

CANTABIL RETAIL INDIA LIMITED

CIN: L74899DL1989PLC034995

Regd. and Corp. Office: B- 16, Ground Floor, Lawrence Road, Industrial Area, New Delhi - 110035

Website: www.cantabilinternational.com E-mail: investors@cantabilinternational.com

Telephone: +91 11-41414188 & 11-46818101

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 36th (Thirty-Sixth) Annual General Meeting ("Meeting") of the Member(s) of CANTABIL RETAIL INDIA LIMITED ("Company") will be held on Saturday, 14th day of September 2024 at 11:00 A.M. IST at Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi-110036, to transact the following business:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**
2. **TO CONFIRM PAYMENT OF INTERIM DIVIDEND OF RS. 0.40/- (RUPEES FORTY PAISA ONLY) PER SHARE i.e. @20% ON EQUITY SHARE OF FACE VALUE OF RS. 2/- (RUPEES TWO ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024 AND DECLARATION OF FINAL DIVIDEND OF RS. 0.50/- (RUPEES FIFTY PAISA ONLY) PER SHARE i.e. @ 25% ON EQUITY SHARE OF FACE VALUE OF RS. 2/- (RUPEES TWO ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024.**
3. **TO APPOINT A DIRECTOR IN PLACE OF MR. BASANT GOYAL (DIN: 07659491), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**
4. **TO APPOINT M/S WALKER CHANDIOK & CO LLP AS THE STATUTORY AUDITOR 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 including any statutory amendment(s), modification(s) thereto or re-enactment(s) thereof, for the time being in force, and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/S Walker ChandioK & Co LLP, Chartered Accountants (Firm

Registration No. 001076N/ N500013) who have confirmed their eligibility to be appointed in terms of Section 141 of the Act, be and are hereby appointed as the Statutory Auditor of the Company to hold office for a period of 5 (five) consecutive years till the conclusion of the Forty First Annual General Meeting of the Company to be held in the year 2029, at a remuneration to be determined by the Board of Directors of the Company (or any committee thereof) in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors of the Company (including any Committee thereof) or such other Officer(s) of the Company as authorized by the Board or Committee thereof, to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable to give effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard."

SPECIAL BUSINESS:

5. **APPOINTMENT OF MS. ARPANA JAIN (DIN: 01034469) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 and other applicable provisions, if any, read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Ms. Arpana Jain (DIN: 01034469), who was appointed as an Additional Director in the capacity of Independent Director of the Company with effect from 13th August, 2024, who meets the criteria of Independence under section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the

LODR Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years w.e.f. 13th August, 2024.

RESOLVED FURTHER THAT any/all Directors and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

6. APPOINTMENT OF MR. LALIT KUMAR (DIN: 00025150) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 and other applicable provisions, if any, read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company, Mr. Lalit Kumar (DIN: 00025150), who was appointed as an Additional Director in the capacity of Independent Director of the Company with effect from 13th August, 2024, who meets the criteria of Independence under section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years w.e.f. 13th August, 2024.

“RESOLVED FURTHER THAT any/all Directors and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

7. RE-APPOINTMENT OF MR. RAJEEV SHARMA (DIN: 08528048) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company, Mr. Rajeev Sharma (DIN: 08528048), who was appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years commencing from September 26, 2019 who meets the criteria of Independence under section 149(6) of the Act and rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years w.e.f. September 26, 2024.

RESOLVED FURTHER THAT any/all Directors and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

8 ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 4, 13 and all other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodied as and to the extent necessary, consent of the members of the Company be and hereby accorded for effecting the alterations in the existing Object Clause of the Memorandum of Association (“the MoA”) of the Company in the following manner:-

The existing Main Objects of Clause III (A)(3) be altered by replacing the same with the following new Clause III(A)(3) as under:

To carry on the business of manufactures, importers, exporters and dealers in Men's Women's and Children's Clothing, wearing apparel, Hosiery goods, footwear,

Jackets, Socks, Ties, Perfume, Cosmetics, Deodorants, Fashion Wears, Inner wear accessories, Towels, Handkerchiefs, Scarves & Stoles and other Personal Care Products, luggage/ bags etc., and other similar articles of every kind, nature, description made from cotton, synthetic, wool, worsted materials and /or Leather.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “ Board”, which term shall deem to include any of its duly constituted Committee) or any authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

