Board of Directors:

Mr. Abhinav Kapoor, Wholetime Director & CEO
Mr. Nitish Bajaj, Director
Mr. Harsha Raghavan, Director
Mr. Manish Mehta, Director
Ms. Amruta Anurag Adukia, Director
Mr. Rajesh Jain, Independent Director

Statutory Auditors:

M/s B S R and Co
Chartered Accountants.
Address: Salarpuria Knowledge City, Orwell B Wing, 6th Floor,
Unit-3, Sy No. 83/1 Plot No. 02, Raidurg
Hyderabad – 500081, India

Secretarial Auditors:

M/s MAPS & Company
Company Secretaries in Practice
Address: Plot No-14, Rajbagh Colony, Sahibabad, Ghaziabad, Uttar Pradesh - 201 005, India

Registered Office:

Ground Floor, 31, Sarojini Devi Road, Secunderabad - 500003, Hyderabad, Telangana, India

Registrars:

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

Del Monte Foods Private Limited Gurugram

Del Monte Foods Private Limited
Registered Office: Ground Floor, 31, Sarojini Devi Road, Secunderabad-500003, Hyderabad, Telangana, India. Tel: +91-40-66650240
Corporate Office: 4th Floor, Unitech Commercial Tower 2, Greenwoods City, Sector 45, Gurugram- 122003, Haryana. Tel: +91-124-4109400
Website: www.delmontefoods.in | email: info@delmontefoods.in | CIN: U15133TS2004PTC205827

NOTICE OF 22nd ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting (AGM) of the Members of Del Monte Foods Private Limited ("the Company") will be held on Thursday, 20th August 2026 at 4:00 P.M. through video conferencing ("VC") /Other Audio-Visual Means ("OAVM") at shorter notice, to transact the following businesses:

ORDINARY BUSINESS(ES):

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Statutory Auditors thereon.

2. To appoint a Director in place of Mr. Harsha Raghavan (DIN:01761512), who retires by rotation and being eligible, offers his candidature for re-appointment.

SPECIAL BUSINESS(ES):

3. To consider and approve the commission payable to the Independent Director 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 the provisions of Sections 149(9), 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force) and such other approvals, consents or permissions as may be required, the consent of the Members of the Company be and is hereby accorded for payment of commission of up to INR [redacted] ([redacted]) per annum to the Independent Director(s) of the Company, on an individual basis, during their respective tenure, within the overall limits prescribed under the Act, as may be determined by the Board from time to time.

   RESOLVED FURTHER THAT the amount of commission payable to the Independent Director(s) shall be determined by the Board of Directors from time to time, based on such criteria as it may deem appropriate, including attendance at meetings, participation, contribution to the affairs of the Company and such other relevant factors.

   RESOLVED FURTHER THAT any Director and Ms. Kavita, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution, including making necessary intimations and filings, if required, with the appropriate authorities"

   None of the Directors is interested in the matter, except Mr. Rajesh Jain

4. To consider and approve revision in the remuneration and fixation of overall maximum remuneration of Mr. Abhinav Kapoor (DIN: 10704134), Wholetime Director & Chief Executive Officer (CEO)

   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 the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 ("the Act") read with Schedule V and the Rules made thereunder, including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force, and subject to such other approvals as may be required, the consent of the Members of the Company be and is hereby accorded for revision in remuneration of Mr. Abhinav Kapoor (DIN: 10704134), Wholetime Director and CEO of the Company, with effect from 01st June, 2026, as set out below:

   - Fixed Pay (inclusive of pay, allowances, perquisites, retiral and other benefits), payable in equal monthly instalments: [redacted] per annum; and

Del Monte Foods Private Limited Gurugram

- Variable Pay, payable annually after the end of financial year 2026-27 in accordance with the Company's HR Policy: [redacted].

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded for the managerial remuneration (including all components of remuneration and the value of employee stock options) payable to Mr. Abhinav Kapoor, be fixed by the Board of Directors of the Company from time-to-time upto a limit not exceeding [redacted] per annum.

