LOTS WHOLESALE SOLUTIONS

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Tenth Annual General Meeting of CP Wholesale India Private Limited will be held on Friday, the 11th day of September 2026 at 02.00 P.M. (IST) through video conferencing (deemed venue NDRAVG Business Park Plot No. A, PD Plot, Sarita Vihar, South Delhi, India, 110044) to transact the following business:

Ordinary Business

1. **To receive, consider and adopt the audited Financial Statements and Reports of the Directors and Auditors of the Company for the Year ended on 31st March 2026.**

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

   "**RESOLVED THAT** the audited Financial Statements of the Company together with the Auditors' Report and the Director's Report for the Financial Year ended 31st March 2026 be and are hereby adopted."

Special Business

2. **To Re-appoint Mr. Shaun Tze Sheng Wong, (DIN: 11746274) as a Director of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shaun Tze Sheng Wong, (DIN: 11746274), who was appointed as additional Director of the company with effect from 19 June 2026, be and is hereby re-appointed as a Director of the Company."

3. **To re-appoint Mr. Sirote Vichayabhai, (DIN: 11758250) as a Director of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sirote Vichayabhai, (DIN: 11758250), who was appointed as additional Director of the company with effect from 19 June 2026, be and is hereby re-appointed as a Director of the Company."

4. **To approve the remuneration of Mr. Nishant Rayirath, Managing Director of the Company, for the financial year 2026-2027.**

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

   "**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force) the consent of the members be and is hereby accorded to ratify and approve the remuneration of Mr. Nishant Rayirath, Managing Director of the Company, amounting to INR 1,90,74,099/- p.a. (Rupees One Crore Ninety Lakh Seventy Four Thousand Ninety Nine Only) paid for Financial Year 2025-26 and INR 1,93,59,706/- p.a. (Rupees One Crore Ninety Three Lakhs Fifty Nine Thousand Seven Hundred and

CP Wholesale India Private Limited

Six only) paid/payable for the Financial Year 2026-27 subject to yearly performance review and final approval of the management of the Company at the end of the Financial Year.

By Order of the Board
For CP Wholesale India Private Limited

Date: 09.09.2025
Place: Gurgaon

CP Wholesale India Private Limited

(Nishant Rayirath)
Managing Director
DIN: 08555927
12A, Louvre-1, Raisina Residency,
Sector-59, Gurgaon 122101

NOTES:

1. Pursuant to General Circular Numbers 03/2025, 09/2024, 09/2023, 10/2022, 2/2022, 21/2021, 19/2021, 02/2021, 20/2020, 17/2020, 14/2020 issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred as "MCA Circulars"), Companies are permitted convening the Annual General Meeting ("AGM") through video conferencing ("VC"), without the physical presence of the members at a common venue. In accordance with the MCA circulars and provisions of Companies Act 2013, the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Corporate Office of the Company.

2. A statement to pursuant Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.

3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

4. Since the number of members are less than 50, the Chairman may decide to conduct vote by show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. Where a demand for poll as per preceding sub-para, on any item is required, the members shall cast their vote on the resolution only by sending emails through their email addresses registered with the Company. The said email shall only be sent to legal@cpwi.in, being the designated email address of the Company for the purpose.

5. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.

6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to a scan of the certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the e-AGM on its behalf. The said resolution/authorization shall be sent by email to the company at legal@cpwi.in

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The Company is sending this AGM Notice along with the Annual Report for financial year 2024 in electronic form only to those Members whose e-mail addresses are registered with the Company.

9. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

10. You can join the meeting at following link and enter the password

CP Wholesale India Private Limited

Meeting link: https://teams.microsoft.com/meet/451398850424489?p=liGnyTH5YpyR4hPbq9
Meeting ID: 451 398 850 424 489
Passcode: QE9S6AZ2

In case you do not have App installed on your laptop/ computer/ iPad/ smartphone then download and install and after successful download just click on the abovementioned Zoom link and enter the password.

Alternatively, you may also use the meeting ID and password to launch the meeting.

You will be re-directed to the page of "Zoom Meeting" to join the meeting with or without video. Please enable your video while joining the meeting.

Once you join the meeting, it will ask for your permission to record the meeting. Kindly share your consent for recording and make sure your camera and microphone is properly connected and enabled.

Note: This meeting will be recorded for compliance purposes. Therefore, you should have the following upgraded and supported versions before they join the meeting.

1. **Windows: Version 4.0.25513.0228 or higher**
2. **Mac: Version 4.0.25513.0228 or higher**

11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the e-AGM by following the procedure mentioned in the Notice.

12. Members who need assistance with using the technology before or during the AGM, may reach out on the following number +91- 9560449809 or E-mail at legal@cpwi.in.

13. Members desiring inspection of statutory registers during the AGM may send their request in writing to the Company at legal@cpwi.in.

14. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name and folio number, to reach the Company's e-mail address at legal@cpwi.in before AGM.

