



Date 30th August, 2022

The Manager
Corporate Relationship Department
BSE Limited
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

BSE Scrip Code- 533267
Fax No.: 022-2272 3121/1278/1557/3354

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051

NSE Scrip Symbol: CANTABIL and Series: EQ
Fax No.: 022-26598237/38

Sub: Notice of 34th Annual General Meeting, E-voting, and cut-off date

Dear Sir/Ma'am,

This is to inform that 34th Annual General Meeting ("AGM") of **M/s Cantabil Retail India Limited** ("Company") is scheduled to be held on Friday, 23rd day of September 2022 at 11:00 A.M. at Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi- 110036 to transact the business as set forth in Notice of AGM (enclosed herewith).


Further in terms of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulation, 2015, The company shall provide its Members the facility to exercise their votes electronically for transacting the items of the business, as set out in the Notice convening the AGM. ***The e-voting period begins at 10:00 A.M. on Tuesday, September 20, 2022 and ends on 5 P.M. Thursday, September 22, 2022. Company has fixed Friday, September 16, 2022 as cut-off date*** pursuant to rule 20(4)(vii) of the Companies (Management and Administration) Rule, 2014, to determine the entitlement of voting rights of members for e-voting.

The aforesaid Notice is also available on the website of the Company at www.cantabilinternational.com

Thanking You

Yours faithfully

For **Cantabil Retail India Limited**



(Poonam Chahal)

Company Secretary & Compliance Officer
FCS No-9872

CANTABIL RETAIL INDIA LTD.

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 34th (Thirty-Fourth) Annual General Meeting ("Meeting") of the Member(s) of CANTABIL RETAIL INDIA LIMITED ("Company") will be held on Friday, 23rd day of September 2022 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, 2022 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**
2. **TO CONFIRM PAYMENT OF INTERIM DIVIDEND OF RS. 1/- (RUPEE ONE ONLY) PER SHARE i.e. @ 10% ON EQUITY SHARE OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31st MARCH 2022 AND DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES OF RS.1.50/-(RUPEES ONE AND FIFTY PAISE ONLY) i.e. @ 15% OF FACE VALUE OF RS.10/- (RUPEES TEN ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31st MARCH 2022**
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 SURESH AND ASSOCIATES., CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITOR OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable rules made thereunder, 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, approval of the Members of the Company be and is hereby accorded for appointment of M/s. Suresh And Associates., Chartered Accountants (ICAI Firm Registration Number: 003316N), who have confirmed their eligibility to be appointed in terms of Section 141 of

the Act, as the Statutory Auditor of the Company to hold office for a period of 5 (Five) consecutive years from the conclusion of the Thirty-Fourth Annual General Meeting till the conclusion of the Thirty-Ninth Annual General Meeting of the Company to be held in the year 2027, at a remuneration to be determined by the Board of Directors of the Company;

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. **REVISION IN THE TERMS OF REMUNERATION OF MR. VIJAY BANSAL (DIN: 01110877), MANAGING DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT further to the resolutions passed at the 32nd Annual General Meeting held on 25th September, 2020 for re-appointment of Mr. Vijay Bansal, Managing Director (DIN:01110877), 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 and the approval of Board of Directors, subject to the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Vijay Bansal, Managing Director of the Company with effect from 1st April, 2022 for the remaining period of his present term of appointment upto 31st March, 2024, 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 stated below, 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. Vijay Bansal within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, and agreed to between the Board of Directors and as may be acceptable to Mr. Vijay Bansal:

- a. Salary & Allowances upto ₹20,00,000/- (Rupees Twenty Lakhs only) per month.
- b. Perquisites: He will be entitled to furnished/non-furnished accommodation, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, insurance, company maintained car, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income-Tax Rules, 1962 being restricted to ₹ 60,00,000/- (Rupees Sixty Lakhs only) per annum.
- c. Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not 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. Vijay Bansal shall be entitled to receive remuneration including perquisites, etc. 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, however, 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. Vijay Bansal be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”

6. REVISION IN THE TERMS OF REMUNERATION OF MR. DEEPAK BANSAL (DIN: 01111104), WHOLE TIME

DIRECTOR OF THE COMPANY

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

“RESOLVED THAT further to the resolutions passed at the 32nd Annual General Meeting held on 25th September, 2020 for re-appointment of Mr. Deepak Bansal, Whole Time Director (DIN:01111104), 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 and the approval of Board of Directors, subject to the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Deepak Bansal, Whole Time Director of the Company with effect from 1st April, 2022 for the remaining period of his present term of appointment upto 31st March, 2024, 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 stated below, 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. Deepak Bansal within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, and agreed to between the Board of Directors and as may be acceptable to Mr. Deepak Bansal:

