



September 29, 2023

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: Details regarding the voting results in the 35th Annual General Meeting of the Company along with Consolidated Scrutinizer's Report

We are please to enclose herewith details regarding the voting results for the resolutions passed at the 35th Annual General Meeting of the Company held on Thursday September 28, 2023 along with Consolidated Scrutinizer's Report dated September 29, 2023 pursuant to Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015.

This is for your information and records please.

For Cantabil Retail India Limited

**POONAM
CHAHAL**

Digitally signed by POONAM CHAHAL
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pseudonym=caY4zaqRSUYJ2Hkgd001YP7PL9upaNV
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serialNumber=10c4ba7bdcb340578d76cf31cd10f
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cn=POONAM CHAHAL
Date: 2023.09.29 19:18:52 +05'30'

Poonam Chahal

Company Secretary & Compliance Officer

FCS No. 9872

Encl: as above

CANTABIL RETAIL INDIA LTD.

**H.Off. : B-16, Lawrence Road Ind. Area, New Delhi - 110 035. Tel : 011-41414188, 46818101
e-mail : info@cantabilinternational.com Website : www.cantabilinternational.com CIN No. L74899DL1989PLC034995
Works : Plot No. 359,360 & 361, Phase 4-B, Sec.-17, HSIIDC Industrial Estate, Footwear Park, Bahadurgarh, Haryana-124507**



DPV & ASSOCIATES LLP

COMPANY SECRETARIES, LLPIN: AAV-8350

Reg. Off: 1A/1, Second Floor, Geeta Colony, Delhi-110031 /

Corporate Off.: B-285, First Floor, Green Fields, Sector-43, Faridabad-121010

E-mail: dpv@dpvassociates.com / devesh@dpvassociates.com

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 (“**the Act**”) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) as amended]

To,

The Chairman

Cantabil Retail India Limited

(CIN: L74899DL1989PLC034995)

B- 16, Ground Floor, Lawrence Road,

Industrial Area, New Delhi- 110035

Dear Sir,

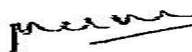
I, **Devesh Kumar Vasisht**, Managing Partner of M/s DPV & Associates LLP, Company Secretaries, bearing firm Registration No. L2021DE009500 having office at 1A/1, Second Floor, Geeta Colony, New Delhi-110031, was appointed as Scrutinizer by the Board of Directors of Cantabil Retail India Limited (“**the Company**”) in its meeting held on August 12, 2023 for the purpose of scrutinizing the voting process i.e. remote e-Voting and e-Voting at 35th Annual General Meeting (“AGM”) under the provisions of Section 108 of the Act, read with the Rules and General Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) read with SEBI Circulars, Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modifications or re-enactment thereof, for the time being in force) in respect of the resolutions as mentioned in the Notice dated August 12, 2023 (‘AGM Notice’) for AGM of the Company held on Thursday, September 28, 2023 at 11:00 A.M. (IST) at Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi- 110036.

I submit my report as under:

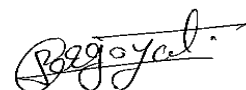
1. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder (ii) the MCA & SEBI Circulars; and (iii) LODR Regulations, if applicable, respect of the resolutions contained in the AGM Notice and also for ensuring a secured framework for e-voting.
2. My responsibility as Scrutinizer for voting through poll at the AGM and remote e-voting is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice, based on the reports generated from

the e-Voting system provided by Central Depository Services (India) Limited (“CSDL”) and voting through poll at the AGM.

3. The remote e-Voting period commenced on Monday, September 25, 2023 at 10:00 a.m. and ended on Wednesday, September 27, 2023 at 05:00 p.m. via e-Voting platform on the designated website of CSDL, Authorized Agency to provide e-Voting facility viz.: <https://www.evotingindia.com>. The Company provided e-Voting facility to the Members who participated / attended through VC/OAVM to enable such Members to cast their votes, if they had not cast their vote earlier through remote e-Voting.
4. The Members of the Company as on the “Cut-off Date” i.e. Thursday, September 21, 2023 were entitled to avail the facility of remote e-Voting as well as e-Voting at the AGM on the proposed resolutions as set out in the AGM Notice.
5. The Chairman ordered for poll at AGM Rule 20 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) as amended. Two ballot boxes were kept for polling and the ballot boxes were locked in my presence.
6. After completion of poll at AGM, votes cast through remote e-voting were unblocked in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar who are not in the employment of the Company and have signed below in confirmation of the same:



Mukesh Sharma



Parveen Kumar

7. The data of remote e-Voting and poll at AGM was diligently scrutinized and reconciled with the records maintained by the Beetal Financial and Computer Services Private Limited, Registrar and Share Transfer Agent and authorization / proxies lodged with the Company. Detailed register was maintained containing the summary of results of remote e-Voting and poll at AGM.
8. There were 5 shareholders holding 1,184 shares voted through remote e-voting as well as participated at poll at AGM. Accordingly, their remote e-voting was considered as valid and votes at AGM were considered invalid.
9. As on the cut-off date, the fully paid-up share capital of the Company was Rs. 16,32,76,080 (Rupees Sixteen Crore Thirty-Two Lakh Seventy-Six Thousand eighty) divided into 1,63,27,608 (One Crore Sixty-Three Lakh Twenty-Seven Thousand Six Hundred Eight) Equity Shares of Rs. 10 (Rupees Ten Only) each.

10. The consolidated summary of results of remote e-voting and poll at AGM are as under:

Resolution No. 1

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote e-votes	Poll /votes at AGM	Total	
Assent	1,34,57,381	24,163	1,34,81,544	99.99998
Dissent	3	0	3	0.00002
Total	1,34,57,384	24,163	1,34,81,547	100

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-I.**

Resolution No. 2

TO CONFIRM PAYMENT OF INTERIM DIVIDEND OF RS. 2/- (RUPEES TWO ONLY) PER SHARE i.e. @20% ON EQUITY SHARE OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31 MARCH, 2023 AND DECLARATION OF FINAL DIVIDEND OF RS. 2.50/- (RUPEES TWO AND FIFTY PAISA ONLY) PER SHARE i.e. @ 25% ON EQUITY SHARE OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31 MARCH 2023.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote e-votes	Poll /votes at AGM	Total	
Assent	1,34,57,381	24,163	1,34,81,544	99.99998
Dissent	3	0	3	0.00002
Total	1,34,57,384	24,163	1,34,81,547	100

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-II.**

Resolution No. 3

TO APPOINT A DIRECTOR IN PLACE OF MR. DEEPAK BANSAL (DIN: 01111104), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote e-votes	Poll /votes at AGM	Total	
Assent	1,34,57,381	24,163	1,34,81,544	99.99998
Dissent	3	0	3	0.00002
Total	1,34,57,384	24,163	1,34,81,547	100

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-III.**

Resolution No. 4

RE-APPOINTMENT OF MR. VIJAY BANSAL CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY w.e.f. APRIL 1, 2024

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote e-votes	Poll /votes at AGM	Total	
Assent	1,34,57,381	24,163	1,34,81,544	99.99998
Dissent	3	0	3	0.00002
Total	1,34,57,384	24,163	1,34,81,547	100

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-IV.**

Resolution No. 5

RE-APPOINTMENT OF MR. DEEPAK BANSAL WHOLE TIME DIRECTOR OF THE COMPANY w.e.f. APRIL 01, 2024

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote e-votes	Poll /votes at AGM	Total	
Assent	1,34,57,381	24,163	1,34,81,544	99.99998
Dissent	3	0	3	0.00002
Total	1,34,57,384	24,163	1,34,81,547	100

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-V.**

Resolution No. 6

ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote e-votes	Poll /votes at AGM	Total	
Assent	1,34,57,381	24,163	1,34,81,544	99.99998
Dissent	3	0	3	0.00002
Total	1,34,57,384	24,163	1,34,81,547	100

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-VI.**

Resolution No. 7

SUB- DIVISION OF EVERY 1 (ONE) EQUITY SHARE OF THE NOMINAL/FACE VALUE OF Rs. 10/- (RUPEES TEN ONLY) EACH INTO 5 (FIVE) EQUITY SHARES OF THE NOMINAL/FACE VALUE OF Rs. 2/- (RUPEES TWO ONLY) EACH

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote e-votes	Poll /votes at AGM	Total	
Assent	1,34,57,381	24,163	1,34,81,544	99.99998
Dissent	3	0	3	0.00002
Total	1,34,57,384	24,163	1,34,81,547	100

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-VII.**

Resolution No. 8

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

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote e-votes	Poll /votes at AGM	Total	
Assent	1,34,57,381	24,163	1,34,81,544	99.99998
Dissent	3	0	3	0.00002
Total	1,34,57,384	24,163	1,34,81,547	100