CP Wholesale India Private Limited

Explanatory Statement in respect of special business at item number 2 to 4 pursuant to Section 102(1) of the Companies Act 2013 ('THE ACT')

Item no. 2

The Board of Directors of your Company has appointed Mr. Shaun Tze Sheng Wong, (DIN: 11746274) as additional Director on the board of the company w.e.f. 19th June, 2026 upto the conclusion of forthcoming Annual General Meeting (AGM) of the Company accordingly the board has proposed his re-appointment at the AGM.

The details of Mr. Shaun Tze Sheng Wong, in accordance with Secretarial Standard – 2 on General Meeting is as under:

Date of Birth /Age	11-03-1985 41 Years
Nationality	Australia
Qualification and Experience	Mr. Shaun Tze Sheng Wong is a professional having a vast experience in the field of strategy and implementation, sales and marketing, international development, operations and HR.
Terms and conditions of appointment	Mr. Shaun Tze Sheng Wong will act as a non-executive Director on the board.
Remuneration last drawn.	Nil
Remuneration sought to be paid	Nil
Shareholding in the Company	Mr. Shaun Tze Sheng Wong does not hold any share in the company.
Date of first appointment on the Board	19-06-2026
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
The Number of Meetings of the Board attended during the year	Mr. Shaun Tze Sheng Wong was appointed as additional Director after closure of the FY under review.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	None in India

In view of his vast experience, it will be in the interest of the Company to appoint him as Director, therefore your board has proposed his re-appointment as a Director of the Company pursuant to Section 152 of the Companies Act, 2013.

None of the Directors of the Company, key managerial personnel or relative of Director or key managerial personnel, except Mr. Shaun Tze Sheng Wong, is deemed to be concerned or interested in the resolution set out under Item no. 2 of the Notice.

The Board of Directors recommends resolutions set out at Item No. 2 in the accompanying Notice for the approval of the shareholders by way of **Ordinary resolution.**

Item no. 3

The Board of Directors of your Company has appointed Mr. Sirote Vichayathai, (DIN: 11758250), as

CP Wholesale India Private Limited

additional Director on the board of the company w.e.f. 19th June, 2026 upto the conclusion of forthcoming Annual General Meeting of the Company accordingly the board has proposed his re-appointment at the AGM.

The details of Mr. Sirote Vichayabhai, in accordance with Secretarial Standard – 2 on General Meeting is as under:

Date of Birth /Age	07-01-1974 53 Years
Nationality	Thailand
Qualification and Experience	Mr. Sirote Vichayabhai is a professional having a vast experience in the field of Banking, Strategic Financial Management.
Terms and conditions of appointment	Mr. Sirote Vichayabhai will act as a non-executive Director on the board.
Remuneration last drawn.	Nil
Remuneration sought to be paid	Nil
Shareholding in the Company	Mr. Sirote Vichayabhai does not hold any share in the company.
Date of first appointment on the Board	19-06-2026
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
The Number of Meetings of the Board attended during the year	Mr. Sirote Vichayabhai was appointed as additional Director after closure of the FY under review.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	None in India

In view of his vast experience, it will be in the interest of the Company to appoint him as Director, therefore your board has proposed his re-appointment as a Director of the Company pursuant to Section 152 of the Companies Act, 2013.

None of the Directors of the Company, key managerial personnel or relative of Director or key managerial personnel, except Mr. Sirote Vichayabhai, is deemed to be concerned or interested in the resolution set out under Item no. 3 of the Notice.

The Board of Directors recommends resolutions set out at Item No. 3 in the accompanying Notice for the approval of the shareholders by way of **Ordinary resolution.**

Item No. 4

The Board of Directors of your Company has proposed to approve the remuneration of Mr. Nishant Rayirath, Managing Director of the Company, amounting to INR 1,90,74,099/- p.a. (Rupees One Crore Ninety Lakh Seventy Four Thousand Ninety Nine Only) paid for Financial Year 2025-26 and INR 1,93,59,706/- p.a. (Rupees One Crore Ninety Three Lakhs Fifty Nine Thousand Seven Hundred and Six only) paid/payable for the Financial Year 2026-27 subject to yearly performance review and final approval of the management of the Company at the end of the Financial Year.

CP Wholesale India Private Limited

In accordance with Section 197(4), the remuneration payable to Director required Member's approval and thus your Board of Directors recommend approving the remuneration of Mr. Nishant Rayirath, Managing Director of the Company.

None of the Directors of the Company, key managerial personnel or relative of Director or key managerial personnel, except Mr. Nishant Rayirath, is deemed to be concerned or interested in the resolution set out under Item no. 3 of the Notice.

The Board recommends the resolution for the approval of the Members as an **Ordinary Resolution.**

By Order of the Board
For CP Wholesale India Private Limited

Date: 09.09.2025
Place: Gurgaon

CP Wholesale India Private Limited

(Nishant Rayirath)
Managing Director
DIN: 08555927
12A, Louvre-1, Raisina Residency,
Sector-59, Gurgaon 122101