



**September 01, 2023**

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

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

**BSE Scrip Code- 533267**

Fax No.: 022-2272 3121/1278/1557/3354

**NSE Scrip Symbol: CANTABIL and Series:  
EQ**

Fax No.: 022-26598237/38

**Sub: Notice of the 35<sup>th</sup> Annual General Meeting**

Dear Sir/Ma'am,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find attached herewith Notice of the ensuing Annual General Meeting (“AGM”) of Cantabil Retail India Limited (“the Company”), scheduled to be 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 to transact the businesses as set forth in Notice of AGM (enclosed herewith).

You are requested to take the above on record.

**For Cantabil Retail India Limited**

**POONAM  
CHAHAL**

Digitally signed by POONAM CHAHAL  
DN: c=IN, o=Personal,  
pseudonym=c042a9RSUVJ2Hkgd0HY7PL9upaNV,  
2.5.4.20=0c18a3d106adfoe7576foe1285599059258b8957  
b4cf1040fc552e447e81b0c, postalCode=110085, st=Delhi,  
serialNumber=10c4ba7bdcb340578d76cf631cd10f18e27c  
139ad78cf5aw0cd8f8bd5e33d, cn=POONAM CHAHAL  
Date: 2023.09.01 17:43:49 +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**

**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 &amp; 11-46818101

**NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the 35<sup>th</sup> (Thirty-Fifth) Annual General Meeting ("Meeting") of the Member(s) of CANTABIL RETAIL INDIA LIMITED ("Company") will be held on Thursday, 28<sup>th</sup> day of September 2023 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 MARCH 31, 2023 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**
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<sup>ST</sup> 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<sup>ST</sup> MARCH 2023.**
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.**

**SPECIAL BUSINESS:**

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

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, Schedule V as applicable and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment 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 re-enactment(s) thereof for the time being in force and subject to approval of members, consent of the Board be and is hereby accorded for re-appointment of Mr. Vijay Bansal (DIN: 01110877) Chairman and Managing Director of the Company for a period of three years w.e.f. 1<sup>st</sup> April, 2024 on the terms and conditions as recommended by the Nomination and Remuneration Committee & Audit Committee and approved by the Board of Directors of the Company enumerated herein below:

- A. **Salary:** Salary & Allowances upto Rs. 3,60,00,000/- (Rupees Three Crores Sixty Lakhs Only) per annum.
- 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's chauffeur driven car and maintenance of 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.
- D. **Other Terms:**
  - i. He shall be entitled to reimbursement of entertainment expenses and other out of pocket expenses incurred in connection with the business of the Company.
  - ii. As long as he functions as a Managing 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. If at any time, the Managing Director ceases to be a Director of the Company for whatsoever cause/ reason, he shall cease to be the Managing Director of the Company.
- v. 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 Chairman & Managing Director his three months' salary in lieu of three months' notice in writing..

**RESOLVED FURTHER THAT** the Chairman and Managing Director shall be in charge of overall management 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. Vijay Bansal, Chairman and Managing 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 Chairman and Managing 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.”

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, Schedule V as applicable and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made there under (including any statutory modification(s) or re- enactment 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 re- enactment(s) thereof for the time being in force and subject to such other approval of members, consent of the Board be and is hereby accorded for re-appointment of Mr. Deepak Bansal (DIN: 01111104) Whole Time Director of the Company for a period of three years w.e.f. 1<sup>st</sup> April, 2024 on the terms and conditions as recommended by the Nomination and Remuneration Committee & Audit Committee and approved by the Board of Directors of the Company enumerated herein below:

- A. Salary:** Salary & Allowances upto Rs. 30,000,000/- (Rupees Three Crores Only) per annum.
- 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's chauffeur driven car and maintenance of 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 10,00,000/- (Rupees Ten 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.
- D. Other Terms:**
  - i. He shall be entitled to reimbursement of entertainment expenses and other out of pocket expenses incurred in connection with the business of the Company.
  - ii. As long as he functions as a Whole 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. If at any time, the Whole Time Director ceases to be a Director of the Company for whatsoever cause/ reason, he shall cease to be the Whole Time Director of the Company.
  - v. 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.

**RESOLVED FURTHER THAT** the Whole Time Director shall be in charge of complete operations of overall retail network 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. Deepak Bansal, 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.”