- a. Salary & Allowances upto ₹20,00,000/- (Rupees Twenty Lakhs only) per month.
- b. Perquisites: He will be entitled to furnished/non-furnished accommodation, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, insurance, company maintained car, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income-Tax Rules, 1962 being restricted to ₹ 60,00,000/- (Rupees Sixty Lakhs only) per annum.
- c. Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not 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. Deepak Bansal shall be entitled to receive remuneration including perquisites, etc. 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, however, the limit 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. Deepak Bansal be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”

7. REAPPOINTMENT OF MR. BASANT GOYAL WHOLE TIME DIRECTOR OF THE COMPANY W.E.F. OCTOBER 01, 2022.

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force), read with Schedule V of the Act read with SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 including any statutory modification(s), clarification(s) or reenactment(s) thereof for the time being in force and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Basant Goyal (DIN: 07659491) as a Whole Time Director of the Company with effect from 1st October, 2022 for a period of three years or till such earlier date as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out hereunder:

A. Basic Salary, Perquisites and Allowance:

- (i) Salary of Rs 2,75,000/- (Rupees Two Lakhs Fifty Thousand) per month including Allowances & Perquisites.
- (ii) Expenses in relation to use of Company car and telephone for official purpose.

- (iii) Provision for driver/Allowance for driver's salary: As per rules of the Company.

B. Other Terms:

- (i) He shall be entitled to reimbursement of out of pocket expenses incurred in connection with the business of the Company.
- (ii) As long as he functions as a Whole Time Director, he shall not be paid any sitting fees to attend the meetings of the Board and /or Committees thereof.
- (iii) He shall be required to travel abroad for business promotion as and when required and all expenses incurred during such foreign travel will be governed by the Company's policy regarding foreign travel.
- (iv) The appointment may be terminated by either party giving the other party three months notice in writing on the expiry of which, the appointment will come to an end. It is hereby agreed that the Company may terminate his appointment by paying to the Whole time Director his three months' salary in lieu of three months notice in writing.

When In Case any financial year, the Company has no profits or its profits are inadequate in any financial year, the remuneration including the perquisites as aforesaid will be paid to Mr. Basant Goyal in accordance with the applicable provisions of Schedule V of the Act, if required.

RESOLVED FURTHER THAT the Whole Time Director shall be in charge of general administration of the Company subject to superintendence, control and direction of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the aforesaid terms and conditions/or remuneration of Mr. Basant Goyal, Whole Time Director of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to obtain necessary approvals to accept any modification to the aforesaid terms of remuneration of the Whole Time Director, that may be required while granting its approval, and to do all such other acts, deeds, matters and things as it may in absolute discretion deem fit for the purpose of giving effect to this resolution including to delegate powers of the Board granted by this resolution to any committee of Directors or any Director or Secretary of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby

authorized to do all such acts, deeds, matters and things as in its absolute discretion it may think necessary, expedite or desirable to settle any question that may arise in relation thereto in order to give effect to the foregoing resolution.”

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

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

Date : 09 August, 2022

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.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item Nos. 5, 6 & 7 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company on August 09, 2022 considered that the business under Item Nos. 5, 6 & 7 in addition to the ordinary businesses, be transacted at the 34th AGM of the Company.
3. 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.
4. 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.

5. 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
6. 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 contact@cssanjaygrover.in / sanjaygrover7@gmail.com
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday 17th September, 2022 to Friday 23th September, 2022 (both days inclusive) for the purpose of Annual General meeting.
8. 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
9. 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
10. 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.
11. 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.
12. 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.
13. 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 8th September, 2022, Thursday.

17. The Board of Directors confirm the payments of interim dividend of @ Rs. 1 per share (i.e. @ 10%) on 1,63,27,608 Equity Shares for the financial year ended March 31, 2022 and recommend the final dividend of @ Rs. 1.5 per share (i.e. @ 15%) on 1,63,27,608 Equity Shares for the financial year ended March 31, 2022 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 April 01, 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 January 25, 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 Saturday, 17th September 2022 to Friday, 23rd September 2022 for the purpose of payment of Final Dividend. 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, 16th September, 2022.

