

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of the company will be held on Tuesday, the 29th September, 2015 at the Registered Office of the company at 47th 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 31st March, 2015 and the report of independent Auditor's and Director's thereon.
2. To ratify the appointment of M/S Deloitte Haskins and sells, Chartered Accountants, (firm registration no. 0154125N) as approved by Members at the Twenty Second Annual General Meeting as Statutory Auditors of the Company, to hold office till the conclusion of Twenty Fifth AGM of the Company relevant to the financial year 2016-17 and to fix their remuneration for the financial year ending 31st March, 2016.

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 149 and other applicable provisions, if any, of the Companies Act, 2013 Mr. Hubertus Jacobus Sanders (DIN: 06977466), who was appointed as an Additional Director of the Company with effect from 6th October, 2014 under Section 161 of the Companies Act, 2013, be and is hereby re-appointed as Director of the Company.”

4. 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 and the Rules made thereunder, 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, 2016, amounting to Rs. 1.50 lacs (Rupees One Lakh and Fifty Thousand only) as also the payment of service tax as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.



PERFETTI VAN MELLE INDIA PVT. LTD.
CIN : U51909HR1992PTC036116

REGD. OFFICE : 47TH MILESTONE, DELHI-JAIPUR HIGHWAY, MANESAR, GURGAON - 122 050 (HARYANA)
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EXPLANATORY STATEMENT

Item No. 3

The Board of Directors of the Company had appointed Mr. Hubertus Jacobus Sanders as an Additional Director of the Company with effect from 6th October, 2014. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Hubertus Jacobus Sanders shall hold office upto the date of the forthcoming Annual General Meeting and is eligible to be re-appointed as a Director.

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

None of the Directors and their relatives, except Mr. Hubertus Jacobus Sanders, 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.

Item no.4

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, 2016. In terms of provisions of Section 148(3) of the companies Act, 2013 read with rule 14(a) (ii) 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 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)
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Place: Gurgaon
Date: 01.09.2015

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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.


Harsh Arora
Director & Company Secretary
(DIN: 00132859)
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Place: Gurgaon
Date: 01.09.2015