

**Board of Directors:**

Mr. Abhinav Kapoor, Director & CEO
Mr. Nilay Pratik, Director
Ms. Amruta Anurag Adukia, Director

Registered Office:

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

Statutory Auditors:**M/s B S R & Co**

Chartered Accountants.

Address: Salarpuria Knowledge City,
Orwell B Wing, 6th Floor, Unit-3, Sy
No. 83/1 Plot No. 02, Raidurg
Hyderabad – 500 081, India

Secretarial Auditors:**M/s MAPS & Company**

Company Secretaries in Practice

Address: Plot No-14, Rajbagh
Colony, Sahibabad, Ghaziabad,
Uttar Pradesh - 201 005, India

Registrars:**M/s. MCS Share Transfer Agent
Limited,**

Address: F-65, I Floor, Okhla
Industrial Area,
Phase – I, New Delhi – 110 020.

**Del Monte Foods India (North) Private Limited**

(100% subsidiary of Del Monte Foods Private Limited)

CIN: U15490HR2019PTC083488

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, Gurugram- 122003, Haryana, India

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



NOTICE OF 06th ANNUAL GENERAL MEETING

Notice is hereby given that the 06th Annual General Meeting of the Members of Del Monte Foods India (North) Private Limited ("the Company") will be held at shorter notice on Monday, August 25, 2025, at 10:30 A.M. at the Corporate Office of the Company situated at 04th Floor, Unitech Commercial Tower 2, Greenwoods City, Block B, Sector 45, Gurugram-122003 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Abhinav Kapoor (DIN:10704134), Director & CEO, who retires by rotation and being eligible, offers his candidature for re-appointment.

SPECIAL BUSINESS:

3. To consider and approve the appointment of M/s BSR and Co (Firm Registration No. 128510W) as the Statutory Auditors of the Company.

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the applicable rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of the Board of Directors ("the Board") of the Company, the members of the Company be and hereby approve the appointment of M/s BSR and Co (Firm Registration No. 128510W), Chartered Accountants, as the Statutory Auditors of the Company, to hold the office for a consecutive term of five years from the conclusion of this 06th Annual General Meeting till the conclusion of the 11th Annual General Meeting of the Company at a remuneration of Rs.15,00,000/- (Rupees Fifteen Lakhs only) plus applicable taxes, an amount equal to 5% of the value of the fees for incidental expenses and out of pocket expenses to conduct the audit for the financial year 2025-26 and thereafter, on payment of such remuneration and reimbursement of expenses, as may be mutually agreed between the Company and the said Statutory Auditor, and as may be further approved by the Board of Directors from time to time, with power to the Board of Directors, to alter and vary the terms and conditions of appointment, etc., in such manner and to such extent as may be mutually agreed with the Statutory Auditor.

RESOLVED FURTHER THAT any of the Director, Mr. Amitosh Kumar Banka, Chief Financial Officer and Ms. Kavita- Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or incidental to give effect to this resolution".

By Order of the Board
For Del Monte Foods India (North) Private Limited




Kavita

Company Secretary
Membership No: A27174

Address: 04th Floor, Unitech Commercial Tower 2,
Block B, Greenwoods City, Sector 45,
Gurugram- 122003, Haryana

Date: August 12, 2025
Place: Gurugram

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

Item No. 2:

Based on the terms of appointment, the Non-Executive Directors and all Executive Directors of the Company are subject to retirement by rotation at every AGM. Accordingly, Mr. Abhinav Kapoor (DIN:10704134) is liable to retire by rotation at the ensuing AGM. Mr. Abhinav Kapoor was initially appointed as a Director of the Company with effect from July 15, 2024.

Mr. Abhinav Kapoor, being eligible, has offered his candidature for re-appointment. The Board of Directors of the Company has recommended his re-appointment.