## 6. ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause V:

“V. The Authorized Share Capital of the Company is Rs. 17,00,00,000/- (Rupees Seventeen Crores Only) divided into 85,000,000 (Eight Crores Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to take all such steps

and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment of the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the Members hereby ratify and adopt all such decision, action, etc., as had been taken or undertaken by the Board or any Committee thereof in this regard.

**RESOLVED FURTHER THAT** Mr. Vijay Bansal, Managing Director and/or Ms. Poonam Chahal Company Secretary of the Company, be and is hereby authorized, severally, to do all such acts, deeds and things as may be required to give effect to the above resolution.”

## 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

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable laws, rules and regulations for the time being in force, if any and prescribed by any relevant authorities from time to time, to the extent applicable and subject to the provisions of Memorandum and Articles of Associations of the Company and subject to such approvals, consents, permissions and sanctions, if any, required from any competent authority and as approved by the Board of Directors of the Company, approval of the Shareholders of the Company be and is hereby accorded to sub-divide the Equity Shares of the Company such that each Equity Share having nominal/face value of Rs. 10/- (Rupees Ten Only) be sub-divided into 5 (Five) Equity Shares having nominal/face value of Rs. 2/- (Rupees Two Only) each.

**RESOLVED FURTHER THAT** pursuant to the Sub-division of Equity Shares of the Company, all the Authorized, Issued,

Subscribed and Paid-up Equity Shares of the nominal value of Rs. 10/-(Rupees Ten Only) each existing on the Record Date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof),

shall stand sub-divided into the Equity Shares of the nominal value of Rs. 2/- (Rupees Two Only) each, as given below:

Type of Capital	Pre-Sub-division Share Capital Structure			Post-Sub-division Share Capital Structure		
	No. of Equity Shares	Face Value (Rs.)	Total Share Capital (Rs.)	No. of Equity Shares	Face Value (Rs.)	Total Share Capital (Rs.)
Authorized Share Capital	17000000	10	170000000	85000000	2	170000000
Issued and Subscribed Capital	16327608	10	163276080	81638040	2	163276080
Paid-up Capital	16327608	10	163276080	81638040	2	163276080

**RESOLVED FURTHER THAT** upon Sub-division of the Equity Shares as aforesaid, the existing Share Certificates of the Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each in the physical form shall be deemed to have been automatically cancelled and be of no value or effect from the Record Date and the Company without requiring the surrender of the old/ existing Share Certificate(s), do directly issue and dispatch the new Share Certificates of the Equity Shares of the face value of Rs. 2/- (Rupees Two Only) each of the Company to its Shareholders holding Shares in physical form, in lieu of such old/existing Share Certificates, within the period prescribed or that may be prescribed in this behalf, from time to time, and in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants viz. National Securities Depository Limited ('NSDL') and Central Depository Services India Limited ('CDSL'), in lieu of the existing credits representing the Equity Shares before sub-division.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of Equity Shares without requiring the Board thereof to secure any further consent or approval of the Members of the Company to that end and intend that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board in its absolute discretion may think fit and its decision shall be final and binding on all Members and other interested persons and further to do all acts connected herewith or incidental hereto including

but not limited to delegation of their powers to such person or persons as may be deemed expedient and the

Members hereby ratify and adopt all such decision, action, etc., as had been taken or undertaken by the Board in this regard.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to delegate execution and filing of necessary applications, declarations and other documents with the Stock Exchange, Depositories, Registrar and Share Transfer Agent and/or any other Statutory Authority(ies), if any; cancel the existing physical Share Certificates of the Equity Shares of face value of Rs. 10/- (Rupees Ten Only) without its surrender; issue new Share Certificates of Equity Shares of the face value of Rs. 2/- (Rupees Two Only) each in lieu of the old/existing Share Certificates; sign such new Share Certificates of Equity Shares in accordance with the provisions/rules relating thereto; settle any question or difficulty that may arise with regard to sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto; and do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolutions.”

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

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

**“RESOLVED THAT** further to the resolutions passed at the 34<sup>th</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2022 for re-appointment of Mr. Basant Goyal, Whole Time Director (DIN:07659491), and pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and/or such other

permissions, sanction(s) as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and the approval of Board of Directors, subject to the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Basant Goyal, Whole Time Director of the Company with effect from 1<sup>st</sup> April, 2023 for the remaining period of his present term of appointment upto 30<sup>th</sup> September, 2025, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period 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. Basant Goyal 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. Basant Goyal:

- a. Salary & Allowances upto Rs. 3,10,000/- (Rupees Three Lakh Ten Thousand only) per month.
- b. 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 be included in the computation of ceiling on remuneration and perquisites as aforesaid.

