



**Board of Directors:**

Mr. Abhinav Kapoor, Whole Time Director & CEO  
Mr. Nitish Bajaj, Additional Director  
Mr. Harsha Raghavan, Additional Director  
Mr. Manish Mehta, Additional Director  
Mr. Rajesh Jain, Additional Independent Director

**Registered Office:**

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

**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, Gurugram - 122003, Haryana, India

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

**NOTICE OF 02/2024-25 EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the 02/2024-25 Extraordinary General Meeting (EGM) of the Members of Del Monte Foods Private Limited ("the Company") will be held at a shorter notice on Monday, February 10<sup>th</sup>, 2025 at 11:00 A.M. through Audio- Video Conferencing, to transact the following business:

**SPECIAL BUSINESS:**

**1. APPROVAL FOR REGULARIZATION OF APPOINTMENT OF MR. NITISH BAJAJ (DIN: 10835891) AS A DIRECTOR OF THE COMPANY**

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 Section 149, 152 and Section 161 of the Companies Act, 2013 ("Act"), and all other applicable provisions of the Act read, with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the memorandum of association and articles of association of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Nitish Bajaj (DIN: 10835891) as the Director of the Company.

**RESOLVED FURTHER THAT** any of the Director and Ms. Kavita, Company Secretary be and are hereby jointly and severally authorised on behalf of the Company to do all such acts, deeds, matters and things as they may deem necessary, proper or desirable to give effect to the aforesaid resolution including but not limited to filing Form DIR-12 and any other forms as required with the Registrar of Companies and updating the register of directors, and to sign and deliver certified true copies of the updated register of directors maintained by the Company and to do all such other acts, deeds and things, as may be incidental and necessary to give effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** any of the Director and Ms. Kavita, Company Secretary be and are hereby jointly and severally authorised to provide copies of this resolution, certified as true, to all concerned persons and the relevant statutory authorities."

**2. APPROVAL FOR REGULARIZATION OF APPOINTMENT OF MR. HARSHA RAGHAVAN (DIN: 01761512) AS A DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Section 149, 152 and Section 161 of the Companies Act, 2013 ("Act"), and all other applicable provisions of the Act read, with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the memorandum of association and articles of association of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Harsha Raghavan (DIN: 01761512), as the Director of the Company.

**RESOLVED FURTHER THAT** any of the Director and Ms. Kavita, Company Secretary be and are hereby jointly and severally authorised on behalf of the Company to do all such acts, deeds, matters and things as they may deem necessary, proper or desirable to give effect to the aforesaid resolution including but not limited to filing Form DIR-12 and any other forms as required with the Registrar of Companies and updating the register of directors, and to sign and deliver certified true copies of the updated register of directors maintained by the Company and to do all such other acts, deeds and things, as may



be incidental and necessary to give effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** any of the Director and Ms. Kavita, Company Secretary be and are hereby jointly and severally authorised to provide copies of this resolution, certified as true, to all concerned persons and the relevant statutory authorities.”

**3. APPROVAL FOR REGULARIZATION OF APPOINTMENT OF MR. MANISH MEHTA (DIN: 06442038) AS A DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to Section 149, 152 and Section 161 of the Companies Act, 2013 (“Act”), and all other applicable provisions of the Act read, with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the memorandum of association and articles of association of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Manish Mehta (DIN: 06442038), as the Director of the Company.

**RESOLVED FURTHER THAT** any of the Director and Ms. Kavita, Company Secretary be and are hereby jointly and severally authorised on behalf of the Company to do all such acts, deeds, matters and things as they may deem necessary, proper or desirable to give effect to the aforesaid resolution including but not limited to filing Form DIR-12 and any other forms as required with the Registrar of Companies and updating the register of directors, and to sign and deliver certified true copies of the updated register of directors maintained by the Company and to do all such other acts, deeds and things, as may be incidental and necessary to give effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** any of the Director and Ms. Kavita, Company Secretary be and are hereby jointly and severally authorised to provide copies of this resolution, certified as true, to all concerned persons and the relevant statutory authorities.”

**4. APPROVAL FOR REGULARIZATION OF THE APPOINTMENT OF MR. RAJESH JAIN (DIN: 10619014) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to Section 149, 152 and Section 161 of the Companies Act, 2013 (“Act”), and all other applicable provisions of the Act read, with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the memorandum of association and articles of association of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Rajesh Jain (DIN: 10619014), as Independent Director of the Company.

**RESOLVED FURTHER THAT** any of the Director and Ms. Kavita, Company Secretary be and are hereby jointly and severally authorised on behalf of the Company to do all such acts, deeds, matters and things as they may deem necessary, proper or desirable to give effect to the aforesaid resolution including but not limited to filing Form DIR-12 and any other forms as required with the Registrar of Companies and updating the register of directors, and to sign and deliver certified true copies of the updated register of directors maintained by the Company and to do all such other acts, deeds and things, as may be incidental and necessary to give effect to the aforesaid resolutions.



