

## NOTICE

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the members of the company will be held on Friday, the 29<sup>th</sup> September, 2017 at the Registered Office of the company at 47<sup>th</sup> Milestone, Delhi-Jaipur Highway, Manesar, Gurgaon – 122 050 (Haryana) at 3.00 p.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2017 and the report of independent Auditor's and Director's thereon.
2. To re-appoint M/s Deloitte Haskins and sells, Chartered Accountants, (firm registration no. 0154125N), as statutory auditors of the company for the next five financial years i.e. from conclusion of the forthcoming Annual General Meeting till conclusion of the 30<sup>th</sup> Annual General Meeting relevant to the financial year 2021-22, subject to ratification at every Annual General Meeting and to fix their remuneration for the financial year ending 31<sup>st</sup> March, 2018.

### SPECIAL BUSINESS

3. **To consider and, if thought fit, to pass 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, 2018, 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."

4. **To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Atul Sud (DIN : 00388162) who was appointed as an additional Director of the Company with effect from 16<sup>th</sup> August, 2017, under Section 161 of the Companies Act, 2013, be and is hereby appointed as Director of the Company."

Contd...2.

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Perfetti Van Melle India Pvt. Ltd.

Regd. Office :-

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

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

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

Corporate Office:-

Global Business Park Tower-A, 1<sup>st</sup> Floor, Gurgaon-122002 (Haryana).  
Mehrauli Gurgaon Road. Tel : +91 124 6726371 Fax : +91 124 2803212

CIN US1909HR1992PTC036116

## **EXPLANATORY STATEMENT**

### **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, 2018. 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 Cost Auditors.

None of the Directors and their relatives, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Special Resolution set out at Item No. 3 for approval of the members.

### **Item no. 4**

The Board of Directors of the Company has appointed Mr. Atul Sud as an Additional Director of the company with effect from 16<sup>th</sup> August 2017. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Atul Sud 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.

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

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. 4 for approval of the members.

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

  
**Harsh Arora**  
**Director & Company Secretary**  
**(DIN: 00132859)**

Place: Gurgaon  
Date: 23.08.2017

### **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.**

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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.

  
Harsh Arora  
Director & Company Secretary  
(DIN: 00132859)  


Place: Gurgaon  
Date: 23.08.2017