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

**RESOLVED FURTHER THAT** the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, 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. Basant Goyal be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”

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

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

**Date : August 12, 2023**

**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. 4, 5, 6, 7 & 8 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company on August 12, 2023 considered that the business under Item Nos. 4, 5, 6, 7 & 8 in addition to the ordinary businesses, be transacted at the 35<sup>th</sup> 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 dpv@dpvassociates.com
  7. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday 21<sup>st</sup> September, 2023 to Thursday 28<sup>th</sup> September, 2023 (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.
  17. 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 15<sup>th</sup> September, 2023, Friday.
  17. The Board of Directors recommended the final dividend of @ Rs. 2.50 per share (i.e. @ 25%) on 1,63,27,608 Equity Shares for the financial year ended March 31, 2023 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/ update 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](http://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:-
  - a. The change in the residential status on return to India for permanent settlement;
  - b. 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 Thursday, 21<sup>st</sup> September 2023 to Thursday, 28<sup>th</sup> September 2023 for the purpose of Annual General Meeting (AGM). 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, 15<sup>th</sup> September, 2023.
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](mailto: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](http://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.

<b>Commencement of E-voting</b>	10: 00 AM, Monday 25 <sup>th</sup> day of September, 2023
<b>End of E-voting</b>	5:00 PM, Wednesday 27 <sup>th</sup> day of September, 2023

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. (21<sup>st</sup> day of September, 2023).
27. The Company had appointed Mr. Devesh Kumar Vasishth (CP No. 13700), Managing Partner or failing him, Mr. Parveen Kumar (CP No. 13411), Partner of M/s DPV & Associates LLP, Company Secretaries as scrutinizer to scrutinize the voting entire e-voting process in a fair and transparent manner.
28. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two working days of conclusion of the meeting, a Consolidated Scrutinizer's



Report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him in writing who shall countersign the same.

29. The Chairman or a director authorised by him in writing shall declare the result of remote e-voting within 2 working days as specified in the regulation 44 of SEBI (LODR) Regulation, 2015. After the result declared by the Chairman or any other Director authorised by the Chairman, the same along with the Consolidated Scrutinizer's Report shall be placed on the Company's website [www.cantabilinternational.com](http://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](mailto:investors@cantabilinternational.com).
33. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, September 15, 2023 through email on [investors@cantabilinternational.com](mailto: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 2022-23 including Audited Financial Statements for the year 2022-2023 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](mailto:investors@cantabilinternational.com) by addressing Ms. Poonam Chahal.

- b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
35. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.cantabilinternational.com](http://www.cantabilinternational.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.evotingindia.com)
36. For receiving all communication (including Annual Report) from the Company electronically:
- a) Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the member, either to Company's RTA Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi- 110062 or write to the Company's email address [investors@cantabilinternational.com](mailto: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, Monday 25<sup>th</sup> day of September, 2023 and ends on 05:00 PM, Wednesday 27<sup>th</sup> day of September, 2023. 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 Thursday 21<sup>st</sup> September, 2023 may cast their vote electronically. The Company announces Book Closure date for the purpose of Annual General Meeting from Thursday 21<sup>st</sup> day of September, 2023 to Thursday 28<sup>th</sup> day of September, 2023. 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi tab.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nSDL.co.in">evoting@nSDL.co.in</a> or call at toll free no.: 022-48867000 and 022-24997000

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

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>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).</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 mandatorily 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](mailto: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](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://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](mailto: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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
39. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
40. The facility for voting through electronic voting system or ballot or polling paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote evoting or by Ballot Form shall be able to exercise their right at the meeting. Further, the members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
41. The relevant details of directors seeking appointment/reappointment/revision in the remuneration above pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 & Secretarial Standard- 2 is also given at the end of the Notice.

42. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

Sd/-

Date : August 12, 2023

(POONAM CHAHAL)

Place: New Delhi

Head - Legal & Company Secretary

FCS No. : 9872

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

#### **ITEM NO 4. RE-APPOINTMENT OF MR. VIJAY BANSAL MANAGING DIRECTOR OF THE COMPANY W.E.F. APRIL 1, 2024**

Mr. Vijay Bansal is the promoter of the Company. He was appointed as Chairman and Managing Director of the Company on 15<sup>th</sup> September 2009 by the Board and approved by the members in the Extra-Ordinary General Meeting held on 19<sup>th</sup> November 2009. In continuation of earlier re-appointments lastly he was re-appointed as Chairman and Managing Director on 28<sup>th</sup> August, 2020 by the Board on the recommendation of Nomination and Remuneration Committee and approved by members in the Annual General Meeting held on 25<sup>th</sup> September, 2020 for a period of three years effective from April 1, 2021. He will complete his tenure of three years on March 31, 2024.