**RESOLVED FURTHER THAT** any of the Director and Ms. Kavita, Company Secretary be and are hereby jointly and severally authorised to provide copies of this resolution, certified as true, to all concerned persons and the relevant statutory authorities."

**5. TO CONSIDER AND APPROVE THE ADOPTION OF THE AMENDED MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and 15 and other applicable provisions if any, of the Companies Act, 2013 ("Act") and rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company (as amended from time to time) and subject to the approval of Registrar of Companies and National Capital Territory of Delhi & Haryana and such other authorities or departments, wherever required from time to time, to the extent necessary under the provisions of the Act or under any other law for the time being in force, the consent of Members the Company be and is hereby accorded for adopting the new set of Memorandum of Association ("MOA") in line with the Companies Act, 2013 and effecting the following alterations in the existing MOA of the Company by substitution and deletion of certain clauses in the following manner:

- (i) The existing heading of Clause III(A) be substituted by the new heading titled as "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE".
- (ii) The existing heading of Clause III(B) be substituted by the new heading titled as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE".
- (iii) The sub-clauses of (1) to (22) of Clause III(C) be numbered as (40) to (61) in Clause III(B) and the existing Clause III(C) with respect to Other Objects to be deleted permanently.
- (iv) The existing sub-clause (40) and (41) of Clause III(B) be numbered as (62) and (63) respectively.
- (v) The existing Clause IV be substituted with the following clause "The Liability of the members is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them."
- (vi) The words "Companies Act, 1956" in the existing MOA shall be substituted with the words "Companies Act, 2013", wherever required and reference to various Section(s) of the Companies Act, 1956 in the existing MOA, be replaced with the corresponding Section(s) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Director, Kavita- Company Secretary and Amitosh Kumar Banka- Authorised Signatory of the Company be and are hereby severally authorized to file necessary e-forms with Registrar of Companies and to do all such acts, deeds, filings, matters and things as it may in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment."



**6. TO CONSIDER AND APPROVE THE ADOPTION OF THE AMENDED ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Sections 5 and 14 of the Companies Act, 2013 ("Act"), and all other applicable provisions of the Act read with the applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the articles of association of the Company, consent of the Members of the Company be and is hereby accorded for the existing articles of association of the Company to be repealed and substituted with the amended articles of association of the Company.

**RESOLVED FURTHER THAT** any of the Director, Kavita- Company Secretary and Amitosh Kumar Banka- Authorised Signatory of the Company, be and are hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as they may deem necessary, proper or desirable to give effect to the aforesaid resolutions and to do such acts and deeds that may be required for the purpose of adoption of the restated articles of association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions, and to liaise with the concerned authorities with regard to the same.

**RESOLVED FURTHER THAT** any of the Director, Kavita- Company Secretary and Amitosh Kumar Banka- Authorised Signatory of the Company, be and are hereby severally authorised to sign and execute all necessary documents as may be required, and or incidental thereto".

**7. TO CONSIDER AND APPROVE THE SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE "STATE OF HARYANA" TO THE "STATE OF TELANGANA"**

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

**"RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force) ("the Rules"), subject to the approval of the Central Government (Powers delegated to Regional Director (RD)), and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, consent of members the Company be and is hereby accorded to shift the registered office of the Company from the "State of Haryana" to the "State of Telangana".

**RESOLVED FURTHER THAT** upon shifting of the registered office becoming effective, the existing Clause II of the Memorandum of Association of the Company be substituted as follows:

***"The Registered office of the Company will be situated in the State of Telangana".***

**RESOLVED FURTHER THAT** any of the Director, Kavita- Company Secretary and Amitosh Kumar Banka- Authorised Signatory of the Company (hereinafter referred to as the "Board") be and are hereby severally and/or jointly authorized on behalf of the Company for the following, but not limited to:

- i. execute, sign, submit, deliver, modify, alter the application, petition, pleadings, affidavit, declaration, indemnity, letters, replies, writings, rejoinder, notices, vakalatnama, power of attorney, undertakings, certificates, confirmations, e-forms and other documents as may be



required to be filed with the Regional Director (Northern Region and South East Region), Registrar of Companies, NCLT of Delhi & Haryana and Hyderabad or any other authorities;

