



**NOTICE FOR THIRD ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE (3<sup>RD</sup>) THIRD ANNUAL GENERAL MEETING OF COCOBLU RETAIL LIMITED (“COMPANY”) WILL BE HELD ON WEDNESDAY, SEPTEMBER 25, 2024 AT 02.30 P.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, TOWER-B, WORLDMARK-1, AEROCITY, NEW DELHI-110037 TO TRANSACT THE FOLLOWING BUSINESSES: -**

**ORDINARY BUSINESS:**

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2024 AND THE REPORTS OF THE DIRECTOR’S AND AUDITORS THEREON**

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

“**RESOLVED THAT** the Audited Financial Statements of the Company which includes Balance Sheet as on 31<sup>st</sup> March 2024 and the Statement of Profit & Loss for the Financial Year ended on 31<sup>st</sup> March 2024 along with the Schedules and Notes appended thereto, Board’s Report and the Auditor’s Report thereon, be and are hereby received, considered and adopted.”

- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. AMIT JAIN (DIN: 06802414), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. Amit Jain (DIN: 06802414) who is liable to retire by rotation, be and is hereby re-appointed as Non-Executive Director of the Company.”

**SPECIAL BUSINESS:**

- 3. APPOINTMENT OF MR. ARCHIT PATWARI (DIN: 10659782) AS WHOLE-TIME DIRECTOR OF THE COMPANY**

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

**Cocoblu Retail Limited**  
**(A wholly owned subsidiary of RattanIndia Enterprises Limited)**

(CIN: U52399DL2021PLC388574)

**Registered Office:** 5th Floor, Tower-B, Worldmark 1, Aerocity, New Delhi-110037  
**phone:**011 46611666, **Fax:** 011 46611777



**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161, 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 and Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Archit Patwari (DIN: 10659782)** who was appointed as Additional Director with effect from June 15, 2024 by the Board of Directors of the company and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and has consented to act as Whole Time Director of the Company be and is hereby appointed as Whole-Time Director of the Company who shall hold office for a period of five years from June 15, 2024, liable to retire by rotation on such terms and conditions as set out in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice of this Annual General Meeting.

**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company be and are hereby severally authorized to do all such deeds, things and acts as may be required for above said purpose and to file necessary forms with the Registrar of Companies and to take such incidental and consequential actions as may be necessary in this regard.”

**By order of the Board of Directors  
For Cocoblu Retail Limited**

**Mayanka Srivastava  
Company Secretary**

**Date: [•]**

**Place: Bangalore**

**Notes:**

- (a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy, who need to be a member of the Company, to attend and vote instead of himself. Proxies in order to be effective must be lodged with the Company at least 48 hours before the meeting. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the paid up 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. The Proxy Form is annexed hereto as **Annexure I**.
- (b) The register of Director’s Shareholding maintained u/s 170 of the Companies Act, 2013 will be available for inspection by the members at the meeting.
- (c) Members are requested to notify immediately any change in their addresses to the Company at the above address.

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- (d) The Registers under the Companies Act, 2013 is available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays.
- (e) The Explanatory Statement pursuant to provisions of section 102 (2) of the Companies Act, 2013 is annexed hereto.
- (f) Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience. The attendance slip is annexed hereto as **Annexure II**.
- (g) Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the authority letter/Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- (h) In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map and the prominent land mark of the location of the aforesaid meeting is enclosed.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 THE COMPANIES ACT, 2013**

**ITEM NO. 3:**

**APPOINTMENT OF MR. ARCHIT PATWARI (DIN: 10659782) AS WHOLE-TIME DIRECTOR OF THE COMPANY**

Mr. Archit Patwari (DIN: 10659782) was appointed as an Additional Director with effect from June 15, 2024 by the Board of Directors in accordance with Articles of Association and as per applicable provisions of the Companies Act 2013 ("the Act"). As per section 161 of the Act, Mr. Archit Patwari holds office upto the date of forthcoming Annual general meeting. Mr. Archit Patwari has consented to the proposed appointment and declared qualified. Mr. Archit Patwari has requisite knowledge, experience and skill for the position. It would be therefore in the interest of the Company to appoint Mr. Archit Patwari as Whole-Time Director of the Company.

Based on the recommendation received from the Board of Directors and in view of his knowledge, skills and invaluable expertise related to the industry of the Company, it is proposed to appoint Mr. Archit Patwari as a Whole-time Director of the company. Mr. Archit Patwari is liable to retire by rotation and if appointed, will hold office for consecutive term of 5 years commencing with effect from June 15, 2024.

The brief profile of Mr. Archit Patwari is as under:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details of the Director</b>	
1	Name of the Director	Mr. Archit Patwari	
2	DIN	10659782	
3	Date of Birth	18/05/1987	
4	Age	37 years	
5	Date of Appointment	15/06/2024	
6	Qualification	Professional	
7	Experience	15 Years	
8	Terms and Conditions of Appointment or Reappointment along with details of remuneration sought to be paid	Basic Salary	INR 90,00,000
		PLI	INR 30,00,000
		Gratuity	As per Company Policy
		Leaves and Leave encashment	As per Company Rules
		Other terms and conditions of service including notice period	As applicable to other employees in his Grade

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9	Shareholding in the Company	Nil
10	Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable
11	Number of Meetings of the Board attended during the year	1
12	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Member of CSR Committee of the Company

Mr. Archit Patwari is interested in the said resolution as it pertains to his own appointment.