9. REVISION IN THE TERMS OF REMUNERATION OF MR. BASANT GOYAL (DIN: 07659491), WHOLE TIME DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** further to the resolutions passed at the 34th Annual General Meeting held on September 23, 2022 for re-appointment of Mr. Basant Goyal, Whole Time Director (DIN:07659491), and pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and/or such other permissions, sanction(s) as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and the approval of Board of Directors, the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Basant Goyal, Whole Time Director of the Company with effect from April 01, 2024 for the remaining period of his present term of appointment i.e. September 30, 2025, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Basant Goyal within and in accordance

with the Act or such other applicable provisions or any amendment thereto:

- (a) Salary & Allowances upto Rs. 4,00,000/- (Four Lakh only) per month.
- (b) Company's contribution to provident fund, superannuation fund, or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall be included in the computation of ceiling on remuneration and perquisites as aforesaid.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Basant Goyal shall be entitled to receive remuneration upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, the limits as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Basant Goyal be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”

10. APPROVAL OF REMUNERATION OF MS. MEGHA BANSAL FOR HOLDING OFFICE OR PLACE OF PROFIT

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

“**RESOLVED THAT** in pursuance with the provisions of Section 188(1)(f) of the Companies Act, 2013, read with Companies (Meeting of Board and its powers) Rules, 2014 and any other applicable provisions, including any statutory modifications thereto for the time being in force, consent of the members be and is hereby accorded for payment of remuneration to Ms. Megha Bansal and to hold office or place of profit, being related party as mentioned in item no. 10 of an explanatory statement, as Deputy General Manager of the company w.e.f. October 01, 2024, at a remuneration for an amount not exceeding 33,00,000/- p.a.

RESOLVED FURTHER THAT the Board of Directors of the company or a committee be and is hereby authorized

to finalize and decide the change in designation and/or revisions in the remuneration payable to Ms. Megha Bansal from time to time in accordance with the company's policy on performance measurement and appraisal and such other relevant policies.

RESOLVED FURTHER THAT the Board of Directors of the company or committee thereof be and is hereby authorized to do all such acts, deeds, and things as may be deemed necessary to give effect to for foregoing resolutions.”

**By Order of the Board of Directors
For Cantabil Retail India Limited**

**Sd/-
(POONAM CHAHAL)
Head - Legal & Company Secretary
FCS No. : 9872**

Date : August 13, 2024

Place: New Delhi

Regd. Office: B-16,

Lawrence Road Industrial Area

New Delhi-110035

IMPORTANT NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty eight (48) hours before the commencement of the Annual General Meeting.

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item Nos. 4, 5, 6, 7, 8, 9, & 10 of the accompanying Notice is annexed hereto. The Board of Directors of the Company on August 13, 2024 considered that the business under Item Nos. 4, 5, 6, 7, 8, 9, & 10 in addition to the ordinary businesses be transacted at the 36th AGM of the Company.
- According Section 105 of the Companies Act 2013, 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.
- In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and

Administration) Rules, 2014 a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total 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. A proxy Form is also annexed to this report.

- Members/Proxies should bring the duly filled Attendance Slip at the Annual General Meeting. Corporate Members, Societies etc. are requested to send a duly certified copy of the Board Resolution, Authority letter authorizing their representative(s) to attend and vote on their behalf at the Annual General meeting.
- According to Section 112 and 113 of the Companies Act 2013, Corporate/Institutional Members are required to send a scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to dpv@dpvassociates.com
- The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday 8th September, 2024 to Saturday 14th September, 2024 (both days inclusive) for the purpose of Annual General meeting.
- All documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office as well as the Corporate Office of the Company during normal business hours (10.00 AM to 6.00 PM) on all working days except Saturdays, upto and including the date of the AGM of the Company.
- Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.
- Members are requested to intimate change, if any, in their postal addresses immediately to RTA, Beetal Financial and Computers Pvt. Ltd. At Beetal House, 3rd floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062.
- Members holding shares in electronic form should get their email id's updated with their respective Depository Participants so that they can get the copies of all correspondence sent by the Company via email.
- The attendance of the members attending the AGM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
- The route map of the venue of the Annual General Meeting is annexed hereto