Details of the Directors to be appointed at the forthcoming AGM and seeking approval on their remuneration (as applicable) required under Secretarial Standards - 2 on General Meetings	
Name of Director	Mr. Abhinav Kapoor
Designation	Director & Chief Executive Officer (KMP)
DIN	10704134
Date of Birth	November 05, 1977
Date of Appointment	July 15, 2024
Date of Re-appointment	NA
Date of Birth (Age in years)	48
Expertise in specific functional area, Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Abhinav Kapoor has more than two decades of rich experience in Sales, Modern Trade and has a proven track record in various leadership roles in the Fast-Moving Consumer Goods industry.
Qualifications	MBA from Symbiosis Institute of Business Management and B.tech from Delhi College of Engineering.
Remuneration last drawn (for FY'25)	NIL
Number of meetings of the Board attended during the financial year 2025-26 till date	3
Directorship held in other Companies	Director in 1 Company: 1. Del Monte Foods Private Limited
Committee position held in other Companies as on March 31, 2025	Nil
Relationship with other Directors as on March 31, 2025	Nil
No. of equity shares held in the Company as on March 31, 2025	1 (as Nominee of the Holding Company)
Terms and conditions of appointment	Nil
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil

None of the Directors or other Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution except Mr. Abhinav Kapoor.

Item No. 3:

The Members of the Company at the AGM held on July 24, 2020, had approved the appointment of M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration No. 128510W01248W/ W-100022), as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of the said AGM till the conclusion of the ensuing 06th AGM.



The term of M/s BSR & Co. LLP, Chartered Accountants is going to expire at the ensuing AGM ("the retiring auditor") and due to reporting alignments required at the Ultimate Holding Company, it is proposed not to re-appoint the aforementioned M/s BSR & Co. LLP and to appoint M/s BSR & Co, Chartered Accountants, (Firm Registration Number 128510W), as the Statutory Auditor of the Company for the term of five consecutive years.

As per Section 139(9)(c) of the Companies Act, 2013 ("the Act"), a special resolution is proposed to be passed for the appointment of an auditor other than the retiring auditor.

The Board, at its meeting held on August 05, 2025, has recommended to the Members of the Company; appointment of M/s BSR and Co (Firm Registration No. 128510W), as Statutory Auditors of the Company. The proposed appointment shall be effective for a term of 5 (five) consecutive years from the conclusion of 06th AGM till the conclusion of the 11th AGM on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, from time to time.

M/s BSR & Co, Chartered Accountants, (Firm Registration Number 128510W) have provided their consent to act as Statutory Auditors, along with confirmation that their appointment, if approved by the members, will be within the limits prescribed under the Companies Act, 2013 and that they are not disqualified for such appointment.

The Board of Directors recommends the resolution in relation to the appointment of M/s BSR & Co, Chartered Accountants, (Firm Registration Number 128510W), as the Statutory Auditors of the Company as set out in Item No. 3, for approval of the Members by way of a Special Resolution.

Relevant documents referred in the aforesaid resolution shall be placed at the meeting for inspection by the members and shall be available for inspection at the registered office of the Company on any working day between 09:00 a.m. to 06:00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

None of the Directors or other Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution.

By Order of the Board
For Del Monte Foods India (North) Private Limited




Kavita

Company Secretary

Membership No: A27174

Address: 04th Floor, Unitech Commercial Tower 2,
Block B, Greenwoods City, Sector 45,
Gurugram- 122003, Haryana

Date: August 12, 2025
Place: Gurugram

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 : U15490HR2019PTC083488
Name of the Company : Del Monte Foods India (North) Private Limited
Registered Office : Tower 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
Name : _____ Address : _____
(2) 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 6th Annual General Meeting of the Company, to be held on at shorter notice on Monday, August 25, 2025, at 10:30 A.M. at 04th Floor, Unitech Commercial Tower 2, Greenwoods City, Phase-V, Gurugram-122003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Abhinav Kapoor (DIN:10704134), Director & CEO, who retires by rotation and being eligible, offers his candidature for re-appointment.

Special Business:

3. To consider and approve the appointment of M/s BSR and Co (Firm Registration No. 128510W) as the Statutory Auditors of the Company.

Signed this _____ day of _____, 2025

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.

6th ANNUAL GENERAL MEETING

Del Monte Foods India (North) Private Limited

CIN: U15490HR2019PTC083488

**Registered Office: Tower 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 6th Annual General Meeting of the members of the Company held on Monday, August 25, 2025, at 10:30 A.M. at 04th Floor, Unitech Commercial Tower-2, Greenwoods City, Phase-V, Gurugram-122003.

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