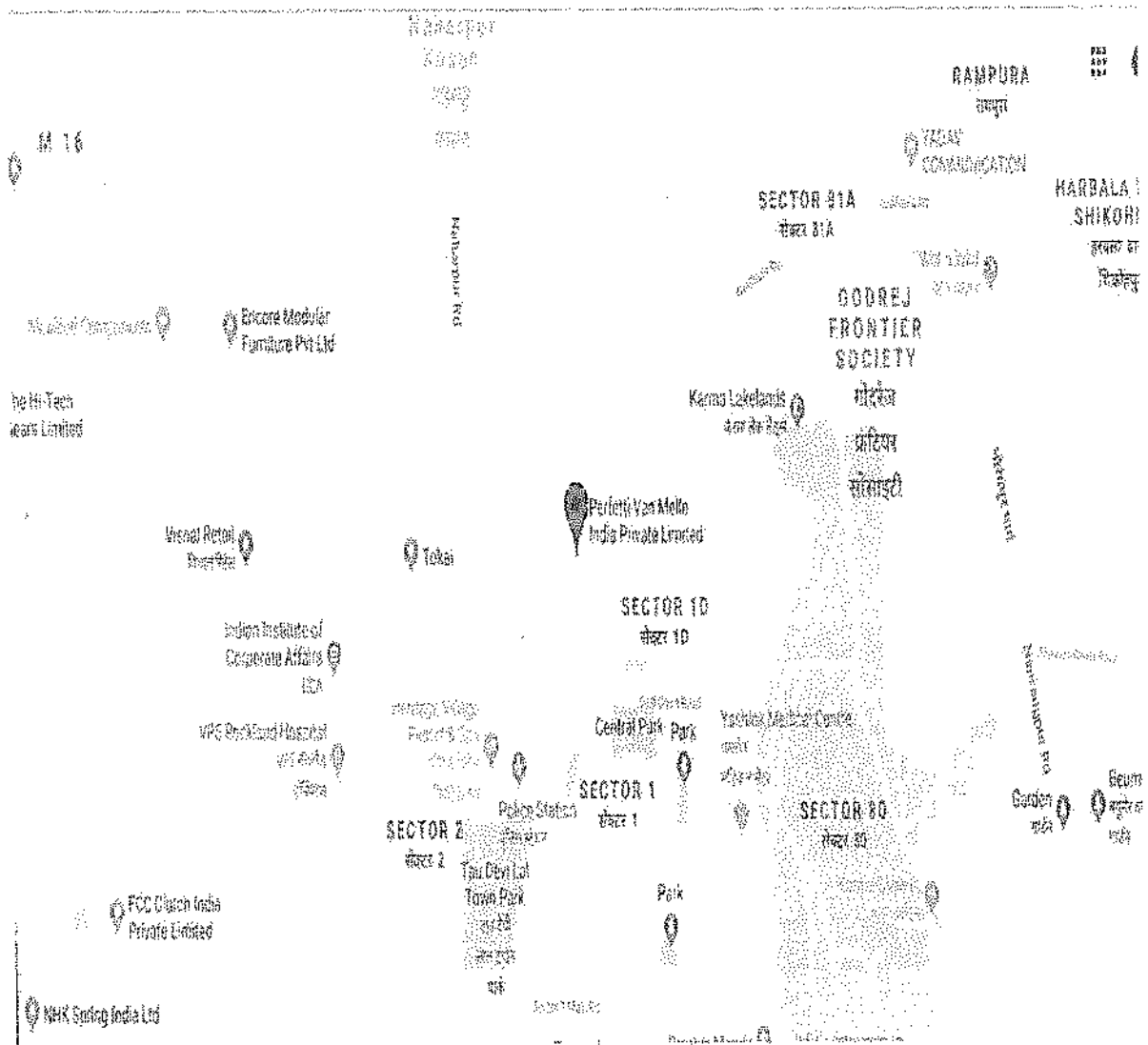
Affix  
Revenue  
Stamp of  
Rs.1

**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



### Regd. Office:

Perfetti Van Melle India Private Limited  
47<sup>th</sup> Milestone, Delhi-Jaipur Highway,  
Manesar, Gurgaon - 122050