RESOLVED FURTHER THAT any Director and Ms. Kavita, Company Secretary of the Company, and Ms. Arti Shourie Bhogal VP-HR, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution, including making necessary intimations and filings, if required, with the appropriate authorities"

None of the Directors is interested in the matter, except Mr. Abhinav Kapoor.

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

Kavita
Company
Secretary
Membership No: A27174
Address: 04th Floor,
Unitech Commercial Tower 2,
Block B, Greenwoods City, Sector 45,
Gurugram, Haryana – 122003

Date: 5th August 2026
Place: Gurugram

NOTES:

1. Pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively; General Circular No. 02/2021 dated January 13, 2021; General Circular Nos. 19/2021 and 21/2021 dated December 8, 2021 and December 14, 2021, respectively; General Circular No. 02/2022 dated May 5, 2022; General Circular No. 10/2022 dated December 28, 2022; General Circular No. 09/2023 dated September 25, 2023; General Circular No. 09/2024 dated September 19, 2024; and General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA Circulars"), the AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 22nd AGM shall be the Registered Office of the Company.

2. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Companies Act, 2013 ("the Act") will not be available for the 22nd AGM. However, representatives of the Members may be appointed for the purpose of voting through show of hands or by poll, as the case may be, for participation in the 22nd AGM through VC/OAVM Facility and e-Voting during the 22nd AGM.

3. In line with the MCA Circulars, the Notice of the 22nd AGM will be available on the website of the Company at https://www.delmontefoods.in/privacy-policy

4. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

5. Members may join the 22nd AGM through VC/OAVM Facility through the MS Teams link as provided separately. The link shall be kept open for the Members 15 minutes before the time scheduled to start the 22nd AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 22nd AGM.

6. Attendance of the Members participating in the 22nd AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Voting shall be conducted by show of hands.

8. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

Other instructions:

9. Information regarding particulars of the Directors seeking re-appointment, as required under Secretarial Standard 2, is annexed as hereto. The directorships held by the Directors considered for the purpose of disclosure does not include the directorships held in any foreign companies.

10. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement, if any shall remain available for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the Registered office of the Company during the AGM.

11. Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries at least five days prior to the date of AGM of the Company at the email address of the Company Secretary to enable the Company to collect the relevant information.

12. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

Del Monte Foods Private Limited
Gurugram

13. The Members who have not yet registered their e-mail ids with the Company or wishes to update their registered email id, may send request for the same by writing to the Company Secretary at kavita@delmontefoods.in.

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

Del Monte Foods Private Limited
Gurugram

Kavita
Company Secretary
Membership No: A27174
Address: 04th Floor,
Unitech Commercial Tower 2,
Block B, Greenwoods City, Sector 45,
Gurugram, Haryana – 122003

Date: 5th August 2026
Place: Gurugram

EXPLANATORY STATEMENTS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Pursuant to the provisions of Sections 149(9), 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder, an Independent Director may be paid commission, subject to the limits prescribed under the Act and the approval of the Members of the Company.

In recognition of the role and responsibilities of the Independent Director(s), and the expected contribution towards the affairs of the Company, the Board of Directors, at its meeting held on August 05, 2026, approved, subject to the approval of the Members, the payment of commission of up to [redacted] ([redacted]) per annum, on an individual basis, to the Independent Director(s) of the Company during their respective tenure, within the overall limits prescribed under the Act, as may be determined by the Board from time to time. The commission shall be payable after conclusion of the AGM in the respective financial year.

The actual amount of commission payable to the Independent Director(s) shall be determined by the Board of Directors from time to time, within above limit, based on such criteria as it may consider appropriate, including attendance at meetings, participation, contribution to the affairs of the Company and other relevant factors as the Board may consider fit.

The proposed commission shall be in addition to the sitting fees payable to the Independent Directors for attending meetings of the Board and Committees thereof.

Accordingly, the approval of the Members is sought by way of a special resolution.

Except Mr. Rajesh Jain, who is interested in commission that may become payable, no other Director, Key Managerial Personnel or their relatives of your Company is concerned or interested in the said Resolution.