In view of the experience and invaluable contribution in the growth of the Company, Mr. Vijay Bansal is again re-appointed as Chairman and Managing Director of the Company on 12<sup>th</sup> August, 2023 by the Board on the recommendation of Nomination and Remuneration Committee and Audit Committee for a period of three years w.e.f. 1<sup>st</sup> April, 2024. The re-appointment is subject to the approval of members.

Mr. Vijay Bansal is also Chairman of Corporate Social Responsibility 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 12<sup>th</sup> August, 2023 approved the re-appointment of Mr. Vijay Bansal, Chairman and Managing Director w.e.f. 1<sup>st</sup> April, 2024 as recommended by the Nomination and Remuneration Committee and Audit Committee in its meeting held on 12<sup>th</sup> August, 2023 in terms of Section 196, 197, 198, 204 Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out in item no. 4 for your approval.

Therefore, the Board of Directors of your Company recommends the passing of an Ordinary Resolution as set out at Item No. 4 of the Notice. Except Mr. Vijay Bansal, himself, his son Mr. Deepak Bansal, Whole Time Director of the Company is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 4 of the 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

#### **ITEM NO 5. RE-APPOINTMENT OF MR. DEEPAK BANSAL WHOLE TIME DIRECTOR OF THE COMPANY W.E.F. APRIL 1, 2024**

Mr. Deepak Bansal was appointed as Whole Time Director of the Company by the Board on September 15, 2009. In continuation of earlier re-appointments lastly he was re-appointed as Whole Managing Director on 28<sup>th</sup> August, 2020 by the Board on the recommendation of Nomination and Remuneration Committee and approved by members in the Annual General Meeting held on 25<sup>th</sup> September, 2020 for a period of three years effective from April 1, 2021. He will complete his tenure of three years on March 31, 2024.

He is looking after marketing operation and network of the retail outlets of the Company all over India. In view of the experience and invaluable contribution of Mr. Deepak Bansal towards the growth of the Company he is again re-appointed as Whole Time Director of the Company on 12<sup>th</sup> August, 2023 by the Board on the recommendation of Nomination and Remuneration Committee and Audit Committee for a period of three years w.e.f. 1<sup>st</sup> April, 2024. The re-appointment is subject to the approval of members.

The Board of Directors of the Company in its meeting held on 12<sup>th</sup> August, 2023 approved the re-appointment of Mr. Deepak Bansal as Whole Time Director w.e.f. 1<sup>st</sup> April, 2024 as recommended by the Nomination and Remuneration Committee and Audit Committee in its meeting held on 12<sup>th</sup> August, 2023 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.

Therefore, the Board of Directors of your Company recommends the passing of an Ordinary Resolution as set out at Item No. 5 of the Notice. Except Mr. Deepak Bansal, himself, his Father Mr. Vijay Bansal, Chairman and Managing Director of the Company is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 5 of the 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.

**ITEM NO 6. ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The aforesaid sub-division of equity shares of Rs.10/- (Rupees Ten only) each into Five (5) equity shares of Rs. 2/- (Rupees Two only) each fully paid would require amendment to existing Capital Clause V of the Memorandum of Association. After approval of the resolutions set out at Item No 6 the Board of Directors or Committee thereof will fix the record date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the same shall be notified to the members through appropriate medium. A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of this meeting. This item of special business does not relate to or affects any other company. The Board recommends passing the resolution, as a Special Resolution, with or without modifications. None of the directors or managers or key managerial persons or relatives of all of the aforesaid are concerned or interested, financially or otherwise in respect of this item of Agenda.