14. Details of Director retiring by rotation/seeking re-appointment at the ensuing AGM is annexed to the notice.
15. Details as per regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting ("SS-2") as issued by the Institute of Company Secretaries of India related to Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.
16. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13, which is available on the website of the Company. Further, SEBI vide its Circular dated 3rd November, 2021 has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.
- Pursuant to the amendments introduced in the Income Tax Act, 1961 ('the IT Act') vide Finance Act, 2020, w.e.f. April 1, 2020, dividend declared, paid or distributed by a Company on or after April 1, 2020, is taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct TDS/ WHT at the time of payment of dividend at the applicable tax rates. The rates of TDS/ WHT would depend upon the category and residential status of the shareholder. Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the RTA/ Company by sending documents by 30th August, 2024, Friday.
17. The Board of Directors recommended the final dividend of @ Rs. 0.50 per share (i.e. @ 25%) on 83,638,040 Equity Shares for the financial year ended on 31st March, 2024 subject to approval of the Shareholder of the Company.
18. SEBI vide its Circular dated 3rd November, 2021, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios and the Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after 1st April, 2023, shall be frozen by the RTA. SEBI has introduced Form ISR - 1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.
19. In terms of the aforesaid SEBI Circular, effective from 1st January 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.
- Members may also note that SEBI vide its Circular dated 25th January, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4.
- Relevant details and forms prescribed by SEBI in this regard including the mode of dispatch are available on the website of the Company at www.cantabilinternational.com, for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely. ii) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants
20. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their share certificates to consolidate their holding into one folio.
21. In case joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote.
22. Non-resident Indian shareholders are requested to inform about the following to the Company or its RTA or the concerned DP, as the case may be, immediately of:-
- The change in the residential status on return to India for permanent settlement;
 - The particulars of the NRE Account with a Bank in India, if not furnished earlier.
- Book Closure for Annual General Meeting and Final Dividend:**
23. The Register of Members and Share Transfer books of the Company shall remain closed from Sunday 8th September, 2024 to Saturday 14th September, 2024 for the purpose of payment of the final dividend if approved, shall be paid by

the Company to those shareholders whose names will appear in the Register of Members of the Company on the closure of Business hours on Friday, 30th August, 2024.

24. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned in this notice, or with the Company Secretary, at the Company's registered office or at investors@cantabilinternational.com. Members are requested to note that dividends that are not claimed/encashed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further all the shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF Authority as per Section 124 of the Act, read with applicable IEPF (Accounting, Audit Transfer and Refund) Rules 2016, as amended, from time to time. Particulars of shareholders who have not claimed/encashed their dividend are available on the Company's website at www.cantabilinternational.com. and also on the website of the Ministry of Corporate Affairs

The shareholders are therefore encouraged to verify their records and claim their dividends of all the earlier seven years, if not claimed.

25. In terms of the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015) and Sections 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, read with MCA Circular and SEBI Circular the Company is providing its members the facility to exercise their right to vote at the meeting by electronic means on any or all of the business specified in the accompanying Notice. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting.

Commencement of E-voting	10: 00 AM, Wednesday 11 th day of September, 2024
End of E-voting	5:00 PM, Friday 13 th day of September, 2024

26. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date i.e. (7th day of September, 2024).
27. The Company had appointed Mr. Devesh Kumar Vasisht (CP No. 13700), Managing Partner or failing him, Mr. Parveen Kumar (CP No. 13411), Partner of M/s DPV & Associates LLP, Company Secretaries as scrutinizer to scrutinize the voting entire e-voting process in a fair and transparent manner.

28. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two working days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him in writing who shall countersign the same.
29. The Chairman or a Director authorised by him in writing shall declare the result of remote e-voting within 2 working days as specified in the regulation 44 of SEBI (LODR) Regulation, 2015. After the result declared by the Chairman or any other Director authorised by the Chairman, the same along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.cantabilinternational.com and shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
30. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

31. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available for inspection by the members during the AGM.
32. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investors@cantabilinternational.com.
33. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, 30th August, 2024 through email on investors@cantabilinternational.com. The same will be replied by the Company suitably.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

34. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for financial year 2023-24 including Audited Financial

Statements for the year 2023-2024 are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the member, either to Company's RTA Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi-110062 or write to the Company's email address investors@cantabilinternational.com by addressing Ms. Poonam Chahal.
 - b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
35. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.cantabilinternational.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
36. For receiving all communication (including Annual Report) from the Company electronically:
- a) Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the member, either to Company's RTA Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi- 110062 or write to the Company's email address investors@cantabilinternational.com by addressing Ms. Poonam Chahal.
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses

with the relevant Depository Participant.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 10:00 AM, Wednesday 11th day of September, 2024 and ends on 05:00 PM, Friday 13th day of September, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday 7th September, 2024 may cast their vote electronically. The Company announces Book Closure date for the purpose of Annual General Meeting and Dividend from Sunday 8th September, 2024 to Saturday 14th September, 2024. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders

holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders

are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-24997000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that

this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@cantabilinternational.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company on investors@cantabilinternational.com**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 225533