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, Tuesday 20th day of September, 2022
End of E-voting	5:00 PM, Thursday 22nd day of September, 2022

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. (16th day of September, 2022).
27. The Company had appointed Mr. Devesh Kumar Vasishth (CP No. 13700), Partner or failing him, Mr. Vijay K Singhal (CP No. 10385), Partner of M/s Sanjay Grover & Associates, 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 Thursday, September 8, 2022 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 2021-22 including Audited Financial Statements for the year 2021-2022 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.
10. Members may note that the Notice and Annual Report 2021-22 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
11. 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 INTRUCTIONS 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, Tuesday 20th day of September, 2022 and ends on 05:00 PM, Thursday 22nd day of September, 2022. 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 Friday 16th September, 2022 may cast their vote electronically. The Company announces Book Closure date for the purpose of Annual General Meeting and Dividend from 17th day of September, 2022 to Friday 23rd day of September, 2022. 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. 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/EvotingLoginThe 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.nsd.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.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 1800225533
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.: 1800 1020 990 and 1800 22 44 30

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) 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
PAN	<p>holding shares in Demat.</p> <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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	<p>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.</p> <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 as mentioned in instruction (v).
OR Date of Birth (DOB)	

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) 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.

- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) 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.
- (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) **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 22 55 33

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 22 55 33.

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 on 022-23058542/43.

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. In the aforesaid meeting after the recommendation of audit committee and approval of the Board of Directors, Company proposes to appoint M/s Suresh and Associates as Statutory Auditor of the Company to hold office for a period of 5 (Five) consecutive years from the conclusion of the Thirty-Fourth Annual General Meeting till the conclusion of the Thirty-Ninth Annual General Meeting of the Company to be held in the year 2027, at a remuneration to be determined by the Board of Directors of the Company.
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/-
(POONAM CHAHAL)
Date : 09 August, 2022
Place: New Delhi Head - Legal & Company Secretary
FCS No. : 9872

ANNEXURE – 1

DETAILS PURSUANT TO REGULATION 36 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
Age	32
Qualifications	Mr. Basant Goyal is Graduate in Business Administration from Delhi.
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.
Nature of his Experience in specific functional areas	Marketing strategy and advertisements for Companies Business.
Terms and conditions of appointment or reappointment/	(i) For a period of 3 years w.e.f 1st October 2022 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. (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.
Details of Remuneration Last Drawn.	Remuneration last drawn during the Financial Year 2021-22 is Rs. 30 Lakhs
Details of Remuneration sought to be paid	Remuneration is decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy is Rs. 33 Lakhs
Date of First Appointment on Board	01.12.2016
Shareholding in the Company as on 31st March, 2022 (including holding in the capacity of HUF and Trustee of Trust)	Nil
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. Mr. Vijay Bansal is father of Mr. Deepak Bansal
Number of Board Meetings attended during the year Directorships in other Companies Chairmanships/Memberships of Committees of other Companies of Committees of other Companies	During the previous financial year 2021-2022, Mr. Basant Goyal attended the 4 (Four) Board meetings of the Company. Mr. Basant Goyal does not hold directorship in any other company Does not hold any Chairmanships/Memberships

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

ITEM NOS 5. RATIFICATION OF REVISION AND INCREASE IN REMUNERATION PAYABLE TO MR. VIJAY BANSAL, CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY.

Mr. Vijay Bansal (DIN: 01110877), Managing Director of the Company, was last re-appointed by the Shareholders in the Annual General Meeting (AGM) held on 25th September, 2020 for a term of 3 (Three) years w.e.f. 1st April, 2021. As per the existing terms of his appointment, he can be paid basic salary as may be decided by the Board and/ or any Committee thereof subject to a maximum basic salary of ₹ 14,00,000/- 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 9th August, 2022, upon the recommendation of the Nomination and Remuneration 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 basic salary & allowances to ₹ 20,00,000/- per month from the existing maximum limit of ₹ 14,00,000/- per month. Actual monthly basic salary 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. Vijay Bansal to the Members for their approval. Except Mr. Vijay Bansal and Mr. Deepak Bansal, 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. 5. Disclosure under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

Statement as per SCHEDULE V (PART II) (SECTION II) of the Companies Act, 2013:

General Information		
Nature of industry	We are in the business of designing, manufacturing, branding and retailing of apparels and wearable accessories.	
Date or expected date of commencement of commercial production	Since Company was incorporated in 1989 and duly commenced its business long ago.	
In case of new companies, date of commencement of activities as per project approved by financial institutions	Not applicable Appearing in the prospectus	
Financial performance based on given indicators	As on 31st March, 2022:	
	(In Lakhs)	
	Total Revenue	38339.38
	Profit before Tax & Depreciation	10288.05
	Profit before Tax	5958.52
	Provisions for taxation	2152.97
	Profit after Tax	3805.55
Foreign investment or collaboration, if any	Not applicable	
Information about the appointee		
Background details	Mr. Vijay Bansal is Graduate from Kurukshetra University. He is the founder promoter of our Company. He promoted Kapish Products Private Limited in 1989 and thereafter launched CANTABIL brand in 2000	
Past remuneration	For the period 2021-22 :- Aggregate value of salary and perquisites: Rs. 1,64,00,000/-	
Recognition or Awards	Mr. Vijay Bansal was conferred with Indian Achievers' Award 2022 for Promising Company by Indian Achievers' Forum. Recently he was awarded with " Sreshth Shri Samman " Meri Delhi instituted by NSS Media Group. He is also awarded by Indian's Inspiration Leader Certificate by Inspiration Leader of India.	
Job profile and his suitability	Mr. Vijay Bansal is the Chairman and Managing Director of the Company having overall experience of 34 years. He has been instrumental in strategic planning and business development of our Company including establishment of our brand. He is responsible for the overall management and supervision of the business of our Company.	

Remuneration proposed	As mentioned in the resolution stated above
Comparative remuneration profile with respect to industry, size of the company, profile of the position and in person	The proposed remuneration is commensurate with size and nature of the business of the company and big responsibility Mr. Vijay Bansal is carrying. The remunerations do differ from company to company in the industry depending on their respective operations. Apart from drawing remuneration as Managing Director of the Company, there is no other pecuniary relationship.
Pecuniary relationship directly or indirectly with the company, or related relationship with the managerial personnel, if any	Mr. Vijay Bansal is related to following managerial personnel's of the Company: Mr. Deepak Bansal : Whole-Time Director He holds 4161900 Equity Shares of Rs.10/- each (25.49%) of your Company in his personal capacity.
Other information	
Reasons of loss or inadequate profits	Since past few years retail industry is going through rough phase. However the Company is growing slowly and gradually but the profits are still not adequate.
Steps taken or proposed to be taken improvement	Focus has been placed on promotion and marketing of products for so as to increase the sales turnover of the company and efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the company.
Expected increase in productivity profits in measurable terms	Company has made its manufacturing facility fully operational at and HSIIDC Bahadurgarh (Haryana) and increased its production capacity to step into the export activities. Besides that company is aggressively opening new stores in tier two and three cities to increase sales turnover.

Mr. Vijay Bansal is also Chairman of Corporate Social Responsibility and Risk Management Committee and a Member of Audit Committee and Stake Holder Relationship Committee of the Company.

The Board of Directors of the Company in its meeting held on 09 August, 2022 approved the payment of remuneration to Mr. Vijay Bansal, Chairman and Managing Director for the remaining w.e.f. 01 April, 2022 as recommended by the Nomination and Remuneration Committee in its meeting held on 09 August, 2022 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out in item no 5 for your approval.

Further, pursuant to the provisions of Sections 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the Shareholders in the Annual General Meeting.

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 05 of the Notice. Except Mr. Vijay Bansal, himself and his son Mr. Deepak Bansal, Whole Time Director of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 05 of the notice

ITEM NOS 6. RATIFICATION OF REVISION AND INCREASE IN REMUNERATION PAYABLE TO MR. DEEPAK BANSAL, WHOLE TIME DIRECTOR OF THE COMPANY.

Mr. Deepak Bansal (DIN: 01111104), Whole Time Director of the Company, was last re-appointed by the Shareholders in the Annual General Meeting (AGM) held on 25th September, 2020 for a term of 3 (Three) years w.e.f. 1st April, 2021. As per the existing terms of his appointment, he can be paid basic salary as may be decided by the Board and/ or any Committee thereof subject to a maximum basic salary of ₹ 14,00,000/- 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 9th August, 2022, upon the recommendation of the Nomination and Remuneration 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 basic salary to ₹ 20,00,000/- per month from the existing maximum limit of ₹ 14,00,000/- per month. Actual monthly basic salary 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. Deepak Bansal to the Members for their approval. Except Mr. Deepak Bansal and Mr. Vijay Bansal, 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. 5. Disclosure under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