- ii. appoint Advocate(s)/ Attorney/ Consultant(s)/ Practicing Company Secretaries/ Practicing Chartered Accountant (collectively "Consultants") on such terms and conditions as may be deemed fit and to finalize their professional fee, to act, appear for and defend all actions and proceedings for and on behalf of the Company in the matter of the application to be filed before the Regional Director (Northern Region and South East Region), Registrar of Companies, NCLT of Delhi & Haryana and Hyderabad, and such other authorities as may be necessary;
- iii. represent the Company before the Regional Director (Northern Region and South East Region) and any other regulatory and/government authorities and departments in connection with the above matter;
- iv. settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the petition/application;
- v. accept service of notices/communications or other processes which may from time to time be issued in connection with the above matter and also serve any notice/communications or other processes to parties or person(s) concerned;
- vi. fix the cut-off date to finalize the list of creditors, to serve individual notices to creditors and to take such further actions and steps as may be deemed necessary in this regard;
- vii. engage advertising agency and finalize their fees for purpose of newspaper publications in terms of applicable provisions;
- viii. delegate to any other officer or authorized signatory of the Company or any consultant as may be deemed necessary or prudent, any or all of their powers in connection therewith;
- ix. do all such acts, deeds, matters and things as may be deemed necessary, expedient, ancillary, incidental or consequential in connection with shifting of Registered Office and ensuring post approval compliances under Companies Act, 2013 and under applicable statutes.

**RESOLVED FURTHER THAT** any of the Director, Kavita- Company Secretary and Amitosh Kumar Banka- Authorised Signatory of the Company be and are hereby severally authorized to file necessary e-forms with Registrar of Companies and to do all such acts, deeds, filings, matters and things as it may in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment."

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: 06<sup>th</sup> February 2025**

**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.



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

**Item No: 1,2,3 and 4:**

The Board of Directors of the Company ("Board") at their meeting held on Thursday, on 06<sup>th</sup> February 2025 have considered and approved the appointment of Mr. Nitish Bajaj (DIN: 10835891), Mr. Manish Mehta (DIN: 06442038), Mr. Harsha Raghavan (DIN: 01761512) as Additional Directors of the company and appointment of Mr. Rajesh Jain (DIN: 10619014) as an Additional Independent Director of the Company.

The Company has received from Nitish Bajaj with DIN: 10825891, Mr. Manish Mehta with DIN: 06442038, Mr. Harsha Raghavan with DIN: 01761512 and Mr. Rajesh Jain with DIN: 10619014 each: (a) consent in writing to act as Director in Form DIR-2 pursuant to the Companies (Appointment & Qualification of Directors) Rules, 2014; (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Companies Act, 2013 and (c) Form MBP -1 in terms of Companies (Meeting and Board and its Power) rules 2014.

**Brief profile of Mr. Nitish Bajaj (DIN:10825891) is as under:**

Nitish Bajaj joined as Group Managing Director w.e.f. 25th November 2024 in Agro Tech Foods Limited. Nitish holds a Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad; and a Degree in Bachelor of Technology in Metallurgical Engineering from Indian Institute of Technology (BHU).

Nitish has more than 28 years of extensive experience in business and marketing strategy, process restructuring, alternate channel development, innovation, digitization, and merger & acquisition in the Consumer Healthcare, FMCG and Automotive space. Prior to joining Agro Tech, Nitish was the CEO of Consumer Products Division, Piramal Pharma Limited, where he was instrumental in scaling the business and building a portfolio of strong Powerbands through robust consumer communication, channel expansion and innovation pipeline. Nitish had worked with organizations such as Piramal, CEAT Tyres, Reckitt Benckiser (India) Limited, Ranbaxy Global Consumer Healthcare and Heinz India Private Limited.

**Brief profile of Mr. Manish Mehta (DIN:06442038) is as under:**

Mr. Manish Mehta is a Managing Director, Investments & co-CIO at Samara India Advisors Private Limited and has been with the company since 2010. Manish has led investments in the Consumer, Retail, Healthcare and Business Services verticals for Samara Capital Funds. Prior to Samara India Advisors Private Limited in 2010, Manish worked with the Private Equity Fund at Lehman Brothers in New York. Before that, Manish was a Principal in a US\$10 billion multi-strategy hedge fund at Barclays Global Investors. Manish also briefly worked in real estate private equity at Grove International Partners (Soros Fund) where he was covering India investments primarily in the hotel sector. Manish began his finance career with Lehman Brothers in 2001 in New York. Manish earned his MBA from the Harvard Business School where he graduated with Distinction. Manish also has a Masters of Science in Transportation & Logistics from Massachusetts Institute of Technology (MIT) and received his Bachelors degree in engineering from Indian Institute of Technology (IIT), Roorkee where he was the top ranking student in his class. Manish is also a Chartered Financial Analyst (CFA).