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 225533

INSTRUCTIONS FOR SHAREHOLDERS FOR VOTING DURING THE AGM ARE AS UNDER:-

1. Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through

- remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through polling papers available at the venue of the AGM.
2. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 3. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@cantabilinternational.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
 37. If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542/43).
 38. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 225533.
 39. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
 40. The facility for voting through electronic voting system or ballot or polling paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote evoting or by Ballot Form shall be able to exercise their right at the meeting. Further, the members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 41. The relevant details of directors seeking appointment/reappointment/revision in the remuneration above pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard- 2 is also given at the end of the Notice.
 42. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

**By Order of the Board of Directors
For Cantabil Retail India Limited**

Sd/-

Date : August 13, 2024

(POONAM CHAHAL)

Place: New Delhi

Head - Legal & Company Secretary

FCS No. : 9872

**EXPLANATORY STATEMENT IN RESPECT OF THE
SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE
COMPANIES ACT, 2013**

**ITEM NO. 4: TO APPOINT M/S WALKER CHANDIOK & CO
LLP AS THE STATUTORY AUDITOR OF THE COMPANY**

The shareholders of the Company at the 34th Annual General Meeting held on September 23, 2022, approved the appointment of M/s Suresh & Associates, Chartered Accountants (Registration No. 0003316N) as the Statutory Auditors of the Company for a period of 5 Years i.e. from the conclusion of the 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company. However they have tendered their resignation from the office of Statutory Auditors of the Company with effect from August 13, 2024.

Accordingly, the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its

meeting held on August 13, 2024, approved and proposed to the members the appointment of M/s Walker Chandiook & Co LLP (Registration No 001076N/N500013) as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this ensuing AGM till the conclusion of 41st AGM to be held in the year 2029.

M/s Walker Chandiook & Co LLP have consented to the aforesaid appointment and confirmed that their appointment, if made, will be in accordance with the provisions of the Sections 139, 141 and other relevant provisions the Act and the Companies (Audit and Auditors) Rules, 2014.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- The fee proposed to be paid to M/s Walker Chandiook & Co LLP towards Statutory Audit for the Financial Year 2024-25 shall not exceed Rs. 51,00,000/- (Rupees Fifty One Lakhs only) per annum, plus out of pocket expenses, with the authority to the Board to make provisions as it may deem fit for the balance term, based on the recommendation of the Audit Committee.

The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fee as above, and will be decided by the management in consultation with the Statutory Auditors. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.

- The proposed fee for the new auditor represents a significant increase compared to what was paid to the outgoing auditor, reflecting the enhanced market position and prestige of the new firm
- The Audit Committee and the Board of Directors, while recommending the appointment of M/s Walker Chandiook & Co LLP as the Statutory Auditors of the Company, have taken into consideration, among other things, the credentials of the firm and partners, proven track record of the firm and eligibility criteria prescribed under the Act.

M/s. Walker Chandiook & Co LLP is a firm of Chartered Accountants registered and empanelled with the Institute of Chartered Accountants of India (ICAI). It was established in the year 1935 and is a Limited Liability Partnership Firm incorporated in India. It has its registered office at L-41, Connaught Circus, New Delhi - 110001 apart from 15 other branch offices in various cities in India. It is primarily engaged in providing audit and assurance services to its clients. It is amongst the largest and highly reputed audit firms in India and are auditors for several large companies including some of the top 100 listed entities in India. The firm has extensive experience over the range of industries, market segments and geographical corridors.

None of the Directors, Key Managerial Personnel or any of

their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 4 of the Notice

ITEM NO. 5: TO APPOINT MS. ARPANA JAIN (DIN: 01034469) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 13th August, 2024, appointed Ms. Arpana Jain (DIN: 01034469) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. 13th August, 2024.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Ms. Arpana Jain holds office as an Additional Director in capacity of Independent Director, subject to the approval of members.

Further, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 13th August, 2024, recommended the appointment of Ms. Arpana Jain as an Independent Director on the Board of the Company, not liable to retire by rotation, for a period of five years commencing from the date of Board's approval i.e. 13th August, 2024.

Ms. Arpana Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Ms. Arpana Jain as per the provisions of the Act and SEBI Listing Regulations including the declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further, she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Ms. Arpana Jain fulfils the conditions for her appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing

Regulations and is independent of the Management.

Ms. Arpana Jain possesses the required skills, knowledge, and experience as identified by the Board in the fields of Financial Management, Auditing and Taxation, Statutory Audit, Internal Audit, Tax Audit, System Audit, Concurrent Audit, Bank Audit, Company Law Matters, FEMA, Accounting and GST and her induction on Company's Board will immensely benefit the Company.