Statement as per SCHEDULE V (PART II) (SECTION II) of the Companies Act, 2013:

General Information		
Nature of industry	We are in the business of designing, manufacturing, branding and retailing of apparels and wearable accessories.	
Date or expected date of commencement of commercial production	Since Company was incorporated in 1989 and duly commenced its business long ago.	
In case of new companies, date of commencement of activities as per project approved by financial institutions	Not applicable Appearing in the prospectus	
Financial performance based on given indicators	As on 31st March, 2022:	
	(In Lakhs)	
	Total Revenue	38339.38
	Profit before Tax & Depreciation	10288.05
	Profit before Tax	5958.52
	Provisions for taxation	2152.97
	Profit after Tax	3805.55
Foreign investment or collaboration, if any	Not applicable	
Information about the appointee		
Background details	Mr. Deepak Bansal is Graduate in Mathematics from Delhi University.	
Past remuneration	For the period 2021-22 :- Aggregate value of salary and perquisites: Rs. 1,64,00,000/-	
Recognition or Awards	Mr. Deepak Bansal was conferred with Indian's Inspiration Leader Certificate by Inspiration Leader of India.	
Job profile and his suitability	Mr. Deepak Bansal is a Whole-Time Director of the Company. As a Director, he is responsible for diversifying and expanding the business of the company and for preparing marketing strategy and advertisements for our products. He has an overall experience of 20 years in retail apparel industry.	
Remuneration proposed	As mentioned in the resolution stated above	
Comparative remuneration profile with respect to industry, size of the company, profile of the position and in person	The proposed remuneration is commensurate with size and nature of the business of the company and big responsibility Mr. Deepak Bansal is carrying. The remunerations do differ from company to company in the industry depending on their respective operations.	
Pecuniary relationship directly or indirectly with the company, or related relationship with the managerial personnel, if any	Apart from drawing remuneration as Managing Director of the Company, there is no other pecuniary relationship. Mr. Deepak Bansal is related to following managerial personnels of the Company: Mr. Vijay Bansal : Chaiman-cum-Managing Director He holds 5806401 Equity Shares of Rs. 10/- each (35.56 %) of your Company in his personal capacity.	
Reasons of loss or inadequate profits	Since past few years retail industry is going through rough phase. However the Company is growing slowly and gradually but the profits are still not adequate.	
Steps taken or proposed to be taken improvement	Focus has been placed on promotion and marketing of products for so as to increase the sales turnover of the company and efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the company.	
Expected increase in productivity profits in measurable terms	Company has made its manufacturing facility fully operational at and HSIIDC Bahadurgarh (Haryana) and increased its production capacity to step into the export activities. Besides that company is aggressively opening new stores in tier two and three cities to increase sales turnover.	

The Board of Directors of the Company in its meeting held on 09 August, 2022 approved the payment of remuneration to Mr. Deepak Bansal, Whole Time Director for the remaining w.e.f. 01 April, 2022 as recommended by the Nomination and

Remuneration Committee in its meeting held on 09 August, 2022 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out in item no 6 for your approval.

Further, pursuant to the provisions of Sections 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the Shareholders in the Annual General Meeting.

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 06 of the Notice. Except Mr. Deepak Bansal, himself and his Father Mr. Vijay Bansal, Chairman and Managing Director of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 06 of the notice.

ITEM NOS 7. RE-APPOINTMENT OF MR. BASANT GOYAL WHOLE TIME DIRECTOR OF THE COMPANY W.E.F. OCTOBER 01, 2022

Mr. Basant Goyal (DIN: 07659491) was appointed as a Director whose period of office was liable to determination by retirement by rotation, by the Shareholders in the Annual General Meeting (AGM) of the Company held in calendar year 2019 to hold office for a period of 3 (Three) years with effect from 1st December, 2019 to 30th November, 2022. In the Performance Evaluation conducted for the year 2021- 22, the performance of Mr. Basant Goyal was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities as a Director of the Company. The Board has benefitted from his relevant specialisation and expertise. Details on his attendance of various Board Meetings held during the last financial year are included in the Corporate Governance Report of the Integrated Annual Report. The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 9th August, 2022, has approved the re-appointment of Mr. Basant Goyal as a Director liable to retire by rotation, for a further period of 3 (three) years upto the date of AGM of the Company to be held in the calendar year 2025 and recommends the same for the approval by the Shareholders of the Company. Except Mr. Basant Goyal, 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. 7 of this Notice. Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Integrated Annual Report of the Company.

