

CANTABIL RETAIL INDIA LIMITED**Registered and Corporate Office**

B- 16, Ground Floor, Lawrence Road, Industrial Area, New Delhi – 110035
CIN: L74899DL1989PLC034995 Telephone: 91-11-27156381/82 Fax: 91-11-27156383
email: investors@cantabilinternational.com Web: www.cantabilinternational.com

NOTICE OF 26TH ANNUAL GENERAL MEETING

Notice is hereby given that 26th Annual General Meeting of CANTABIL RETAIL INDIA LIMITED will be held on 30th day of September, 2014 at 9:00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Mehrauli, New Delhi- 110 074 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2014, Statement of Profit and Loss A/c for the financial year ended on that date together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anil Bansal (DIN 02443104), who retires by rotation and being eligible offers himself for re-appointment.
3. Appointment of M/s. Suresh & Associates, Chartered Accountants as the Statutory Auditors of the Company.

“RESOLVED THAT, M/s. Suresh & Associates, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company for a period of three years i.e. from the conclusion of this 26th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company, subject to annual ratification by the shareholders at every Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification(s) the following resolutions:

As Ordinary Resolution(s):

4. **“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Lalit Kumar (DIN 00025150) be and is hereby appointed as an Independent Director of the Company to hold office for a period starting from the date of this Annual General Meeting for five consecutive years from the date of this meeting upto September 29, 2019.”
5. **“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Dr. Arun Kumar Roopanwal (DIN 00406817) be and is hereby appointed as an Independent Director of the Company to hold office for a period starting from the date of this Annual General Meeting for five consecutive years from the date of this meeting upto September 29, 2019.”
6. **“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mrs. Renu Jagdish be and is hereby appointed as an Independent Director of the Company to hold office for a period starting from the date of this Annual General Meeting for five consecutive years from the date of this meeting upto September 29, 2019.”

As Special Resolutions:

7. **“RESOLVED THAT** pursuant to the provisions of Sections 180(1)(c) of the Companies Act, 2013 (corresponding Section 293(1)(d) of the Companies Act, 1956) and all other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the provisions of the Articles of Association of the Company and in supersession of all the earlier resolution(s) passed in this regard, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow in any manner from time to time any sum or sums of moneys at its discretion on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the moneys to be borrowed by the Company together with the moneys already borrowed (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) from the financial institutions, company’s bankers and or from any person or persons, firms, bodies corporate whether by way of loans, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and

whether secured or unsecured which may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount so borrowed by the board and outstanding any one time shall not exceed the sum of Rs. 150 Crores (Rupees One Hundred Fifty Crores)".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do and perform all such acts, deeds matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Committee of Directors or the Directors or the Key Managerial Personnel of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

8. **"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (corresponding Section 293(1)(a) of the Companies Act, 1956) and all other applicable provisions, if any, of the Companies Act, 2013, and in supersession of all the earlier resolution(s) passed in this regard, consent of the Company be and is hereby accorded to the board of Directors of the Company to create mortgages/charges/hypothecation in any manner whatsoever on all or any of the immovable and movable properties of the Company present and future, of the whole or substantially the whole of the undertaking of the Company, ranking pari-passu or otherwise and/or subservient and/or subordinate to the mortgages/charges/hypothecation already created or to be created in future by the Company for securing any loans and/or advances and/or guarantees and/or any financial assistance obtained or may be obtained from financial institutions, banks or machinery suppliers and/or any other persons or institutions providing finance for purchase of assets and/or for the business of the Company or for working capital or for purchase of specific items of machinery and equipments under any deferred payment scheme or bills discounting scheme or in favour of trustees for Debentureholders/ Bondholders FCCB holders that may be appointed hereafter, as security for the debentures/ bonds/FCCBs that may be issued by the Company, with power to take over the management, business and concern thereof in certain events of default, on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit, so that the total outstanding amount at any time so secured shall not exceed the aggregate of the amounts consented by the Company by the Resolution passed at this meeting pursuant to Section 180(1)(a) of the Companies Act, 2013 i.e. Rs. 150 Crores (Rupees One Hundred Fifty Crores only) together with interest, if any, cost, charges, expenses, remuneration payable to the trustees and all other monies payable by the Company".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to prepare, finalise, approve and execute on behalf of the company with the lenders, banks, machinery suppliers, persons, institutions and trustees for the Debenture/bond/FCCB holders, the documents, deeds, agreements, declarations, undertakings and writings as may be necessary and expedient for giving effect to the foregoing resolution and also to delegate all or any of the above powers to the committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company".

