

**NOTICE**

Notice is hereby given that an Extra Ordinary General Meeting of the Members of **PERFETTI VAN MELLE INDIA PRIVATE LIMITED** will be held on Thursday, the 12<sup>th</sup> day of December, 2013 at 11:00 a.m. at the Registered office of the company at 47<sup>th</sup> Milestone, Delhi-Jaipur Highway, Manesar, Gurgaon-122050 to transact the following business:-

**SPECIAL BUSINESS**

To consider and if deem fit to pass, with or without modification(s), the following as Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 17 of the Companies Act, 1956 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof and subject to the necessary approvals from Registrar of Companies; Sub Clause III (B), 'The Objects Incidental or Ancillary to the attainment of the Main Objects', of the Memorandum of Association of the Company, be and is hereby altered by insertion of following clauses as set out hereunder:

The insertion of new clauses 54 and 55 in "The Objects Incidental or Ancillary to the attainment of the Main Objects" under Sub Clause III (B) as:

- 54 *To undertake needful activities as hedgers in sugar and other agricultural or other products and/ or as investor therein, in spot markets and in futures and all kinds of derivatives thereof in furtherance to the Main Objects.*
- 55 *To become members of and participate in trading, settlement and other activities of commodity exchange/s in India (including national multi-commodity exchange/s) and in clearing/settlement of trades in spots, in futures and in derivatives of Sugar and other agricultural or other products."*

**“FURTHER RESOLVED THAT** Mr. Ramesh Jayaraman, Managing Director and/ or Mr. Harsh Arora, Director and Company Secretary of the Company, be and are hereby authorised to give effect to the said alteration to the Memorandum of Association of the Company and to give intimation and file necessary forms, as required under the Act, with the Registrar of Companies and to do all such acts, deeds and things incidental and ancillary thereto.”

Contd...2.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
PERFETTI VAN MELLE INDIA PRIVATE LIMITED**

**Place: Gurgaon  
Dated: 11.12.2013**

  
**HARSH KUMAR ARORA**  
**(DIN-00132859)**  
**(DIRECTOR AND COMPANY SECRETARY)**

**NOTES:-**

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.
- 2) Proxies in order to be effective must be lodged with the company at least 48 hours before the meeting.
- 3) The statement pursuant to section 102(1) of the Companies Act, 2013, is annexed hereto and form part of the notice.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
PERFETTI VAN MELLE INDIA PRIVATE LIMITED**

**Place: Gurgaon  
Dated: 11.12.2013**

  
**(HARSH KUMAR ARORA)**  
**(DIN-00132859)**  
**DIRECTOR AND COMPANY SECRETARY**

Contd...3.

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

**Item No.1**

The Company buys large quantity of Sugar to meet its production needs for confectionery. Being an agricultural commodity, its price is always subject to wide fluctuations and even marginal increase in the price of the sugar impacts cost of production substantially.

Currently, we buy sugar as a 'Spot' commodity. This leaves us open to the market swings in the price. The Company desires to shield against fluctuation in sugar prices and one of the better methods considered is to hedge the price of Sugar. This is done by taking a position in the future/forward market that is opposite to the one in the physical market with the objective of reducing or limiting risks associated with price changes. A gain or loss in the cash position due to changes in price levels will be countered by changes in the value of a futures position.

Besides hedging against Sugar, the proposed resolution would also enable the Company to adopt similar trade mechanism for other items which may be of its interest.

Hence, the proposed resolution.


Your Directors recommend the resolution to be passed as Special Resolution set out at herein before for your approval.

None of the Directors or Key Managerial Personnel or their relatives are interested in the resolution.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
PERFETTI VAN MELLE INDIA PRIVATE LIMITED**

**Place: Gurgaon**

**Dated: 11.12.2013**

  
**HARSH KUMAR ARORA**  
**(DIN-00132859)**

**DIRECTOR AND COMPANY SECRETARY**