Further, Ms. Arpana Jain possesses the integrity, expertise, experience and proficiency for appointment as an Independent Director and is a person of high integrity and repute.

Considering her expertise and knowledge, the Board considers that the appointment of Ms. Arpana Jain as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Ms. Arpana Jain as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of Board's approval i.e. 13th August, 2024.

Accordingly, the Board recommends the resolution as set out at Item No. 5 of this AGM Notice for approval of the Members of the Company as a Special Resolution.

The copy of draft letter of appointment of Ms. Arpana Jain setting out the terms and conditions of her appointment is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Ms. Arpana Jain including her profile and specific areas of expertise are given in this AGM Notice as “Annexure 1”.

Except Ms. Arpana Jain and her relatives, no other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 6. APPOINTMENT OF MR. LALIT KUMAR (DIN: 00025150) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 13th August, 2024, appointed Mr. Lalit Kumar (DIN: 00025150) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. 13th August, 2024.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), Mr. Lalit Kumar holds office as an Additional Director in capacity of Independent Director, subject to the approval of members.

Further, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company

is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 13th August, 2024, recommended the appointment of Mr. Lalit Kumar as an Independent Director on the Board of the Company, not liable to retire by rotation, for a period of five years commencing from the date of Board's approval i.e. 13th August, 2024.

Mr. Lalit Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. Lalit Kumar as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Mr. Lalit Kumar fulfils the conditions for his appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management.

Mr. Lalit Kumar possesses the required skills, knowledge, and experience as identified by the Board in the fields of Finance & Accounts and his induction on Cantabil's Board will immensely benefit the Company.

Further, Mr. Lalit Kumar possesses the integrity, expertise, experience and proficiency for appointment as an Independent Director and is a person of high integrity and repute.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Lalit Kumar as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Lalit Kumar as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from the date of Board's approval i.e. 13th August, 2024.

Accordingly, the Board recommends the resolution as set out at Item No. 6 of this AGM Notice for approval of the Members of the Company as a Special Resolution.

The copy of draft letter of appointment of Mr. Lalit Kumar setting out the terms and conditions of his appointment is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings

issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Lalit Kumar including his profile and specific areas of expertise are given in this AGM Notice as “Annexure 1”.

Except Mr. Lalit Kumar and his relatives, no other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 7: RE-APPOINTMENT OF MR. RAJEEV SHARMA (DIN: 08528048) AS INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Rajeev Sharma was appointed as an Independent Non Executive Director of the Company by the members at the 31st AGM of the Company held on September 26, 2019 for a period of five consecutive years commencing from September 26, 2019 upto September 25, 2024. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajeev Sharma, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 26th September, 2024 up to 25th September, 2029.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Rajeev Sharma fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rajeev Sharma as an Independent Director. Accordingly, the Board recommends reappointment of Mr. Rajeev Sharma as an Independent Director for another term of five consecutive years with effect from 26th September, 2024 up to 25th September, 2029, for the approval of shareholders' by passing of this special resolution.

None of the Director and Key Managerial Personnel of the Company and their relative is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice of the AGM.

Mr. Rajeev Sharma is not related to any Director of the Company.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by ICSI.

ITEM NO 8. ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Your Board has to consider from time-to-time proposals for expansion of product range which would be profitable for the Company as part of Expansion Plans. For this purpose, the object Clause of the Company which is presently restricted in scope requires it to be comprehend so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The “Main Object” clause of the Memorandum of Association of the Company is being amended by deletion of Clause III (A) and with insertion of New Clause III (A).

The Board at its meeting held on 13th August, 2024 has approved alteration of the MoA of the Company and the Board now seeking Members' approval for the same.

The proposed change of object clause requires the approval of shareholders' through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 8 of the Notice for approval of the Members.

ITEM NO 9. REVISION IN THE TERMS OF REMUNERATION OF MR. BASANT GOYAL (DIN: 07659491), WHOLE TIME DIRECTOR OF THE COMPANY

Mr. Basant Goyal (DIN: 07659491), Whole Time Director of the Company, was last re-appointed by the Shareholders in the Annual General Meeting (AGM) held on September 23, 2022 for a term of 3 (Three) years w.e.f. October 01, 2022. As per the existing terms of revision in his remuneration, he can be paid remuneration as may be decided by the Board and/ or any Committee thereof subject to a maximum remuneration of Rs.