9. **To change the terms of appointment of Mr. Deepak Bansal (DIN 01111104) as a Whole- time Director and in this regard to consider and if thought fit, to pass with or without modification, the following resolution :**

"RESOLVED that subject to the provisions of Section 196 of the Companies Act, 2013 and in partial modification of resolution passed by the shareholders of the Company in at the 24th Annual General Meeting held on 29th day of September, 2012, consent of the shareholders be and is hereby accorded and in pursuance of resolution passed by the Board of Directors in its meeting held on 14th August, 2014, that Shri Deepak Bansal who was appointed Whole Time Director for a term of five years w.e.f. 8th August, 2012, shall henceforth be liable to retire by rotation pursuant to and in compliance of the provisions of Section 152 (6) of the said Act.

RESOLVED further that save as provided above, other terms and conditions of appointment of Shri Deepak Bansal as Whole Time Director will remain unchanged and will continue to be governed by resolution passed by the shareholders of the Company at the 24th Annual General Meeting held on 29th day of September, 2012."

By Order of the Board

For Cantabil Retail India Limited

Place : New Delhi
Date : 14th , August 2014

(POONAM CHAHAL)
Head- Legal & Company Secretary
Membership No. A-22574

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (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. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company voting rights. A member holding more than ten percentage 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
3. The explanatory statement pursuant to section 102 of the Companies Act, 2013, which sets out the details relating to Special Businesses at the meeting, is annexed hereto.
4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not less than 48 hours before the commencement of the meeting. A proxy Form is annexed herewith. Proxies submitted on behalf of the Companies etc. must be supported by an appropriate resolution/authority as applicable.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, September 22, 2014 to Tuesday, September 30, 2014 (both days inclusive)
6. Members who would like to ask any questions on the accounts are requested to send their questions at Corporate Office of the Company at least 10 days before the Annual General Meeting to enable the Company to answer their queries satisfactorily.
7. Members are requested to intimate change, if any, in their postal addresses immediately to RTA, Beetal Financial and Computer Services Pvt. Ltd.
8. The members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
9. Pursuant to the requirements of clause 49 of the Listing Agreement entered into with stock exchanges, the information about the Directors proposed to be appointed/ re-appointed is given in the Annexure to the notice.

10. Voting through Electronic means:

In terms of the provisions of clause 35B of the Listing Agreement and Sections 107 and 108 of the companies Act, 2013 read with companies (Management and Administration) Rules, 2014, 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 through E-voting or in person at the General Meeting.

The procedure and instructions for voting through electronic means are as follows:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company's records for the said demat account or folio.
	<ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, members 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 of 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <Cantabil Retail India Ltd. > on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on 24th September, 2014 at 10.a.m and ends on 26th September, 2014 at 5 p.m.. 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 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (CORRESPONDING SECTION 173(2) OF THE COMPANIES ACT, 1956):

ITEM NO. 4 & 5

Independent Directors Mr. Lalit Kumar and Dr. Arun Kumar Roopanwal have completed their five years term. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Lalit Kumar and Dr. Arun Kumar Roopanwal being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors upto five consecutive years till respective Annual General Meeting. Respective notices have been received from members proposing their candidature for the office of Directors of the Company. In the opinion of the Board Mr. Lalit Kumar and Dr. Arun Kumar Roopanwal fulfill the conditions specified in the Companies Act, 2013 and rules framed thereunder for their appointment as Independent Directors of the Company and are independent of the management. Given below are the brief resumes of Mr. Lalit Kumar and Dr. Arun Kumar Roopanwal pursuant to Clause 49 of the listing Agreement:

Mr. Lalit Kumar (DIN-00025150) is a Non-Executive Independent Director. He is a Chartered Accountant & Company Secretary. He is heading the retail operations in Jumbo Electronics LLC Dubai. He was a president of M/s Vishal Retail Limited in 2008 and CEO of Ebony for three years. He has a strong understanding of retail space in India with the ability to monitor new market developments.

He is a director of various Companies like - M/s Gaap Education Limited, M/s Gaap Bright E Learning Private Limited, M/s Oaktree InfraVentures Private Limited, M/s W2H Ventures Private Limited, M/s Truehealth Worldwide Services Private Limited, M/s Alley & Brown Ventures Private Limited and M/s Blue Sapphire Ventures Private Limited.