**ITEM 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**

Presently the Authorised Share Capital of the Company is Rs. 17,00,00,000/- and its paid up share capital is Rs. 1,63,276,080/- consisting 16,327,608 equity shares of Rs. 10/- each. The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited and BSE Limited. In order to provide enhanced liquidity to the Company's equity shares in the stock market and to make it more affordable for small investors, it is proposed to sub-divide each equity share of face value of Rs. 10/- into five equity shares of the face value of Rs. 2/- each pursuant to the provisions of Section 61(1) (d) of the Companies Act, 2013 ("the Act"), the rules made thereunder and other applicable provisions. The record date for the aforesaid sub-division of equity shares shall be fixed by the Board after the approval of the members is obtained for the proposed sub-division. In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on August 12, 2023, approved the aforesaid sub-division subject to requisite approval of the members. There will not be any change in the

amount of authorized, subscribed and paid-up share capital of the Company consequent upon sub-division of equity shares. The sub-division of equity shares proposed under business item No. 7 of this Notice shall also require amendment to the existing Clause V of the Memorandum of Association of the Company as set out under item no. 6 of this Notice. Pursuant to Sections 13, 14, 61 and other applicable provisions of the Act and the Rules made thereunder, approval of the members by way of Ordinary Resolution is required for sub-division and carrying out any amendment to the Memorandum and Articles of Association of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution in the accompanying Notice. The Board recommends the above Ordinary Resolution set out under item no. 7 of the Notice for approval of the Members.

**ITEM NO 8. REVISION IN THE TERMS OF REMUNERATION OF MR. BASANT GOYAL (DIN: 07659491), WHOLE TIME DIRECTOR OF THE COMPANY**

Mr. Basant Goyal (DIN: 07659491), Whole Time Director of the Company, was last re-appointed by the Shareholders in the Annual General Meeting (AGM) held on 23<sup>rd</sup> September, 2022 for a term of 3 (Three) years w.e.f. 1<sup>st</sup> October, 2022. As per the existing terms of his appointment, he can be paid remuneration as may be decided by the Board and/ or any Committee thereof subject to a maximum remuneration of Rs. 2,75,000/- 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 12<sup>th</sup> August, 2023, upon the recommendation of the Nomination and Remuneration Committee & Audit Committee and subject to the approval of Members sought in the Annual General Meeting has approved the revision in the maximum limit of his monthly remuneration to Rs.3,10,000/- per month from the existing maximum limit of Rs. 2,75,000/- per month. Actual monthly structure of his remuneration shall however continue to be decided by the Board and/ or any Committee thereof. Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the revision in the terms of remuneration of Mr. Basant Goyal to the Members for their approval. Except Mr. Basant Goyal, 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. 8 of this Notice.

## 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:**

<b>Name of the Director</b>	<b>Mr. Vijay Bansal</b>
Age	64
Qualifications	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
Brief Profile of Director/ Experience	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.
Nature of his Experience in specific functional areas	He has been instrumental in strategic planning and management of our Company including establishment of our brand. He is responsible for the overall management and supervision of the business of our Company.
Terms and conditions of appointment or reappointment/ revision in remuneration	(i) For a period of 3 years w.e.f 1 <sup>st</sup> April 2024 (ii) The Managing Director is also entitled to the benefits under all other schemes, privileges and 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 2022-23 is Rs. 240 Lakhs
Details of Remuneration sought to be paid	Remuneration is decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee and Audit Committee which is as per the Nomination and Remuneration Policy is Rs. 360 Lakhs and Perks upto Rs. 60 Lakhs, if any.
Date of First Appointment on Board	09-02-1989
Shareholding in the Company as on 31 <sup>st</sup> March, 2023 (including holding in the capacity of HUF and Trustee of Trust)	He holds 4175500 Equity Shares of Rs.10/- each (25.57%) of your Company in his personal capacity; and holds 414885 Equity Shares of Rs.10/- each (2.54%) of your Company in Vijay Bansal HUF. Mr. Vijay Bansal is Karta of Vijay Bansal HUF.
Inter-se relationship between Directors and Key Managerial Persons	Apart from drawing remuneration as Managing Director of the Company, there is no other pecuniary relationship. Mr. Vijay Bansal is related to following managerial personnel's of the Company: Mr. Deepak Bansal : Whole-Time Director (Son of Mr. Vijay Bansal)
Number of Board Meetings attended during the year	During the previous financial year 2022-2023, Mr. Vijay Bansal attended the 5 (Five) Board meetings of the Company.
Directorships in other Companies	Mr. Vijay Bansal does not hold directorship in any other company
Chairmanships/Memberships of Committees of other Companies	Does not hold any Chairmanships/Memberships of Committees of other Companies



