



NOTICE OF 20TH ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting of the members of Del Monte Foods Private Limited will be held at a shorter notice on Wednesday, July 31, 2024 at 10:00 A.M. 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:

ORDINARY BUSINESS:

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

1. To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. **Re- appointment of M/s BSR & Co. LLP, Chartered Accountants as Statutory Auditors**

“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, including any statutory enactment or modification thereof, M/s BSR & Co. LLP, Chartered Accountant, (Registration No. 101248W/W-100022) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 20th Annual General Meeting till the conclusion of 25th Annual General Meeting of the Company, at such remuneration as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

SPECIAL BUSINESS:

3. 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 181 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), the consent of the members be and is hereby accorded to make donations to any charitable institutions or associations, funds or trust for any charitable, benevolent or educational object for an amount in aggregate upto Rs. 1.2 million during the financial year 2024-25 from time to time in one or more tranches.”

4. 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 152, and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder and Articles of Association of the Company, Abhinav Kapoor (DIN: 10704134) who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 15, 2024 and whose term of office expires at this Annual General

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



Meeting in terms of Section 161, 196, 197, 203 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company subsequently to hold the office of Whole-time Director and CEO (KMP).

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: 16th July 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 Annual 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.
7. The Notice of this AGM has been uploaded on the website of the Company.

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

Item No: 3

As per the provisions of Section 181 of the Companies Act, 2013, any contribution to charitable and other funds requires approval of members in case such contribution exceeds five per cent of its average net profits for the three immediately preceding financial years. Since your Company is in losses, approval of the members is required to make such contribution. Also as per the Restated Joint Venture Agreement entered by the Company and Article 91 (xvii) of the Articles of Association, contribution to charitable and other funds not directly related to business of the Company needs approval of the members.

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 at Item No. 3 of the Notice.

Item No: 4

Abhinav Kapoor (DIN: 10704134) was appointed as an Additional Director under Section 161 of the Companies Act, 2013 by the Board of Directors of the Company with effect from July 15, 2024 and holds office up to the date of this Annual General Meeting.

A brief profile of Abhinav Kapoor is provided below:

Particulars	Details
Date of Birth	05/11/1977
Nationality	Indian
Date of first appointment on the Board	15/07/2024
Qualification	MBA Sales & Marketing
Experience	Abhinav Kapoor has more than 23 years of rich experience in Sales, Modern Trade and has a proven track record in various leadership roles in the Fast-Moving Consumer Goods industry.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable.	As approved by the Board of Directors of the Company
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	1 (one)
Directorships, Membership/ Chairmanship of Committees of other Boards	Del Monte Foods India (North) Pvt. Ltd.

Accordingly the Board recommends the appointment of Abhinav Kapoor as a Director and consent of the members is sought for passing an Ordinary Resolution.

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None of the Directors, Key Managerial Personnel of the Company, their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution/s set out at Item No. 4 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: 16th July 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 20th Annual General Meeting of the Company, to be held on Wednesday, July 31, 2024 at 10:00 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:

Ordinary Business:

1. To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. Re-appointment of M/s BSR & Co. LLP as Statutory Auditors of the Company.

Special Business:

3. Approve donations not exceeding Rs. 1.2 million.
4. Appointment of Abhinav Kapoor as Director

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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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 20th Annual General Meeting of the members of the Company held on Wednesday, July 31, 2024 at 10:00 AM. 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

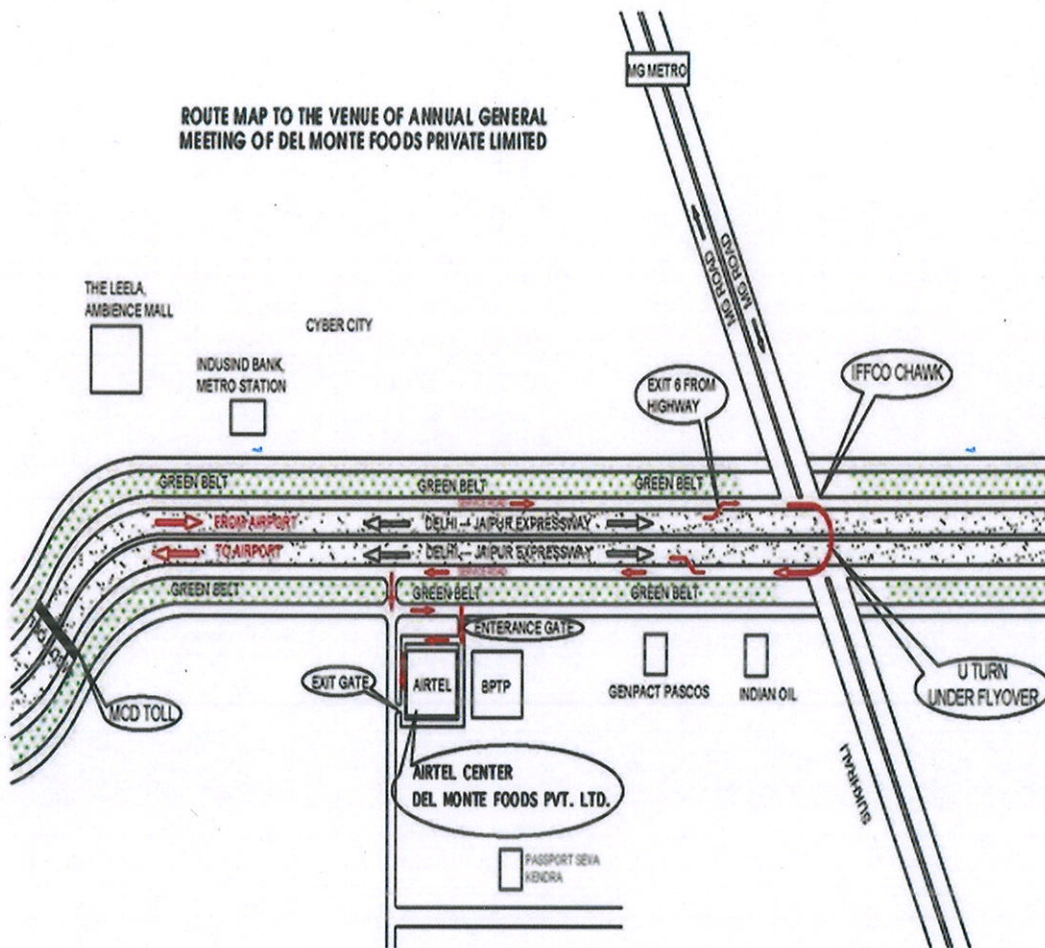
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