Dr. Arun Kumar Roopanwal (DIN-00406817) is a Non-Executive Independent Director. He holds PHD Degree in textiles from the Indian institute of Technology. He has vast experience in textiles industrie and held various top managerial position in the past like Executive Director for GIVO Ltd. CEO of Niryat Sam Apparels (India) limited. Vice President of Sutlej Textiles Industries and Senior Scientific Officer in ministry of Textiles.

None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives except Mr. Lalit Kumar and Dr. Arun Kumar Roopanwal, are concerned or interested in the proposed Resolution.

ITEM NO. 6

The Company had appointed Mrs. Renu Jagdish as Independent Director pursuant to the provisions of the Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

In terms of section 149 and other applicable provisions of the Companies Act, 2013, it is proposed to appoint the above named Independent Director for a consecutive period of five years for a term up to 29th September, 2019. A notice proposing their candidature for the office of Director has been received by the Company. Mrs. Renu Jagdish fulfills the conditions specified in the Companies Act, 2013 and the rules made there under for the appointment as an Independent Director of the Company. A brief profile of Mrs. Renu Jagdish is given as under pursuant the Clause 49 of the Listing Agreement.

Mrs. Renu Jagdish holds a degree of Chartered Accountant and Company Secretary. She is having an experience of 25 years in audit, accounts and company law matters. Presently, she is a partner in M/s Goel and Joshi Associates Chartered Accountants. None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives except Mrs. Renu Jagdish, are concerned or interested in the proposed Resolution.

ITEM NO. 7 & 8

At the 21st Annual General Meeting of the Company held on September 9, 2009, the members had, by way of an Ordinary Resolution and in pursuance of the provisions of Section 293(1)(a) and (d) of the Companies Act, 1956, authorized the Board to:

- borrow monies on behalf of the Company (apart from temporary loans obtain are to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 150 Crores at any time; and
- create a mortgage or charge or hypothecation on the Company's assets in favour of lending agencies to secure the amounts borrowed i.e. Rs. 150 Crores, including interest, charges etc. payable thereon.

Section 180 of the Companies Act, 2013 ('the Act') was notified on September 12, 2013. Under the said section, the above powers of the board are required to be exercised only with the consent of the Company by way of a Special resolution. The Ministry of Corporate Affairs ("MCA") had vide its General Circular No. 4/2014 dated March 25, 2014, clarified that the Ordinary Resolutions passed under Section 293(1)(a) and (d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until September 11, 2014.

The approval of the Members for the said borrowings and creation of mortgage or charge for the said borrowings is, now being sought, by way of Special Resolutions, pursuant to Section 180(1)(a) and (c) of the Act, respectively.

The Directors recommend the Resolutions at item No. 7 & 8 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives, are concerned or interested in the passing of the Resolutions at item No. 7 & 8.

ITEM NO. 9

Mr. Deepak Bansal was re-appointed as Whole Time Director of the Company in the Board Meeting held on 8th August, 2012 for a period of five consecutive years and such appointment have been approved by the members of the Company in its Annual General Meeting held on 29th September, 2012.

To have the optimal number of rotational directors in due compliance of the provisions of the Companies Act, 2013, the Board has decided to amend the terms and conditions of his appointment and his office will be liable to retire by rotation. Other terms and conditions of his appointment shall remain same as approved by the shareholders of the Company at their 24th Annual General Meeting held on 29th day of September, 2012.

None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives, except Mr. Deepak Bansal and Mr. Vijay Bansal are concerned or interested in the proposed Resolution.

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

Place : New Delhi
Date : 14th August, 2014

(POONAM CHAHAL)
Head- Legal & Company Secretary
Membership No. A-22574

CANTABIL RETAIL INDIA LIMITED

(CIN: L74899DL1989PLC034995)

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

email: investors@cantabilinternational.com

Web: www.cantabilinternational.com Tel: 91-11-27156381 /82 Fax: 91-11-27156383

ATTENDANCE SLIP

26th Annual General Meeting

Reg. Folio/DP & Client No. No. of Shares held

I certify that I am a Registered Shareholder/Proxy of the Registered Shareholder of the Company. I hereby record my presence at the 26th Annual General Meeting of the Company to be held on Tuesday, September 30, 2014 at 9:00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Mehrauli, New Delhi 110074 and at every adjournment thereof.