None of the Directors, Key Managerial Personnel's of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

The Board places the above resolution before the Members for their approval as being the Ordinary Resolution.

**For Cocoblu Retail Limited**

**Mayanka Srivastava**  
**Company Secretary**

**Date:** [•]

**Place:** Bangalore

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**Annexure I**  
**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]***

Name of the Company	Cocoblu Retail Limited
Company Identification Number (CIN)	U52399DL2021PLC388574
Registered Office	5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi South West Delhi 110037

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No.	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company hereby appoint

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 Third Annual General Meeting of the Company to be held on Wednesday, September 25, 2024 at 02.30 P.M. (IST) at the Registered Office of the Company at 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi South West Delhi -110037 and at any adjournment thereof in respect of such resolution as is indicated below:

**Resolution No.**

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1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March 2024 and the reports of the Director's and Auditors thereon;
2. To appoint a director in place of Mr. Amit Jain (DIN: 06802414), who retires by rotation and being eligible, offers himself for reappointment;
3. Appointment of Mr. Archit Patwari (DIN: 10659782) as Whole-Time Director of the Company.

Signed this \_\_\_\_ day of \_\_\_\_ 2024

Signature of Shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamps

**Annexure II**

**Attendance Slip**

**Third Annual General Meeting**

Registered Folio No.

Number of Shares  
held

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Third Annual General Meeting of the Company held on Wednesday, September 25, 2024 at 02.30 P.M. (IST) at the Registered Office of the Company at 5th Floor, Tower-B, Worldmark-1, Aerocity, New Delhi-110037.

\_\_\_\_\_  
**Name of the member / proxy**  
**member / proxy**  
**(IN BLOCK LETTERS)**

\_\_\_\_\_  
**Signature of the**

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Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall

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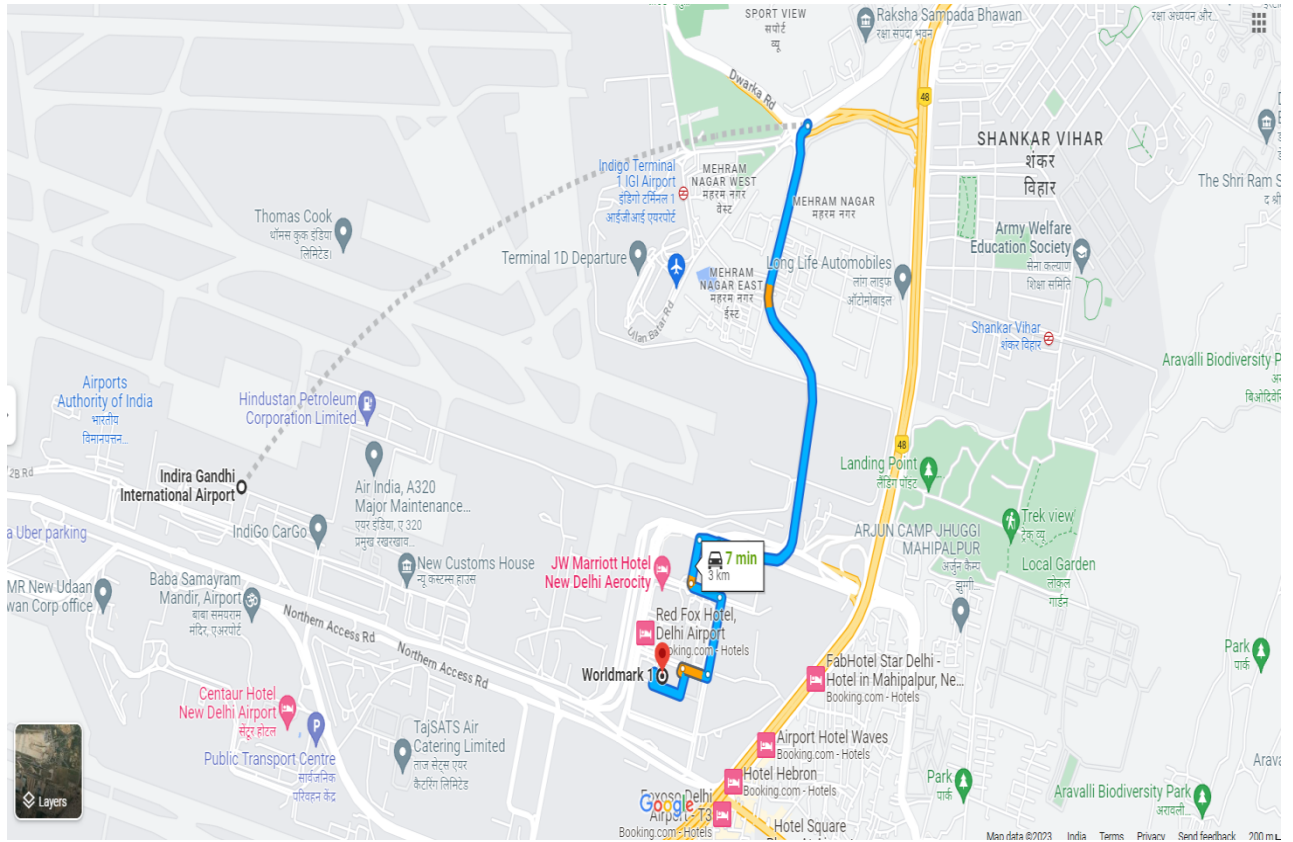
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## Route Map

### From Delhi Airport to Venue of Meeting



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