



Board of Directors:

Mr. Rakesh Bharti Mittal, Chairman

Mr. Abhinav Kapoor, CEO & Whole Time Director

Mr. Harjeet Singh Kohli, Director

Mr. Ramit Bharti Mittal, Director

Mr. Joselito Jr Dee Campos, Director

Mr. Rolando Cortes Gapud, Director

Mr. Luis Francisco Alejandro, Director

Registered Office:

C 2, First Floor, Plot No. 16,
Udyog Vihar, Phase - IV,
Gurugram – 122 015.

Secretarial Auditors:

M/S Chandrasekaran Associates
11-F Pocket-IV, Mayur Vihar Phase-1,
Delhi-110091

Statutory Auditors:

B S R & Co. LLP
Chartered Accountants,

Registrars:

M/s. MCS Share Transfer Agent Limited,
F-65, I Floor, Okhla Industrial Area,
Phase – I, New Delhi – 110 020.

Del Monte Foods Private Limited

CIN: U15133HR2004PTC041215

Registered Office: C-2, First Floor, Plot No. 16, Udyog Vihar, Phase – IV, Gurugram – 122015, Haryana, India.

Corporate Office: 4th Floor, Unitech Commercial Tower 2, Greenwoods City, Block B, Sector 45, Gurgaon- 122003, Haryana, India

Website: www.delmontefoods.in | email: info@delmontefoods.in | Tel: +91-124-4109400 | Fax: +91-124-4109390



NOTICE OF 01/2024-25 EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting 01/2024-25, of the members of Del Monte Foods Private Limited will be held at a shorter notice on Tuesday, September 10, 2024 at 17:00 hours at the registered office of the Company at C2, First Floor, Plot No. 16, Udyog Vihar, Phase – IV, Gurugram – 122 015 to transact the following businesses:

SPECIAL BUSINESS:

I. APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY ALONG WITH ALTERATION OF ITS MEMORANDUM AND ARTICLE OF ASSOCIATION

To consider and if thought fit, to pass with or without modification/(s), if any the following resolution as an *Ordinary Resolution*:

“RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the rules framed thereunder and the Articles of Association, the consent of the members of the Company, be and is hereby accorded to increase the Authorised Share Capital of the Company from existing INR 430,00,00,000 (Indian Rupees Four Hundred Thirty Crore Only) divided into 43,00,00,000 (Forty-Three Crore) Equity Shares of INR 10/- each to INR 600,00,00,000 (Indian Rupees Six Hundred Crore Only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of INR 10/- each by creation of additional 17,00,00,000 (Seventeen Crore) Equity Share of INR 10/- (Indian Rupees Ten) each ranking *pari-passu* in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the rules framed thereunder and the Articles of Association, the consent of the members of the Company be and is hereby accorded for amending and substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorised Share Capital of the Company is INR 600,00,00,000/- (Indian Rupees Six Hundred Crore Only) divided into:

- 60,00,00,000 (Sixty Crore) Equity Shares of face value of INR 10/- (Indian Rupees Ten) each.

RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and are hereby severally authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution.”

By Order of the Board
For Del Monte Foods Private Limited



Kavita
Company Secretary

Membership No: A27174

Address: 04th Floor, Unitech Commercial
Tower II, Block B, Greenwood City,
Sector 45, Gurugram, Haryana - 122003

Date: 10th September 2024

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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/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly stamped and signed, not less than 48 hours before the time fixed for the Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at Extra Ordinary General Meeting is annexed.
5. In case of a member being a body corporate, an extract of the board resolution nominating a representative to attend the meeting on its behalf as per provisions of section 113 of the Companies Act, 2013 be sent to the company.
6. Members are requested to notify immediately any change of address to the Company.

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Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

Item No: 1

Owing to a proposed business transaction and meeting other financial requirements of the Company, the Consent of the Board of Directors had been accorded to increase the authorised share capital of the Company vide Board Meeting dated September 10, 2024, subject to the approval of members.

The total fund requirement for the aforesaid transaction is approx. INR 150 crore (Rupees One Hundred and Fifty Crore only) which shall also include further investment in its subsidiary company by way of rights issue. The existing authorised share capital of the Company is INR 430,00,00,000/- (Indian Rupees Four Hundred and Thirty Crore only), whereby the total paid up capital of the Company is INR 4,16,03,67,460/- (Indian Rupees Four Hundred Sixteen Crore Three Lac Sixty-Seven Thousand Four Hundred and Sixty only). Now in order to infuse INR 150 crore (Indian Rupees One Hundred and Fifty Crore only), the Company requires to increase its authorised share capital, which also include alteration in the Capital clause (i.e. Clause V) of the Memorandum of Association of the Company, in accordance with provisions of the Companies Act, 2013 and Articles of Association of the Company, as applicable to a Private Limited Company.

All the related documents including altered Memorandum of Association shall be open for inspection by the members during business hours on all working days at the registered office of the Company upto the date of the Extra-Ordinary General Meeting.

Accordingly consent of the members is sought for passing above resolution as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution set out in **Item No. 1** of the Notice.

**By Order of the Board
For Del Monte Foods Private Limited**

**Kavita
Company Secretary**

Membership No: A27174

**Address: 04th Floor, Unitech Commercial
Tower II, Block B, Greenwood City,
Sector 45, Gurugram, Haryana - 122003**

Date: 10th September 2024

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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]

CIN : U15133HR2004PTC041215
Name of the Company : Del Monte Foods Private Limited
Registered Office : C 2, First Floor, Plot No. 16, Udyog Vihar,
Phase IV, Gurugram – 122 015
Name of the member (s) : _____
Registered address : _____
E-mail ID : _____
Folio No./DP ID/Client ID : _____

I/We, being 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
- (3) 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 Extra General Meeting of the Company, to be held on Tuesday, September 10, 2024 at 17.00 hrs at C 2, First Floor, Plot No. 16, Udyog Vihar, Phase – IV, Gurugram – 122 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

1. Approval for Increase in Authorized share capital of the Company along with its alteration in the Memorandum and Article of Association

Signed this _____ day of _____, 2024

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp of Rs. 1

Notes:

- a. This form of proxy to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
- b. Notwithstanding the above, the proxies can vote on such other items which may be tabled at the meeting by the members present.

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EXTRA ORDINARY GENERAL MEETING

Del Monte Foods Private Limited
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Registered Office: C2, First Floor, Plot No. 16, Udyog Vihar,
Phase – IV, Gurugram – 122 015

Admission Slip

Folio No./DP ID/Client ID		
No of Equity Shares held		
Name of the Shareholder		
Name of the Proxy		

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the members of the Company held on Tuesday, September 10, 2024 at 17.00 hrs at C 2, First Floor, Plot No. 16, Udyog Vihar, Phase – IV, Gurugram – 122 015.

Please ✓ in the box: Member Proxy

Member's Signature

Proxy's Signature

Note :

- a) This form should be signed and handed over at the Meeting venue

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