<b>Name of the Director</b>	<b>Mr. Deepak Bansal</b>
Age	39
Qualifications Brief Profile of Director/ Experience	Mr. Deepak Bansal is Graduate in Mathematics from Delhi University. Mr. Deepak Bansal is a Whole-Time Director of the Company. As a Director, he is responsible for retail operations and expansion of the business of the company and for preparing marketing strategy and advertisements for our products. He has an overall experience of 21 years in retail apparel industry.
Nature of his Experience in specific functional areas	Business Development and Retail Operations for Company's Business Terms and conditions of appointment or reappointment / revision in remuneration (i) For a period of 3 years w.e.f 1 <sup>st</sup> April 2024 (ii) The Whole Time Director is also entitled to the benefits under all other schemes, privileges and 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 2022-23 is Rs. 240 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. 300 Lakhs and Perks upto Rs. 10 Lakhs, if any.
Date of First Appointment on Board	01.10.2006
Shareholding in the Company as on 31st March, 2022 (including holding in the capacity of HUF and Trustee of Trust)	He holds 5808401 Equity Shares of Rs.10/- each (35.57%) of your Company in his personal capacity.
Inter-se relationship between Directors and Key Managerial Persons	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: Chairman and Managing Director (Father of Mr. Deepak Bansal)
Number of Board Meetings attended during the year	During the previous financial year 2022-2023, Mr. Deepak Bansal attended the 5 (Five) Board meetings of the Company.
Directorships in other Companies	Mr. Deepak Bansal does not hold directorship in any other company
Chairmanships/Memberships of Committees of other Companies	Does not hold any Chairmanships/Memberships of Committees of other Companies

<b>Name of the Director</b>	<b>Mr. Basant Goyal</b>
Age	33
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	General Administrations of the Company Terms and conditions of appointment or reappointment / revision in remuneration (i) Revision in existing remuneration from Rupees 2,75,000/- to Rupees 3,10,000/- per month. (ii) The Whole Time Director is also entitled to the benefits under all other schemes, privileges and 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 2022-23 is Rs. 31.5 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. 37.2 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	None of the Directors and Key Managerial Persons is related.
Number of Board Meetings attended during the year	During the previous financial year 2022-2023, Mr. Basant Goyal attended the 5 (Five) Board meetings of the Company.
Directorships in other Companies	Mr. Basant Goyal does not hold directorship in any other company
Chairmanships/Memberships of Committees of other Companies	Does not hold any Chairmanships/Memberships of Committees of other Companies

**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**

**35<sup>th</sup> Annual General Meeting held on Thursday 28<sup>th</sup> September, 2023**

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 35<sup>th</sup> Annual General Meeting of the Company being held on Thursday 28<sup>th</sup> September, 2023 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 35<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Thursday, 28<sup>th</sup> September, 2023 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
	<b>ORDINARY BUSINESS</b>		
1.	<b>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 TO CONSIDER AND IF THOUGHT FIT, TO PASS THE ORDINARY RESOLUTION.</b>		
2.	<b>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 31ST 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 MARCH 31, 2023. TO CONSIDER AND IF THOUGHT FIT, TO PASS THE ORDINARY RESOLUTION.</b>		
3	<b>TO APPOINT A DIRECTOR IN PLACE OF MR. DEEPAK BANSAL (DIN: 01111104), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT. TO CONSIDER AND IF THOUGHT FIT, TO PASS THE ORDINARY RESOLUTION.</b>		

SL. NO.	RESOLUTIONS	OPTIONAL**	
		FOR	AGAINST
<b>SPECIAL BUSINESS</b>			
4	<b>RE-APPOINTMENT OF MR. VIJAY BANSAL CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY W.E.F. APRIL 1, 2024.</b> TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, AS A <b>ORDINARY RESOLUTION</b>		
5	<b>RE-APPOINTMENT OF MR. DEEPAK BANSAL WHOLE TIME DIRECTOR OF THE COMPANY W.E.F. APRIL 1, 2024.</b> TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, AS A <b>ORDINARY RESOLUTION:</b>		
6	<b>ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY</b> TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), AS A <b>SPECIAL RESOLUTION</b>		
7	<b>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</b> TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, AS A <b>ORDINARY RESOLUTION:</b>		
8.	<b>REVISION IN THE TERMS OF REMUNERATION OF MR. BASANT GOYAL (DIN: 07659491), WHOLE TIME DIRECTOR OF THE COMPANY.</b> TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), AS A <b>SPECIAL RESOLUTION</b>		

\*Applicable for investors holding shares in electronic form.

Signed this .....day of .....2023

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

