



NOTICE is hereby given that the 28th Annual General Meeting of **COMPASS INDIA FOOD SERVICES PRIVATE LIMITED** will be held at the registered office of the Company situated at 7th Floor, Tower B, Spaze I-Tech Park, Sohna Road, Sector – 49, Gurgaon, Haryana – 122018 on Monday, the 8th day of September, 2025 at 11:00 A.M. (IST) to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2025 together with the Report of the Auditors and the Directors 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 Financial statements consisting of Balance Sheet of the Company as at 31st March, 2025 and the Statement of Profit and Loss Account along with necessary explanatory notes attached to and forming part of annual financial statements for the year ended 31st March, 2025 and the reports of the Board of Directors and Auditors’ thereon as placed before the meeting be and are hereby received, considered and adopted.”

SPECIAL BUSINESS:

- 2. To consider and approve the enhancement of the loan limit to M/s. I.C.S. Foods Private Limited pursuant to provisions of Section 185 (2) of the Companies Act, 2013:**

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

“RESOLVED THAT pursuant to the provisions of section 185(2) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder; the Companies (Amendment) Act, 2017 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alteration and modification, if any, as may be prescribed and specified by such authorities while granting such approvals, and subsequent to the approval by the Board of Directors of the Company at their Board meeting held on 11th August, 2025, the approval of the Members be and is hereby accorded to the Board of Directors of the Company to enhance the loan amount for the purposes of working capital requirements and principal business activities to M/s. I.C.S. Foods Private Limited (“ICS”) (“Subsidiary Company”), in which the Directors of the Company are interested by virtue of their directorship in the aforesaid Subsidiary Company, from INR 100,000,000 (Indian Rupees One Hundred Million only) to INR 200,000,000

Registered Office

Compass India Food Services Private Limited

7th Floor, Tower B, Spaze I-Tech Park, Sohna Road, Sector – 49, Gurgaon, Haryana – 122018 Tel: +91 124 497

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CIN: U74110HR1997PTC064955



(Indian Rupees Two Hundred Million only) which is within the limits specified under Section 186 of the Companies Act, 2013, at an interest rate and other terms and conditions as laid out in the loan agreement dated 1st July, 2024 entered between the Company and ICS ("the Loan Agreement") and the amendment to the loan agreement dated 1st July 2024 to be executed between the Company and ICS, provided that such loans are utilized by the Subsidiary Company for the purposes of working capital requirements and principal business activities;

RESOLVED FURTHER THAT the loan amounts to be disbursed to ICS will be based on a Fund Disbursement Mechanism followed by the Company for such disbursements;

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolutions."

By Order of the Board
For COMPASS INDIA FOOD SERVICES PRIVATE LIMITED

SD/-
PARAMITA BAGCHI
DIRECTOR
DIN: 09572443

Place : Gurgaon
Date : 14th August, 2025



NOTES:

1. A member of the company who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.
2. Instrument of proxies, in order to be effective, must be received at the company's registered office not later than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of the companies must be supported by an appropriate resolution/authority, as applicable.
3. Notice of the AGM and the Financial Statements for the financial year ended 31st March, 2025 along with the Auditors Report and Board's Report are being sent through electronic mode to those Members whose email addresses are registered with the Company.
4. Members are requested to notify immediately the change, if any, of the registered e-mail id with the Company.
5. The respective Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business set out above is annexed hereto.
6. Corporate Members are requested to send a scanned copy (PDF/JPG Format) of the Board resolution authorizing their representative to attend the AGM and vote on their behalf at the meeting.
7. The Register of Directors' shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
8. The route map of the venue is annexed to this Notice.

