

SHORTER NOTICE

SHORTER Notice is hereby given that the 31st Annual General Meeting of the members of the Company will be held on Tuesday, the 31st Day of October, 2023 at 1st Floor, Tower – A, Global Business Park, Mehrauli- Gurugram Road, Gurugram – 122002 (Haryana) at 11:00 A.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, 2023 and the report of independent Auditors and Directors thereon.
2. To confirm the payment of interim dividend of Rs.71.50/- per equity share as approved by the Board on 13th February 2023 and subsequently paid to the shareholder.
3. To confirm the payment of interim dividend of Rs.132/- per equity share as approved by the Board on 3rd October 2023 and subsequently paid to the shareholder.

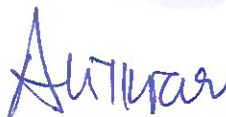
SPECIAL BUSINESS

4. Regularizations of Additional Director, Mr. Ramesh Chari Rangachari by appointing him as Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ramesh Chari Rangachari (DIN: 10369910) who was appointed as an Additional Director on the Board of the Company with effect from 30th October 2023 and who holds office upto the date of the ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Directors of the Company and/ or Mr. Anand Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to digitally sign e-form DIR-12 and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution. "



Always innovating what confectionery can do

Perfetti Van Melle India Pvt. Ltd.

Regd. Office :-

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(HR) Tel : +91 124 5050452 / 5050453 Fax : +91 124 5050473

Corporate Office:-

Global Business Park Tower-A, 1st Floor, M.G. Road, Gurugram-122002
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Website www.perfettivanmelle.in

CIN U51909HR1992PTC036116





5. 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 31st March, 2024, amounting to INR 2.20 Lacs 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. 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 Annual General Meeting.
5. 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.

For and on behalf of the Board of Directors

Perfetti Van Melle India Private Limited


Anand Kumar Tiwari

Company Secretary

Place: Gurugram

Date: 30th October 2023



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

Item no. 4

The Board of Directors of the Company has appointed Mr. Ramesh Chari Rangachari as an Additional Director of the company with effect from 30th October 2023 in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Article of Association of the Company. Pursuant to the provisions of section 161 of the Companies Act, 2013, the above, Mr. Ramesh Chari Rangachari shall hold the office upto the date of the forthcoming Annual General Meeting of the Company.

Mr. Ramesh Chari Rangachari is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Ramesh Chari Rangachari as Director of the Company would be beneficial to the Company and hence recommends his appointment to the Board.

None of the Directors and their relatives, except Mr. Ramesh Chari Rangachari, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 4 for approval of the members.

Item No. 5

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, 2024. 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 recommends the Ordinary Resolution set out at Item No. 5 for approval of the members.

For and on behalf of the Board of Directors

Perfetti Van Melle India Private Limited

Anand Kumar Tiwari

Company Secretary

Place: Gurugram

Date: 30th October 2023

ATTENDANCE SLIP

31st ANNUAL GENERAL MEETING - 31st OCTOBER, 2023

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 1st Floor, Tower – A, Global Business Park, Mehrauli- Gurugram Road, Gurugram – 122002 (Haryana) on Tuesday, the 31st October, 2023 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]

31st ANNUAL GENERAL MEETING ON 31st OCTOBER, 2023

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 31st Annual General Meeting of members of the Company, to be held on Tuesday, the 31st October, 2023 at 1st Floor, Tower – A, Global Business Park, Mehrauli - Gurugram Road, Gurugram – 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
1.	Adoption of Audited Financial Statements of the Company for the financial year ended 31 st March, 2023, and the Reports of the Board and Auditors.			
2.	To confirm the payment of interim dividend of Rs.71.50/- per equity share as approved by the Board on 13 February 2023 and subsequently paid to the shareholder			
3.	To confirm the payment of interim dividend of Rs.132/- per equity share as approved by the Board on 3 rd October 2023 and subsequently paid to the shareholder.			

Special Business				
4.	Regularisation of Additional Director, Mr. Ramesh Chari Rangachari by appointing him as Director of the Company			
5.	Ratification of the remuneration payable to cost auditors for the financial year ending 31 st March, 2024			

Signed this day of October_____, 2023

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