3,10,000/- per month. Considering his contribution to the overall progress of the Company and also taking into account the prevailing managerial remuneration in industry, the Board of Directors in its Meeting held on August 13, 2024, upon the recommendation of the Nomination and Remuneration Committee & Audit Committee and subject to the approval of Members sought in the Annual General Meeting has approved the revision in the maximum limit of his monthly remuneration to Rs.4,00,000/- per month from the existing maximum limit of Rs. 3,10,000/- per month. Actual monthly structure of his remuneration shall however continue to be decided by the Board and/ or any Committee thereof. Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the revision in the terms of remuneration of Mr. Basant Goyal to the Members for their approval. Except Mr. Basant Goyal, and Mr. Deepak Bansal, (Whole Time Director) no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 9 of this Notice.

ITEM NO 10. APPROVAL OF REMUNERATION OF MS. MEGHA BANSAL FOR HOLDING OFFICE OR PLACE OF PROFIT

In accordance with the provisions of Section 188(1)(f) of the Companies Act, 2013 which govern the related party transactions, it is required for a Company to obtain approval of the Board of Directors and Shareholders for payment to the related party who hold office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 15, 2024 had approved the appointment of Ms. Megha Bansal, who is relative of Mr. Deepak Bansal, Whole Time

Director, Mr. Basant Goyal Whole Director and Mr. Vijay Bansal, Chairman & Managing Director of the Company, as DGM (Deputy General Manager) Finance, w.e.f. October 01, 2024 on payment of maximum salary of Rs. 33,00,000 per annum on such terms, conditions and benefits as may be applicable as per the policies of the Company to the grade of her appointment.

Ms. Megha Bansal has been working with the Company since May 13, 2011 and was appointed with the approval of Board of Directors in compliance of the provisions of section 188(1)(f) of the Act. Mrs. Megha Bansal has vast experience of more than one decade.

She has played a crucial role in shaping the company's financial strategies and ensuring robust fiscal management. she has led a team in the formulation and execution of comprehensive financial plans, managing budgets and maintaining rigorous compliance with regulatory standards. While workings closely with the senior management team to identify growth opportunities and providing strategic recommendations she has significantly influenced corporate direction.

This resolution is recommended for the approval of the shareholders by way of an Ordinary Resolution. As per Section 188 of the Companies Act, 2013 no member of the company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

Except Mr. Deepak Bansal, Whole Time Director, Mr. Vijay Bansal, Chairman & Managing Director, and Mr. Basant Goyal Whole Director no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 10 of this Notice.

ANNEXURE – 1

DETAILS PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND 1.2.5 OF SECRETARIAL STANDARD (SS-2) ON GENERAL MEETING AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Name of the Director	Mr. Basant Goyal	Ms. Arpana Jain	Mr. Lalit Kumar	Mr. Rajeev Sharma
Age	34	57	60	73
Qualifications	Mr. Basant Goyal is Graduate in Business Administration from Delhi.	Chartered Accountant, M.com. (Gold Medalist), FCA, DISA, CISA	Chartered Accountant & Company Secretary	B.Sc., B.Ed., LLB (Academic), MBA
Brief Profile of Director/ Experience	Mr. Basant Goyal is Whole Time Director of the Company. As a director, he is actively involved in administration, Inventory Management & Project Division of our Company as Whole Time Director.	Ms. Arpana Jain is a Chartered Accountant with over 30 years of experience in the field of Financial Management, Auditing and Taxation, Statutory Audit, Internal Audit, Tax Audit, System Audit, Concurrent Audit, Bank Audit, Company Law Matters, FEMA, Accounting and GST.	Mr. Lalit Kumar is a Rank Holder Chartered Accountant & Company Secretary. He was the President of M/s Vishal Retail Limited in 2008 and CEO of Ebony Retail Holdings LTD from year 2005 to 2007. He was also heading the Retail Division of Jumbo Electronics LLC Dubai. He has a strong understanding of retail space in India with the ability to monitor new market developments.	Mr. Rajeev Sharma joined Haryana Civil Services in 1976 and elevated to IAS- allotted 1989 Batch. After serving of 35 years, he retired on 31st May, 2011. During the services, he served in department of Agriculture, Tourism and Hospitality, Cooperation, Education, Information & Culture Affairs, Social Welfare etc. He worked as- <ul style="list-style-type: none"> • Director in Public Relation and Cultural Affairs • Commissioner in Municipal Corporation Gurgaon • Divisional Commissioner in Gurgaon and Rohtak • Appellate Authority for Revenue and Village Common Land Act cases • Appellate Authority under RTI Act • State Election Commissioner in Haryana
Nature of his Experience in specific functional areas	Marketing strategy and advertisements for Companies Business.	Financial Management, Auditing and Taxation, Statutory Audit, Internal Audit, Tax Audit, System Audit, Concurrent Audit, Bank Audit, Company Law Matters, FEMA, Accounting and GST	Finance & Retail	Department of Agriculture, Tourism and Hospitality, Cooperation, Education, Information & Culture Affairs, Social Welfare etc.