Member's name :

Member's /Proxy's Signature

Proxy's name :

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. Authorized Representatives of Corporate Member(s) shall produce proper authorization issued in their favour.

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Form No. MGT-11

CANTABIL RETAIL INDIA LIMITED

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

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s) :

Registered Address :

E.mail ID : Folio No./Client ID : DP ID :

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

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

E.mail ID:.....Signature:.....or failing him

2. Name:.....Address:.....

E.mail ID:.....Signature:.....or failing him

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

E.mail ID:.....Signature:.....or failing him

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on Tuesday, September 30, 2014 at 9:00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Mehrauli, New Delhi 110074 and at every adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Description/Resolutions	Optional	
		For	Against
Ordinary Business			
1.	To Adopt Audited Annual Accounts for the year ended 31st March, 2014.		
2.	To appoint a Director in place of Mr. Anil Bansal who retires by rotation and being eligible offers himself for re-appointment.		
3.	To appoint M/s Suresh & Associates, Chartered Accounts as Statutory Auditors of the Company for the terms of three years from the date of the ensuring Annual General Meeting and affixing their remuneration.		
Special Business			
4.	Appointment of Mr. Lalit Kumar as an Independent Director of the Company for five consecutive years for a term up to 29th September, 2019		
5.	Appointment of Dr. Arun Kumar Roopanwal as an Independent Director of the Company for five consecutive years for a term up to 29th September, 2019		
6.	Appointment of Mrs. Renu Jagdish as an Independent Director of the Company for a period of five consecutive years for a term up to 29th September, 2019		
7 & 8	To pass a Special Resolution for exercising the Borrowing Power limit pursuant to Section 180(1)(c) & 180(1)(a) of the Companies Act, 2013.		
9.	Change in terms of appointment of Mr. Deepak Bansal as a Whole Time Director.		

Signed this.....day of2014

Signature of Proxy Holder(s)

AFFIX
REVENUE
STAMP

Signature of the Shareholder

Note:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 26th annual General Meeting of the company.
3. It is optional to put '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 Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. please complete all details including details of Members(s) in above box before submission.



CALENDAR OF EVENTS FOR E- VOTING

S.No.	EVENTS	DATE
1	Date on which consent given by the scrutinizer to act as scrutinizer	04.08.2014
2.	Date of consideration of the matter in the board meeting	14.08.2014
3.	Date of appointment of scrutinizer.	14.08.2014
4.	Filing of outcome of board meeting approving notice of 26 th Annual General Meeting (AGM) to the stock Exchanges	14.08.2014
5.	Date of dispatch of a copy of notice of AGM to the Stock Exchanges	06.09.2014
6.	Date of dispatch of Notice calling AGM to shareholders	03.09.2014
7.	Date of completion of dispatch of Annual Report including notice calling AGM to shareholders	05.09.2014
8.	Advertisement informing dispatch of Annual Report to Share Holders	06.09.2014
9.	Intimate Closure of Book at least 7 Days before the closure to Stock Exchanges, NSDL, CDSL and Beetal Financial & Computer Services Pvt. Ltd.	05.09.2014
10.	Publication of notice of availability of facility of e-voting with CDSL in 2 newspaper atleast 5 days before the beginning of voting period	08.09.2014
11.	The E-Voting period will commence on 24.09.2014 (10.00 a.m.) and ends on 26.09.2014 (05.00 p.m.).	24.09.2014 (10.00 a.m.) To 26.09.2014 (05.00 p.m.)
12	Preparation and submission of scrutinizer's report on e-voting to the Chairman of the Company	29.09.2014
13	Date of AGM	30.09.2014
14	Declaration of result of the e-voting.	01.10.2014
15	Inform the stock exchange regarding result of e-voting and poll taken and display in the website of the company.	02.10.2014
16	Publication of result of e-voting and poll taken in newspaper.	02.10.2014
17	Date of signing of the Minutes Book by the Chairman in which the result is recorded	03.10.2014
18	Submission of the proceeding of the Minutes of the Postal ballot to the Exchanges.	03.10.2014

Date: 05.09.2014
Place: New Delhi

For Cantabil Retail India Ltd.


(Poonam Chahal)
Company Secretary

CANTABIL RETAIL INDIA LTD.