

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of the Company "**Benetton India Private limited**" (CIN U74899HR1992FTC035893) will be held on Tuesday, 29th August 2023 at 04.00 P.M at the Registered Office of the Company situated at Plot No. 25, B Block, Infocity, Sector 34, Gurgaon, Haryana 122001 to transact the following business:

I ORDINARY BUSINESS:

1. To receive, consider, and adopt the audited Financial Statements of the Company for the Financial Year ended as on 31st March 2023 together with the Reports of Directors and Auditors thereon.
2. Ratification of appointment of M/s. Nangia & Co. LLP, Chartered Accountants (Firm Registration No. 002391C/N500069) as statutory auditors of the Company for the Financial year 2023-24 and to authorize the Board to fix their remuneration.

II SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularization of Additional Director, Mr. Lars Nielsen (DIN 10255044) as Director of the Company.

"**RESOLVED THAT** pursuant to Sections 149, 152, 161 and all other applicable provisions, if any, of the Companies Act 2013 read with rules made there under (including any statutory modification or re-enactment thereof), Mr. Lars Nielsen was appointed as Additional Director in the Company on 28th August, 2023 and whose office ceases at the commencement of the 31st Annual General Meeting be and is hereby appointed as Director of the Company."

For and on behalf of
Benetton India Private Limited

Neha Kothari


(Neha Kothari)
Company Secretary
M. No. A34257

Place: Gurgaon
Date: 28th August 2023

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE THEREAT INSTEAD OF HIMSELF/HERSELF A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. An instrument appointing a Proxy to be effective must be lodged at the Registered Office of the Company at least 2 hours before the commencement of the Meeting.
3. Explanatory Statement with respect to Section 102 of the Companies Act, 2013 and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto the notice.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard-2]

Item No 3:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, The Board of Directors of the Company have appointed Mr. Lars Nielsen bearing Director Identification Number: 10255044 as an additional Director of the Company at their meeting held on 28th August 2023 who shall hold the office till the commencement of ensuing 31st Annual General Meeting of the Members of the Company.

Accordingly, in terms of the requirements of the provisions of the Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Lars Nielsen as Director of the Company.

Brief profile of Mr. Lars Nielsen is given below for reference purpose of the member:

Full Name	Lars Nielsen
Age	39
Qualifications	Higher Commercial Examination Programme in Denmark in 2004 and completed Higher Diploma (2004 - 2008) in financials & accounting
Experience & past remuneration	19
Recognition & Awards	N.A.
Terms and conditions of appointment	The terms and conditions of his appointment is in compliance with the applicable provisions of the Companies Act, 2013.



Date of first appointment in the board	28.08.2023
Shareholding in the Company and other pecuniary relation with the Company	No Shareholding in the Company.
Remuneration Details and Justification	Mr. Lars Nielsen has been appointed at a remuneration of INR 1,40,00,000/- (One Crore Forty Lakh) per annum. The remuneration provided to him is at par with the industry standards prevalent in the country.
Number of Meetings attended during the year	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	None
Directorships and Membership/ Chairmanship of other Boards	Nil

Your Board of Directors recommends the resolution set out in item no. 3 of this notice for your consideration and approval by way of an ordinary resolution.

None of the directors or Key Managerial Personnel of the Company or their relatives except the proposed personnel is concerned or interested in the proposed resolution.

(Meha Kothari)



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]

"Benetton India Private limited"
B-25, Infocity, Sector 34, Gurgaon, Haryana
CIN: U74899HR1992FTC035893

Name of the member (s) :
Registered address :
E-mail Id :
Folio No/ Client Id :
DP ID :

I/We, being the member (s) of shares of the above-named company, hereby appoint

1. Name:
Address: E-mail Id:
Signature:....., or failing him

2. Name:
Address: E-mail Id:
Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual general meeting of the company, to be held on the Tuesday, 29th August, 2023 at 04.00 P.M at registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this..... day of..... 20....

Signature of Share holder

Signature of Proxy holder(s)

Affix a Revenue Stamp

Note: 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 2 hours before the commencement of the Meeting.



ATTENDANCE SLIP

31st Annual General Meeting held on Tuesday, 29th August 2023

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

DATE		TIME	
VENUE:			

Regd. Folio		DP ID & Client ID	
(If not dematerialized)		(If dematerialized)	
Name of the Shareholder			
Number of Shares			

I hereby record my presence at the 31st Annual General Meeting of the Company at 04:00 P.M. at the registered office of the Company.

Signature of the Member/ Proxy

(Neha Kothari)