ITEM NO. 4

The Board of Directors of the Company, at its meeting held on May 06, 2026, approved the revision in remuneration payable to Mr. Abhinav Kapoor (DIN: 10704134), Wholetime Director and Chief Executive Officer ("CEO"), subject to the approval of the Members of the Company by way of a Special Resolution.

In terms of the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, the remuneration payable to a Wholetime Director is subject to the approval of the Members of the Company by way of a Special Resolution, particularly where such remuneration exceeds the prescribed limits or is proposed to be paid in accordance with Schedule V of the Act.

Accordingly, approval of the Members is being sought by way of special resolution for revision in remuneration of Mr. Abhinav Kapoor, on such terms and conditions as may be determined by the Board of Directors from time to time, upto a limit not exceeding [redacted] per annum.

Mr. Abhinav Kapoor is not entitled to any sitting fees for attending meetings of the Board of Directors or Committees thereof.

The remuneration payable to Mr. Abhinav Kapoor shall be computed in accordance with the provisions of Section 197,198 of the Act.

The Board is of the opinion that the proposed remuneration is commensurate with the roles and responsibilities of Mr. Abhinav Kapoor and is in the best interests of the Company.

The information to be provided to the members, as specified in Schedule V to the Companies Act, 2013, is as below:

Del Monte Foods Private Limited
Gurugram

I. General Information:		
1.	Nature of industry	The Company is a Fast-Moving Consumer Goods (FMCG) Company with focus on food products. The Company manufactures and sells various processed food products and beverages to the consumers and institutional consumers.
2.	Date or expected date of commencement of commercial production	The Company was incorporated under the Companies Act, 1956, on September 06, 2004.
3.	In case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators	Financial Performance as per audited financial statements for the year ended March 31, 2026: Revenue from operations: INR 670.90 crore Other Income: INR 3.56 crore Total Expenditure: INR 673.79 crore Net Profit before tax: INR 0.67 crore Profit after tax: INR (0.36) crore
5.	Foreign investments or collaborations, if any:	There are no investments or collaborations.
II. Information about the Whole-time Director		
1.	Background details	Refer brief profile in Annexure:2
2.	Past remuneration (for FY 2025-26)	I[redacted].
3.	Recognition or awards	Not Applicable.
4.	Job profile and his suitability	Mr. Abhinav Kapoor is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. Abhinav has more than 24 years of rich experience in Sales and Modern Trade and has a proven track record in various leadership roles in the Fast-Moving Consumer Goods industry.
5.	Remuneration proposed	As mentioned above in the explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile and the responsibilities shouldered on Mr. Abhinav Kapoor and the industry benchmarks, the remuneration proposed to be paid to him is commensurate with the remuneration packages paid to similar senior level appointees in other companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial Personnel, if any.	He does not have any other pecuniary relationship with the Company. He is not related to any of the Directors and Key Managerial Personnel of the Company.

Del Monte Foods Private Limited
Gurugram

III. Other Information:		
1.	Reasons for loss or inadequate profits	During the year, the Company achieved revenue growth of 9% and delivered a strong EBITDA growth of 24%, reflecting improvement in the overall business performance. At the same time, the Company continued to invest in brand building, market development, and distribution expansion to strengthen its long-term growth prospects, which impacted the overall profitability during the year. However, the FMCG sector continued to face demand headwinds, particularly due to slower consumer offtakes across certain categories and markets. Hence, it is recommended to pass a special resolution pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereto.
2.	Steps taken or proposed to be taken for improvement	The Company continues to focus on strengthening its market position through expansion of distribution reach, increased penetration across E-Commerce and Modern Trade channels, and growth in higher-margin product categories. Efforts are also being undertaken to improve operational efficiencies through supply chain optimization, enhanced procurement practices, and improved demand planning. In addition, the Company is leveraging technology and data-driven insights to improve execution effectiveness, optimize resource allocation, and drive productivity across key business functions.
3.	Expected increase in productivity and profits in measurable terms	During the year, the Company recorded 13% growth in Gross margin 3, demonstrating improvement in the quality of earnings and operating performance. Going forward, the Company expects EBITDA to continue its growth trajectory, supported by a stronger product mix, improved operational efficiencies, and expansion across key sales channels. The Company also plans to increase brand investments by approximately INR 13 Crores during the next financial year to further strengthen consumer awareness and support sustainable revenue growth. These initiatives are expected to drive productivity improvements, strengthen margins, and enhance overall profitability over the medium term.

