



NOTICE

Notice is hereby given that the 11th Annual General Meeting of the members of ID Fresh Food (India) Private Limited (“the Company”) will be held on Thursday, 21st day of September 2023 at 12:00 Noon (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) at a shorter notice to transact the following business:

ORDINARY BUSINESS:

ITEM NO.1

To receive, consider and adopt the audited standalone and consolidated Balance Sheet as on March 31, 2023, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date and the reports of the Auditors’ and Directors’ for the financial year 2022-23 along with respective annexures thereon

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

“RESOLVED THAT the standalone and consolidated audited balance sheet as on 31st March 2023, Statement of Profit & Loss along with the Cash Flow Statement for the year ended on that date and the reports of Directors and Auditors for the FY 2022-23 along with their respective annexures thereon, be and are hereby approved and adopted.”

SPECIAL BUSINESS

ITEM NO. 2

To regularize the appointment of Mr. Varun Khandelwal (DIN: 07988953) as Director of the Company

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

“RESOLVED THAT pursuant to Section 152(2), Section 161 and other applicable provisions of the Companies Act, 2013 as may be applicable, as per the provisions of Memorandum of Association and Articles of Association of the Company and as per the terms and conditions of Amended and Restated Shareholders’ Agreement (“SHA”) dated December 03, 2021 executed by and amongst the Company, Musthafa Pathayickode Cheriammed, Abdul Nazer, Shamsudeen T K and Muhammed Jaffer T K (“being collectively referred to as Founders”), P.I. Opportunities Fund- I, P.I. Opportunities Fund- II, P.I. Opportunities Fund- I, Scheme – II and NewQuest Asia Fund IV (Singapore) Pvt. Ltd. (being referred to as “Investors”), the Board took note of the recommendation of investor of Mr.Varun Khandelwal (DIN: 07988953) for appointing him as a Nominee Director on the Board of Directors of the Company and the consent of the members of the Company be and is hereby accorded for the regularization of Mr.Varun



Khandelwal (DIN: 07988953) as Nominee Director of the Company, who was appointed by the Board of Director with effect from 3rd April 2023.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file necessary e-forms with the Registrar of Companies, make necessary entries in the concerned register and to do all such acts, deeds and things as may be required in this connection and incidental thereto upon regularization at the 11th Annual General Meeting.”

ITEM NO. 3

To regularize the appointment of Ms.Bharati Agarwal (DIN: 10252447) as Director of the Company

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

“RESOLVED THAT pursuant to Section 152(2), Section 161 and other applicable provisions of the Companies Act, 2013 as may be applicable, as per the provisions of Memorandum of Association and Articles of Association of the Company and as per the terms and conditions of Amended and Restated Shareholders’ Agreement (“SHA”) dated December 03, 2021 executed by and amongst the Company, Musthafa Pathayickode Cheriammed, Abdul Nazer, Shamsudeen T K and Muhammed Jaffer T K (“being collectively referred to as Founders”), P.I. Opportunities Fund- I, P.I. Opportunities Fund- II, P.I. Opportunities Fund- I, Scheme – II and NewQuest Asia Fund IV (Singapore) Pvt. Ltd. (being referred to as “Investors”), the Board took note of the recommendation of investor of Ms.Bharati Agarwal (DIN: 10252447) for appointing her as a Nominee Director on the Board of Directors of the Company and the consent of the members of the Company be and is hereby accorded for the regularization of Ms.Bharati Agarwal (DIN: 10252447) as Nominee Director of the Company, who was appointed by the Board of Director with effect from 8th August 2023.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file necessary e-forms with the Registrar of Companies, make necessary entries in the concerned register and to do all such acts, deeds and things as may be required in this connection and incidental thereto upon regularization at the 11th Annual General Meeting.”

ITEM NO. 4

To regularize the appointment of Mr.Rajiv Nitin Mehta (DIN: 00697109) as Independent Director of the Company

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



"RESOLVED THAT Mr.Rajiv Nitin Mehta (DIN: 00697109) who was appointed as additional director of the Company with effect from 13th April 2023 pursuant to the provisions of Section 149,150,152 read with Schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications, re-enactments thereof for the time being in force), and being received a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office with effect from 13th April 2023 for a period of 5 (Five) years (April 12, 2028)."

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file necessary e-forms with the Registrar of Companies, make necessary entries in the concerned register and to do all such acts, deeds and things as may be required in this connection and incidental thereto upon regularization at the 11th Annual General Meeting."

For ID Fresh Food (India) Private Limited

Musthafa Cheriammed Pathayickode
Director
(DIN: 06520356)

Date: 21st September 2023
Place: Bangalore



Notes:

1. In view of the continuing COVID-19 pandemic, pursuant to the General Circular number 14/2020, 17/2020, 20/2020, 02/2022, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 10/2022, 11/2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”), have permitted companies to conduct their annual general meetings through VC or OAVM, without the physical presence of members at a common venue. Hence, in compliance with the MCA Circulars, the AGM of the Company is being held through VC.
2. In compliance with the aforesaid MCA Circulars, the notice of the AGM is being sent only through electronic mode to those members whose email addresses are registered with the Company.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Since the AGM will be held through VC in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to this notice.
5. Body corporate(s) are requested to send the authorization letters authorizing natural person to attend and vote at the meeting, to the registered office of the Company, at least 3 (three) hours before the scheduled meeting.
6. Owing to the difficulties involved in dispatching of physical copies of the financial statements (including balance sheet, statement of profit and loss account, Board’s Report and the auditor’s report), such statements will be sent to the members and/or director and to all other persons so entitled by email. Such statements are available for inspection in physical or in electronic form during the business hours at the registered office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the registered office of the Company, and also at the meeting.

For ID Fresh Food (India) Private Limited

Musthafa Cheriammed Pathayickode
Director
(DIN: 06520356)

Date: 21st September 2023
Place: Bangalore



EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM 2 and 3

It is inform that Mr.Varun Khandelwal (DIN: 07988953) and Ms.Bharati Agarwal (DIN: 10252447) were appointed as Nominee Director of the Company with effect from 3rd April 2023 and 8th August 2023 respectively and holds office as such till the beginning of the 11th annual general meeting of the Company to be held in respect of financial year 2022-2023. Therefore, your Directors recommend the resolutions, as set-out in the notice, for the members' consideration and approval, for regularizing her appointment as Nominee Directors of the Company.

None of the directors/key managerial personnel or their relatives except Mr.Varun Khandelwal (DIN: 07988953) and Ms.Bharati Agarwal (DIN: 10252447), are interested / concerned in the proposed resolution.

The board of directors of the Company recommends the resolutions set out at Item No. 2 and 3 of the accompanying Notice for your approval as Ordinary resolution.

ITEM 4

The Board of Directors at their Meeting held on 13th April 2023 have subject to the approval of the members at the 11th Annual General Meeting, approved the appointment of Mr.Rajiv Nitin Mehta (DIN: 00697109) as an Independent director of the Company for the period of 5 consecutive years from 13th April 2023 to 12th April 2028 who was initially appointed as an Additional Independent Director of the Company.

Mr.Rajiv Nitin Mehta (DIN: 00697109), pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given his consent to act as a Director of the Company and provided declaration that he meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014

Mr.Rajiv Nitin Mehta (DIN: 00697109) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013.

None of the directors/key managerial personnel or their relatives except Mr.Rajiv Nitin Mehta, are interested / concerned in the proposed resolution.

The board of directors of the Company recommends the resolutions set out at Item No. 4 of the accompanying Notice for your approval as Ordinary resolution.