By Order of the Board
For **COMPASS INDIA FOOD SERVICES PRIVATE LIMITED**

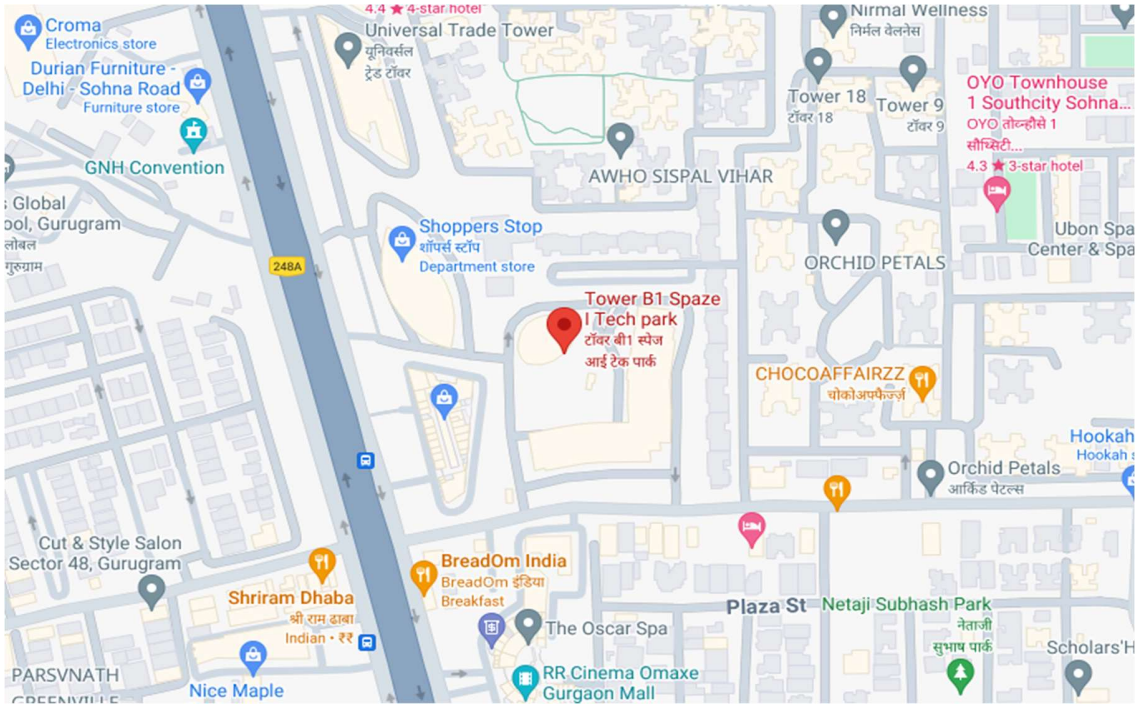
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ROUTE MAP:-



By Order of the Board
For **COMPASS INDIA FOOD SERVICES PRIVATE LIMITED**

SD/-
PARAMITA BAGCHI
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.2:

As per the provisions of Section 185(2) of the Companies Act, 2013, the Board of Directors of the Company can give any loan to a Company in which Director of the Company is a Director and / or Member, subject to the approval of the Members of the Company.

Your Company has acquired stake of 70 % in M/s. I.C.S. Foods Private Limited ("ICS") by which the said Company has become the Subsidiary of your Company. Subsequent to the acquisition, the Directors of your Company are also holding directorship in the aforesaid Company. Now, in order to support them for their business operations, and subsequent to the approval to grant loan to an amount of INR 100,000,000 (Indian Rupees One Hundred Million only) in the meeting of the members dated 12th May, 2025, the Company is proposing to increase the loan amount to M/s. I.C.S. Foods Private Limited ("ICS") to meet its working capital requirements and for their principal business activities as specified in the Loan Agreement to an amount not exceeding INR 200,000,000 (Indian Rupees Two Hundred Million only).

Brief particulars with the regard to the proposed loan to furnished below:

S.No.	Particulars	Details
1.	Aggregate amount of loan proposed to be advanced	INR 200,000,000 (Indian Rupees Two Hundred Million only)
2.	Rate of Interest	The interest rate shall be the total of the yield on the 91-Day Indian Government Treasury Bill in effect on the first calendar day of each calendar quarter as published on the Reserve Bank of India's website plus a margin 1.75%.
3.	Purpose for which the loan is obtained by the borrower	For meeting the working capital requirements and principal business activities of ICS
4.	Nature of relationship with the borrower	The Company is the Holding Company of the Borrower having stake of 70 % in the issued and paid-up capital of the Borrower

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		The Directors of the Company are the Directors in the borrowing Company.
5.	Other terms and conditions of the Loan	<p>The term of the Loan shall be twelve months from the date of the loan agreement, or such other time period as may be mutually agreed between the Lender and the Borrower in writing from time to time;</p> <p>The interest on Loan shall start accruing at the interest rate from the respective Disbursement Date.</p> <p>Such other terms and conditions as set out in the loan agreement dated 01st July, 2024 and amendment to the loan agreement dated 1st July 2024</p>

The Board of Directors recommends the resolution for the approval of the members as a Special Resolution.

All the Directors of your Company are also Directors in I.C.S. Foods Private Limited, and accordingly all the Directors are interested in the aforesaid resolution.

By Order of the Board

For **COMPASS INDIA FOOD SERVICES PRIVATE LIMITED**

SD/-
PARAMITA BAGCHI
DIRECTOR
DIN: 09572443

Place : Gurgaon

Date : 14th August, 2025

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