**Brief profile of Mr. Harsha Raghavan (DIN:01761512) is as under:**

Mr. Harsha Raghavan is the Founder and Managing Partner of Convergent Finance LLP headquartered in Mumbai, India. Mr. Raghavan has been involved with the Indian private equity industry since 1996. He most recently served as the Founding Managing Director & CEO of Fairbridge Capital Private Limited, the Indian investing entity of Fairfax Financial Holdings, from 2009 to 2018. He was also Head of India for Candover Investments, Co-Head of India for Goldman Sachs Principal Investment Area and Vice President of Indocean Chase Capital. Mr. Raghavan has experience investing over \$3.0





billion across multiple continents, with a track record of value creation through intensive engagement with portfolio companies. At Fairbridge, Mr. Raghavan was responsible for all capital allocation decisions and led the investment of more than \$2.1 billion, a figure that rose by over 2.6x to \$5.5 billion in a seven-year period. Portfolio companies leveraged Mr. Raghavan's operational expertise and global networks to meet their strategic objectives, including mergers and acquisitions, business expansions, and board appointments. Mr. Raghavan holds a Master of Business Administration degree and Master of Science degree in industrial engineering both from Stanford University and a Bachelor of Arts degree from the University of California at Berkeley, where he double majored in computer science and economics.

**Brief profile of Mr. Rajesh Jain (DIN:10619014) is as under:**

Mr. Rajesh Jain has more than 45 years of professional experience in India, Malawi and Zambia. He has extensive experience in Audit, Consulting and Corporate Finance. He has served KPMG in India and Africa for over 24 years and was one of the Founding Partners of KPMG in India. Prior to that he has worked with BDO (3 years), E&Y in India (3 years) and 20 years 5 Months in Walker Chandiook & Co He is a fellow member of Institute of Chartered Accountants of India.

The Board recommends the resolution as set out in Item 1,2,3 and 4 for approval by the Members by Ordinary resolution.

**None of the Directors, Manager, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.**

**Item No. 5 & 6:**

The Board of Directors of the Company ("Board") at their meeting held on Thursday, February 06<sup>th</sup> 2025 have considered and approved the existing articles of association of the Company to be repealed and substituted and has approved the adoption of a new set of Memorandum of Association ("MOA") and Articles of Association ("AOA"), subject to the approval of the Members.

The draft of the restated Memorandum of Association and Articles of Association proposed to be amended shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the Company during business hours

The adoption of the amended MOA and AOA requires the approval of Members by way of a special resolution.

**None of the Directors, Key Managerial Personnel ("KMP") of the Company, or their relatives are interested or concerned in this resolution, except to the extent of their shareholding in the Company, if any.**

The Board recommends the resolution as set out in Item 5 & 6 for approval by the members by special resolution.

**ITEM NO. 7**

The Board of Directors of the Company ("Board") at their meeting held on Thursday, February 06<sup>th</sup> 2025 have considered and approved the shifting of the registered office of the Company to the State of Telangana., subject to the approval of the Members.



The shifting of the registered office requires an amendment to Clause II of the Memorandum of Association ("MOA") of the Company, which currently states that the registered office is situated in the State of Haryana.

Upon approval, Clause II will be substituted as follows:

**"The Registered Office of the Company will be situated in the State of Telangana."**

Pursuant to the provisions of Sections 12 and 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, the shifting of the registered office from one state to another requires the approval of the Regional Director (RD), in addition to the approval of the members of the Company.

The Board recommends the resolution as set out in Item No. 7 for approval of the members as a Special Resolution.

***None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested in the said resolution, except to the extent of their shareholding, if any, in the Company.***

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



Company Secretary

Membership No: A27174

Address: 04<sup>th</sup> Floor,

Unitech Commercial Tower II, Block B, Greenwood City,  
Sector 45, Gurugram, Haryana - 122003

**Date: 06<sup>th</sup> February 2025**

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 Monday, February 10, 2025 at 11.00 A.M. 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 regularization of appointment of Mr. Nitish Bajaj (DIN: 10835891) as a Director of the Company
2. Approval for regularization of the appointment of Mr. Harsha Raghavan (DIN: 01761512) as a Director of the Company
3. Approval for regularization of appointment of Mr. Manish Mehta (DIN: 06442038) as a Director of the Company
4. Approval of the regularization of the appointment of Mr. Rajesh Jain (DIN: 10619014) as an Independent Director of the Company
5. To consider and approve the adoption of the amended Memorandum of Association of the Company
6. To consider and approve the adoption of the amended Articles of Association of the Company
7. To consider and approve the shifting of registered office of the company from the "State of Haryana" to the "State of Telangana"

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.



**EXTRA ORDINARY GENERAL MEETING**  
**Del Monte Foods Private Limited**  
**CIN: U15133HR2004PTC041215**  
**Registered Office: C2, First Floor, Plot No. 16, Udyog Vihar,**  
**Phase - IV, Gurugram - 122 015**

**Admission Slip**

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

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the members of the Company held on Monday, February 10<sup>th</sup>, 2025, at 11:00 A.M. at C2, 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