General Information		
Nature of industry	We are in the business of designing, manufacturing, branding and retailing of apparels and wearable accessories.	
Date or expected date of commencement of commercial production	Since Company was incorporated in 1989 and duly commenced its business long ago.	
In case of new companies, date of commencement of activities as per project approved by financial institutions	Not applicable Appearing in the prospectus	
Financial performance based on given indicators	As on 31st March, 2022:	
	(In Lakhs)	
	Total Revenue	38339.38
	Profit before Tax & Depreciation	10288.05
	Profit before Tax	5958.52
	Provisions for taxation	2152.97
	Profit after Tax	3805.55
Foreign investment or collaboration, if any	Not applicable	
Information about the appointee		
Background details	Mr. Basant Goyal is Graduate in Business Administration from Delhi University having an experience in whole sale and retailing business of 11 years.	
Past remuneration	The remuneration drawn by Mr. Basant Goyal during the past two years is as follows:	
Recognition or Awards	Year	In Lakhs
	20-21	2.5 Lakhs per month
	21-22	2.5 Lakhs per month

Job profile and his suitability	He is actively involved in administration, Inventory Management & Project Division of our Company as Whole Time Director.
Remuneration proposed	The details of the revised remuneration proposed for Mr. Basant Goyal by way of salary and perquisites, performance based rewards/ incentives etc is given in the resolution set out at item no 7 of this notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and in person	The proposed remuneration commensurate with size and nature of the business of the company and responsibility Mr. Basant Goyal undertakes. However, remunerations do differ from company to company in the industry depending on the respective operations.
Pecuniary relationship directly or indirectly with the company, or related relationship with the managerial personnel, if any	Apart from drawing remuneration as Whole Time Director of the Company, Mr. Basant Goyal is proprietor of M/s Global Textiles, a firm supplying fabric to the Company.
Other information	
Reasons of loss or inadequate profits	Indian Retail Industry is passing through a slow growth coupled with onslaught of foreign brands and phase to generate expected level of profits due to lower overall growth in the retail industry.
Steps taken or proposed to be taken improvement	Company is focusing on expansion and business development programs. New stores are being opened in the Tier Two cities which definitely will improve contributions to the Company. Efforts are being made on reduce overheads, cost cutting and fixed costs.
Expected increase in productivity profits in measurable terms	The Company has taken various steps to address the issue of slow growing sales, productivity and profits and has put in place measures to reduce cost and opening of new retail stores to improve the bottom-line.

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****34th Annual General Meeting held on Friday 23rd September, 2022**

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 34th Annual General Meeting of the Company being held on Friday 23rd September, 2022 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 34th Annual General Meeting of the Company scheduled to be held on Friday, 23rd September, 2022 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 MARCH 31, 2022 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. 1/- (RUPEES ONE ONLY) PER SHARE I.E @ 10% ON EQUITY SHARE OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31 MARCH 2022 AND DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES OF RS. 1.50/-(RUPEES ONE AND FIFTY PAISE ONLY) I.E. @ 15% OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH , FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31 MARCH 2022 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 SURESH AND ASSOCIATES., CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITOR OF THE COMPANY TO CONSIDER AND IF THOUGHT FIT, TO PASS THE ORDINARY RESOLUTION.		
SPECIAL BUSINESS			
5	REVISION IN THE TERMS OF REMUNERATION OF MR. VIJAY BANSAL (DIN: 01110877), MANAGING DIRECTOR OF THE COMPANY TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, AS A SPECIAL RESOLUTION		
6	REVISION IN THE TERMS OF REMUNERATION OF MR. DEEPAK BANSAL (DIN: 01111104), WHOLE TIME DIRECTOR OF THE COMPANY. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, AS A SPECIAL RESOLUTION:		
7	REAPPOINTMENT OF MR. BASANT GOYAL WHOLE TIME DIRECTOR OF THE COMPANY W.E.F. OCTOBER 01, 2022. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), AS A SPECIAL RESOLUTION		

*Applicable for investors holding shares in electronic form.

Signed thisday of2022

Signature of Member.....

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

Note

1. 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.
2. The proxy need not be a member of the company.
3. 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.
4. **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.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. 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.

ROUTE MAP