Details of Mr. Abhinav Kapoor are provided in the "Annexure-1 & 2" to the Notice, pursuant to the provisions of (i) the Companies Act, 2013 and (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Mr. Abhinav Kapoor, who is interested in revision of his remuneration, no other Director, Key Managerial Personnel or their relatives of your Company is concerned or interested in the said Resolution.

Del Monte Foods Private Limited
Gurugram

Annexure: 1

BRIEF PROFILE OF MR. ABHINAV KAPOOR

Mr. Abhinav Kapoor is a post- graduate in management from Symbiosis Institute of Management with bachelor's degree in technology from the Delhi College of Engineering. Abhinav was appointed as the Wholetime Director & CEO of the Company with effect from July 15, 2024, for a term of 5 years. i.e. till July 15, 2029. Abhinav boasts of over two decades of leadership experience in the fast-moving consumer goods (FMCG) industry.

Prior to joining Del Monte Foods Private Limited, Abhinav served as Vice President- Sales at VIP Industries Limited. Preceding his tenure at Cavinkare, Brittania, Mondelez and Marico.

He has spearheaded significant transformations within the sector, demonstrating thought leadership that promotes consistent, competitive, and profitable growth in consumer- oriented businesses.

Del Monte Foods Private Limited
Gurugram

Annexure: 2

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	Wholetime Director & Chief Executive Officer (KMP)
DIN	10704134
Date of Birth (Age in years)	November 05, 1977 (48 years)
Date of Appointment	July 15, 2024
Date of Re-appointment	N.A.
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 24 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.
Qualifications	MBA from Symbiosis Institute of Business Management and B. Tech from Delhi College of Engineering.
Remuneration last drawn (for FY'26)	[redacted]
Number of meetings of the Board attended during the financial year 2025-26 till date	6
Directorship held in other Companies	**Director in 1 Company:** 1. Del Monte Foods India (North) Private Limited
Committee position held in other Companies as on March 31, 2026	Nil
Relationship with other Directors as on March 31, 2026	Nil
No. of equity shares held in the Company as on March 31, 2026	Nil
Terms and conditions of appointment	Effective from July 15, 2024, for a term of 5 years. i.e. till July 15, 2029
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil

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

Kavita
Company Secretary
Membership No: A27174
Address: 04th Floor,
Unitech Commercial Tower 2,
Block B, Greenwoods City, Sector 45,
Gurugram, Haryana-122003

Date: 5th August 2026
Place: Gurugram

ANNEXURE-A

Information of Director seeking re-appointment at the forthcoming AGM (pursuant to Secretarial Standard 2 issued by ICSI) as on the date of notice

Name of the Director	**Mr. Harsha Raghavan**
Directors Identification Number (DIN)	01761512
Date of Birth (Age in years)	October 10, 1971 (54 years)
Original date of appointment	February 06, 2025
Qualifications	MBA
Experience and expertise in specific functional area	Finance
Shareholding in the Company	Nil
Remuneration last drawn	NA
No. of Board meetings attended during the year (2025-26)	4 (four)
Terms and conditions of appointment / re-appointment and remuneration	NA
Relationship with other Directors or KMPs	NA
Directorships held in other companies in India	11 (Eleven)
Membership / Chairmanship of committees in public limited companies in India	4 (four)

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

Del Monte Foods Private Limited
Gurugram

Kavita
Company Secretary
Membership No: A27174
Address: 04th Floor,
Unitech Commercial Tower 2,
Block B, Greenwoods City, Sector 45,
Gurugram, Haryana – 122003

Date: 5th August 2026
Place: Gurugram