



## SHORTER NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF PERFETTI VAN MELLE INDIA PRIVATE LIMITED ("COMPANY") IS SCHEDULED TO BE HELD ON TUESDAY, THE 18<sup>TH</sup> DAY OF MARCH, 2025 AT 11:00 A.M. AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT 4<sup>TH</sup> FLOOR, AIPL MASTERPIECE, DLF PHASE V, GOLF COURSE ROAD, SECTOR-54, GURUGRAM, HARYANA – 122002 TO TRANSACT THE FOLLOWING BUSINESS:

### SPECIAL BUSINESS:

**ITEM NO. 1: TO CONSIDER AND APPROVE SHIFTING THE COMPANY'S REGISTERED OFFICE FROM THE STATE OF HARYANA TO NATIONAL CAPITAL TERRITORY OF DELHI AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to Section 12 and 13 of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), and subject to approval of Regional Director, Ministry of Corporate Affairs, the consent of the members of the Company is hereby accorded for shifting of the registered office of the Company from State of Haryana to NCT of Delhi."

**"RESOLVED FURTHER THAT** Clause II of the Memorandum of Association of the Company be altered by substituting the following clause:

**II. "The registered office of the company will be situated in the NCT of Delhi."**

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, Mr. Nikhil Sharma, Managing Director, Mr. Shridhar Gundu Kulkarni, Director or Mr. Anand Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to do and/or to delegate all such acts, deeds, matters, and things (including but not limited to appointment of consultants to represent the Company before the concerned authorities) and to execute all such documents, deeds, petitions, affidavits, necessary forms etc. and filing the same with the Registrar of Companies, office of Regional Director and State Government or any other concerned authority, as may be necessary, incidental or conducive for the furtherance of aforesaid purpose and as it may deem fit in the interest of the Company."

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

**Name: Anand Kumar Tiwari  
Designation: Company Secretary**

**Date: Gurugram  
Place: 11.03.2025**

**Innovative Treats, Better Future**

Perfetti Van Melle India Pvt. Ltd.

**Regd. Office:-** 47th Milestone, Delhi-Jaipur Highway, Manesar, Gurugram - 122050 (HR)  
Tel.: +91 124 5050452 / 5050453

**Corporate Office:-** AIPL Masterpiece, 4th Floor, DLF Phase 5, Golf Course Road, Sector 54,  
Gurugram-122002, Tel : +91 0124-6591111

**E-mail** consumercare@in.pvmgrp.com  
**Website** www.perfettivanmelle.in  
**CIN** U51909HR1992PTC036116



**NOTES:**

1. A Member entitled to attend and vote, is entitled to appoint a Proxy to attend and vote instead of himself and a 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 General Meeting.
5. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.
6. 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.
7. The route map showing directions to reach the venue of the EGM is annexed hereto and forms part of the Notice.



## **EXPLANATORY STATEMENT**

*(Pursuant to the provisions of Section 102 of the Companies Act, 2013)*

### **Item No. 1**

The members of the Company are hereby informed that pursuant to Section 12(5) of the Companies Act, 2013, approval of the members by way of Special Resolution is required if the registered office of the Company is shifted outside the local limits of any city, town, or village where such registered office is situated.

Presently, the registered office of the Company is situated in the State of Haryana at 47<sup>th</sup> Milestone Delhi-Jaipur Highway, Manesar, Gurgaon, Haryana – 122 050. The Board of Directors of the Company have approved the shifting of registered office of the Company from the State of Haryana to NCT of Delhi for achieving better operational efficiency. The change of registered office of the Company will enable the Company to achieve operational efficiency, business strategy, synergy, streamline management system, better administrative control and to carry out the business activities more economically & efficiently and also help to enlarge the area of its business operations.

Consequent to the aforesaid change in the registered office of the Company, the relevant Registered Office clause of the Memorandum of Association of the Company would be required to be altered.

As per provisions of Section 12 & 13 of the Companies Act, 2013 read with rules made thereunder and other applicable provisions, if any, approval of members of the Company is necessary for shifting of the registered office the Company from the State of Haryana to NCT of Delhi and consequent alteration of Clause II of the Memorandum of Association of the Company as set out in the Notice, by way of Special Resolution.

The draft of the new set of Memorandum of Association of the Company proposed for approval is being circulated along with this notice of EGM and is also available for inspection by the members of the Company during normal business hours at the registered office of the Company and copies thereof shall also be made available for inspection at the registered office of the Company.

Accordingly, your Board recommends the resolution set out at Item No. 1 seeking approval of the members of the Company for shifting the registered office of the Company and consequential amendment to the Memorandum of Association of the Company.

None of the Directors, Key Managerial Persons and their relatives, are in any way interested or concerned, financially or otherwise, in the item being proposed for approval of 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", written over a horizontal line.

**Name: Anand Kumar Tiwari**  
**Designation: Company Secretary**

**Date: Gurugram**  
**Place: 11.03.2025**

**ATTENDANCE SLIP**

**EXTRA-ORDINARY GENERAL MEETING – 18<sup>TH</sup> MARCH, 2025**

**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 Extra-Ordinary General Meeting of the Company to be held at 4<sup>th</sup> Floor, AIPL Masterpiece, DLF Phase V, Golf Course Road, Sector-54, Gurugram, Haryana – 122 002 (Haryana) on Tuesday, the 18<sup>th</sup> March, 2025 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]*

**EXTRA-ORDINARY GENERAL MEETING ON 18<sup>TH</sup> MARCH, 2025**

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 Extra-Ordinary General Meeting of members of the Company, to be held on Tuesday, the 18<sup>th</sup> March, 2025 at 4<sup>th</sup> Floor, AIPL Masterpiece, DLF Phase V, Golf Course Road, Sector-54, Gurugram, Haryana-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
Special Business				
1.	To consider and approve shifting of Company's registered office from the State of Haryana to National Capital Territory of Delhi and alteration of Memorandum of Association of the Company			

Signed this ..... day of March\_\_\_\_\_, 2025

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 Extra-Ordinary 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.
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## ROUTE MAP