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-VIII.**

11. The register containing the details of remote e-Voting and e-Voting at the AGM is under my safe custody and will be handed over to the Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You

**For DPV & Associates LLP
Company Secretaries**

Firm Reg. No.: L2021DE009500
Peer Review Certificate No. 2792/2022

DEVESH Digitally signed
by DEVESH
KUMAR KUMAR VASISHT
Date: 2023.09.29
VASISHT 18:54:17 +05'30'

Devesh Kumar Vasisht

Managing Partner
CP No.:13700 / Mem. No. F8488
UDIN: F008488E001132160
Date: September 29, 2023
Place: New Delhi

**For Cantabil Retail India Limited
Countersigned by**

Mr. Vijay Bansal

Chairman & Managing Director
Date: September 29, 2023
Place: New Delhi

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Annexure-I

Item No. 1:

Type of Resolution: Ordinary Resolution

Particulars	Votes in favour of resolution		Votes against resolution		Invalid Votes	
	Number of members	Number of shares	Number of members	Number of shares	Number of members	Number of shares
Remote E-voting	142	1,34,57,381	3	3	0	0
Poll at AGM	50	24,163	0	0	5	1,184
Total	192	1,34,81,544	3	3	5	1,184

Annexure-II

Item No. 2:

Type of Resolution: Ordinary Resolution

Particulars	Votes in favour of resolution		Votes against resolution		Invalid Votes	
	Number of members	Number of shares	Number of members	Number of shares	Number of members	Number of shares
Remote E-voting	142	1,34,57,381	3	3	0	0
Poll at AGM	50	24,163	0	0	5	1,184
Total	192	1,34,81,544	3	3	5	1,184

Annexure-III

Item No. 3:

Type of Resolution: Ordinary Resolution

Particulars	Votes in favour of resolution		Votes against resolution		Invalid Votes	
	Number of members	Number of shares	Number of members	Number of shares	Number of members	Number of shares
Remote E-voting	142	1,34,57,381	3	3	0	0
Poll at AGM	50	24,163	0	0	5	1,184
Total	192	1,34,81,544	3	3	5	1,184

Annexure-IV

Item No. 4:

Type of Resolution: Ordinary Resolution

Particulars	Votes in favour of resolution		Votes against resolution		Invalid Votes	
	Number of members	Number of shares	Number of members	Number of shares	Number of members	Number of shares
Remote E-voting	142	1,34,57,381	3	3	0	0
Poll at AGM	50	24,163	0	0	5	1,184
Total	192	1,34,81,544	3	3	5	1,184

Annexure-V

Item No. 5:

Type of Resolution: Ordinary Resolution

Particulars	Votes in favour of resolution		Votes against resolution		Invalid Votes	
	Number of members	Number of shares	Number of members	Number of shares	Number of members	Number of shares
Remote E-voting	142	1,34,57,381	3	3	0	0
Poll at AGM	50	24,163	0	0	5*	1,184
Total	192	1,34,81,544	3	3	5	1,184

Annexure-VI

Item No. 6:

Type of Resolution: Special Resolution

Particulars	Votes in favour of resolution		Votes against resolution		Invalid Votes	
	Number of members	Number of shares	Number of members	Number of shares	Number of members	Number of shares
Remote E-voting	142	1,34,57,381	3	3	0	0
Poll at AGM	50	24,163	0	0	5	1,184
Total	192	1,34,81,544	3	3	5	1,184

Annexure-VII**Item No. 7:****Type of Resolution:** Ordinary Resolution

Particulars	Votes in favour of resolution		Votes against resolution		Invalid Votes	
	Number of members	Number of shares	Number of members	Number of shares	Number of members	Number of shares
Remote E-voting	142	1,34,57,381	3	3	0	0
Poll at AGM	50	24,163	0	0	5	1,184
Total	192	1,34,81,544	3	3	5	1,184

Annexure-VIII**Item No. 8:****Type of Resolution:** Special Resolution

Particulars	Votes in favour of resolution		Votes against resolution		Invalid Votes	
	Number of members	Number of shares	Number of members	Number of shares	Number of members	Number of shares
Remote E-voting	142	1,34,57,381	3	3	0	0
Poll at AGM	50	24,163	0	0	5	1,184
Total	192	1,34,81,544	3	3	5	1,184

.....End of Report.....