



**Board of Directors:**

Mr. Abhinav Kapoor, Director  
Mr. Nitish Bajaj, Director  
Mr. Nilay Pratik, Director  
Ms. Amruta Adukia, Director

**Statutory Auditors:**

B S R & Co. LLP  
Chartered Accountants,

**Registered Office:**

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

**Registrars:**

M/s. MCS Share Transfer Agent Limited,  
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:** 4<sup>th</sup> Floor, Unitech Commercial Tower 2, Greenwoods City, Block B, Sector 45, Gurugram- 122003, Haryana, India

Website: [www.delmontefoods.in](http://www.delmontefoods.in) | email: [info@delmontefoods.in](mailto: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 Extra Ordinary General Meeting 02/2024-25, of the members of Del Monte Foods India (North) Private Limited will be held at a shorter notice on Monday, February 10<sup>th</sup>, 2025, at 11:20 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:**

#### **1. APPROVAL FOR THE APPOINTMENT OF MR. NITISH BAJAJ (DIN: 10835891) AS 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 THE APPOINTMENT OF MR. NILAY PRATIK (DIN: 07692750) AS 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. Nilay Pratik (DIN: 07692750) 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 THE APPOINTMENT OF MS. AMRUTA ANURAG ADUKIA (DIN: 07877389) AS 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 Ms. Amruta Anurag Adukia (DIN: 07877389) 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.”

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



**Kavita  
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**

**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 and 3**

The board of directors of the Company ("Board") at their meeting held on Thursday, on 06<sup>th</sup> November 2025 have considered and approved the appointment of Mr. Nitish Bajaj (DIN: 10835891), Mr. Nilay Pratik (DIN: 07692750) and Ms. Amruta Anurag Adukia (DIN: 07877389) as Additional Directors of the company. The Board requests the approval of Members for the regularization of above-mentioned Directors with effect from 10<sup>th</sup> February 2025.

The Company has received from Nitish Bajaj with DIN: 10825891, Mr. Nilay Pratik with DIN: 07692750 and Ms. Amruta Anurag Adukia with DIN: 07877389 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. Nilay Pratik (DIN: 07692750) is as under:**

Nilay is a Director at the Samara Advisors. He focuses on investment evaluation in sectors such as consumer, business services, financial services and chemicals sectors.

Prior to Samara Advisors, he was with Aumentis Consulting, a management consulting firm. At Aumentis, Nilay worked on client engagements across consumer and retail space. For two years, he led the team which handled India operations of Mitsui Global Investments, the PE/ VC arm of Mitsui Corporation of Japan. He also worked for a year with Manhattan associate's in supply chain solutions.

**Brief profile of Ms. Amruta Anurag Adukia (DIN: 07877389) is as under:**

With over 24 years of experience across India, the USA, and Southeast Asia, Ms. Amruta specializes in helping portfolio companies enhance shareholder returns by applying operational and analytical rigor. They have extensive expertise in deal advisory, restructuring, operational improvement, and performance monitoring.

A recognized expert in Bankruptcy & Restructuring, Ms. Amruta notably served as the acting CFO for the liquidation of Lehman Brothers' Indian entities. They have successfully led business restructurings through zero-based budgeting and other operational improvement strategies. In addition, Ms. Amruta has significant experience interacting with key regulators and statutory bodies, including the Reserve Bank of India and the Securities and Exchange Board of India.



Currently a Partner at Convergent Finance since 2018, Ms. Amruta also serves on the Board of Mochiko Shoes (an Agilitas subsidiary) and Hindustan Foods, with alternate board memberships at Camlin Fine Sciences, JI Foods, and Onward Technologies.

The Board recommends the resolution as set out in Item 1,2 and 3 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.

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



**Kavita  
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 India (North) 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 11.20 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 the regularization of the appointment of Mr. Nitish Bajaj (DIN: 10835891) as Director of the Company
2. Approval for the regularization of the appointment of Mr. Nilay Pratik (DIN: 07692750) as Director of the Company
3. Approval for the regularization of appointment of Ms. Amurta Anurag Adukia (DIN: 07877389) as a Director of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2025

Affix Revenue  
Stamp of Rs. 1

Signature of Shareholder

Signature of Proxy holder(s)

**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 India (North) Private Limited**  
**CIN: U15490HR2019PTC083488**  
**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 11.20 A.M. at C 2, First Floor, Plot No. 16, Udyog Vihar, Phase – IV, Gurugram – 122 015.

Please ✓ in the box:

Member

Proxy

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Member's Signature

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Proxy's Signature

Note :

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