Name of the Director	Mr. Basant Goyal	Ms. Arpana Jain	Mr. Lalit Kumar	Mr. Rajeev Sharma
Terms and conditions of appointment or re-appointment/ revision in remuneration	<p>(i) For a period of 3 years w.e.f 1st October 2022</p> <p>(ii) The Whole Time Director is also entitled to the benefits under all other schemes, privileges and revision in remuneration amenities as are granted to the senior executives of the Company in accordance with the Company's practice, rules and regulation in force from time to time.</p> <p>(iii) The aggregate of the remuneration and perquisites as aforesaid in any financial year may exceed the limit from time to time under section 197, Section 198 and other applicable provisions of the Act and rules made there under, read with Schedule V of the said Act or any statutory modification(s) or re enactment thereof for the time being in force or otherwise as may be permissible at law. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to the Whole Time Director in accordance with the applicable provisions of Schedule V of the Act.</p>	For a period of 5 years subject to the approval of the members in the ensuing General Meeting	For a period 5 years subject to the approval of the members in the ensuing Annual General Meeting.	Re- appointment for second term of five consecutive years from September 26, 2024 to September 25, 2029 subject to the approval of the members in the ensuing Annual General Meeting.
Details of Remuneration Last Drawn	Remuneration last drawn during the Financial Year 2023-24 is Rs. 3,720,000.	N.A.	N.A.	N.A.
Details of Remuneration sought to be paid	Remuneration is decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee and Audit Committee which is as per the Nomination and Remuneration Policy is Rs. 4,800,000.	N.A.	N.A.	N.A.
Date of First Appointment on Board	01-12-2016	13-08-2024	13-08-2024	09.08.2019
Shareholding in the Company as on 31st March, 2024 (including holding in the capacity of HUF and Trustee of Trust)	Nil	Nil	Nil	Nil

Name of the Director	Mr. Basant Goyal	Ms. Arpana Jain	Mr. Lalit Kumar	Mr. Rajeev Sharma
Inter-se relationship between Directors and Key Managerial Persons	Mr. Basant Goyal is related to the following managerial personnel's of the Company- Mr. Deepak Bansal-Whole Time Director is brother in Law of Mr. Basant Goyal.	Ms. Arpana Jain is not related to any of the Directors of the Company	Mr. Lalit Kumar is not related to any of the Directors of the Company.	Mr. Rajeev Sharma is not related to any of the Directors of the Company.
Number of Board Meetings attended during the year	During the previous financial year 2023-2024, Mr. Basant Goyal attended the 6 (Six) Board meetings of the Company.	Nil	Nil	During the previous financial year 2023-24, Mr. Rajeev Sharma attended the 6 (six) Board Meeting of the Company.
Directorships in other Companies	Mr. Basant Goyal does not hold directorship in any other company.	Ms. Arpana Jain does not hold directorship in any other Company	Gaap Education Pvt Ltd/ Oaktree Global Ventures Pvt Ltd	Mr. Rajeev Sharma does not hold directorship in any other company
Chairmanships / Memberships of Committees of other Companies	Does not hold any Chairmanships/ Memberships of Committees of other Companies	N.A.	N.A.	Member in Nomination & Remuneration Committee and Stake Holders Relationship Committee
Listed entities from which Director has resigned in the past three years	None	None	None	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Details mentioned in the Corporate Governance Report	in the field of Financial Management, Auditing and Taxation, Statutory Audit, Internal Audit, Tax Audit, System Audit, Concurrent Audit, Bank Audit, Company Law Matters, FEMA, Accounting and GST	in the field of Finance & Retail	Details mentioned in the Corporate Governance Report

CANTABIL RETAIL INDIA LIMITED**CIN:** L74899DL1989PLC034995**Regd. and Corp. Office:** B- 16, Ground Floor, Lawrence Road, Industrial Area, New Delhi - 110035**Website:** www.cantabilinternational.com **E-mail:** investors@cantabilinternational.com**Telephone:** +91 11-41414188 & 11-46818101**ATTENDANCE SLIP****36th Annual General Meeting held on Saturday 14th September, 2024**

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP Id & Client Id / Regd. Folio No.*		No. of Shares	
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Name(s) and address of the member in full _____

Shareholder / proxy / authorized

Representative _____

I / we hereby record my / our presence at the 36th Annual General Meeting of the Company being held on Saturday 14th September, 2024 at 11:00 A.M at Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi- 110036

Please (✓) in the box MEMBER PROXY _____
 Signature of Member / Proxy

*Applicable for member holding shares in physical form.

Note :

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
4. Authorized Representatives of Corporate Member(s) shall produce proper authorization issued in their favour.

CANTABIL RETAIL INDIA LIMITED

CIN: L74899DL1989PLC034995

Regd. and Corp. Office: B- 16, Ground Floor, Lawrence Road, Industrial Area, New Delhi - 110035

Website: www.cantabilinternational.com **E-mail:** investors@cantabilinternational.com

Telephone: +91 11-41414188 & 11-46818101

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]

CIN: L74899DL1989PLC034995

Name of the Company: Cantabil Retail india Limited

Registered office B-16, Ground Floor, Lawrence Road, Industrial Area, New Delhi- 110035

Name of the member (s):

Registered address:.....

E-mail Id:.....

DP ID and Client ID* / Folio No:.....

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

1. Name:.....Address:.....

2. E-mail Id:.....Signature:.....or failing him.

3. Name:.....Address:.....

4. E-mail Id:.....Signature:.....or failing him.

5. Name:.....Address:.....

4. E-mail Id:.....Signature:.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 36th Annual General Meeting of the Company scheduled to be held on Saturday, 14th September, 2024 at 11.00 A.M at Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi- 110036 or / and at any adjournment thereof in respect of such resolutions as are indicated below:

SL. NO.	RESOLUTIONS	OPTIONAL**	
		FOR	AGAINST
	ORDINARY BUSINESS		
1.	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2024 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON TO CONSIDER AND IF THOUGHT FIT, TO PASS THE ORDINARY RESOLUTION.		
2.	TO CONFIRM PAYMENT OF INTERIM DIVIDEND OF RS. 0.40/- (RUPEES FORTY PAISA ONLY) PER SHARE i.e. @20% ON EQUITY SHARE OF FACE VALUE OF RS. 2/- (RUPEES TWO ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2024 AND DECLARATION OF FINAL DIVIDEND OF RS. 0.50/- (RUPEES FIFTY PAISA ONLY) PER SHARE i.e. @ 25% ON EQUITY SHARE OF FACE VALUE OF RS. 2/- (RUPEES TWO ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2024. TO CONSIDER AND IF THOUGHT FIT, TO PASS THE ORDINARY RESOLUTION.		
3.	TO APPOINT A DIRECTOR IN PLACE OF MR. BASANT GOYAL (DIN: 07659491), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT. TO CONSIDER AND IF THOUGHT FIT, TO PASS THE ORDINARY RESOLUTION.		

SL. NO.	RESOLUTIONS	OPTIONAL**	
		FOR	AGAINST
4.	TO APPOINT M/S WALKER CHANDIOK & CO LLP AS THE STATUTORY AUDITOR OF THE COMPANY TO CONSIDER AND IF THOUGHT FIT, TO PASS THE ORDINARY RESOLUTION.		
SPECIAL BUSINESS			
5.	TO APPOINT MS. ARPANA JAIN (DIN: 01034469) AS AN INDEPENDENT DIRECTOR OF THE COMPANY. TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION		
6.	APPOINTMENT OF MR. LALIT KUMAR (DIN: 00025150) AS AN INDEPENDENT DIRECTOR OF THE COMPANY. TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION		
7.	RE-APPOINTMENT OF MR. RAJEEV SHARMA (DIN: 08528048) AS AN INDEPENDENT DIRECTOR OF THE COMPANY TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), AS A SPECIAL RESOLUTION		
8.	ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), AS A SPECIAL RESOLUTION		
9.	REVISION IN THE TERMS OF REMUNERATION OF MR. BASANT GOYAL (DIN: 07659491), WHOLE TIME DIRECTOR OF THE COMPANY TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), AS A SPECIAL RESOLUTION		
10.	APPOINTMENT OF MS. MEGHA BANSAL TO OFFICE OR PLACE OF PROFIT TO CONSIDER AND IF THROUGH FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:		

*Applicable for investors holding shares in electronic form.

Signed thisday of2024

Signature of Member.....

Signature of Proxy holder(s).....

Note

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at B-16, Ground Floor, Lawrence Road, Industrial Area, New Delhi- 110035 not later than 48 hours before the commencement of the Meeting.
- The proxy need not be a member of the company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total 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.
- **This is only optional please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.