

BOARD OF DIRECTORS

Mr. Vijay Bansal	:	Chairman and Managing Director
Mr. Deepak Bansal	:	Whole Time Director
Mr. Basant Goyal	:	Whole Time Director
Mr. Lalit Kumar	:	Non-Executive Independent Director
Dr. Arun Kumar Roopanwal	:	Non-Executive Independent Director
Mrs. Renu Jagdish	:	Non-Executive Independent Director

Company Secretary	-	Ms. Poonam Chahal	Registrar & Transfer Agent	Beetal Financial and Computer Services Pvt. Ltd., Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi - 110062
Chief Financial Officer	-	Mr. Shivendra Nigam		
Statutory Auditors	-	M/s A N S K & Associates, Chartered Accountants (Formerly Known as Akhil Mittal & CO.) New Delhi		
Secretarial Auditor	-	M/s. Sanjay Grover & Associates Company Secretaries New Delhi		
Registered Office	:	B - 16, Ground Floor, Lawrence Road Industrial Area, Delhi - 110035		

Banker	ICICI Bank Ltd. State Bank of India Standard Chartered Bank Ltd. Oriental Bank of Commerce HDFC Bank Ltd. Axis Bank Ltd. Union Bank of India Yes Bank Ltd.
--------	---

CONTENTS	PAGE NO.
Chairman's Insight.....	2
Notice.....	3
Director's Report.....	16
Corporate Governance Report.....	54
Management Discussion & Analysis Report.....	75
Auditor's Report.....	81
Balance Sheet.....	89
Profit & loss Account.....	91
Cash Flow Statement.....	93
Notes on Financial Statements.....	96

Chairman's Insight:



Consistent, Stable and Profitable Growth Strategy

Dear Stakeholders,

It gives me immense pleasure to announce yet another year of healthy growth. FY 19 was a crucial year as we continued to focus on the growth agenda. We closed the fiscal year with an increase of 46.29% in total revenue from Rs. 19,723.60 Lakhs in Financial Year 2017-18 to Rs. 28,855.08 Lakhs in Financial Year 2018-19. The EBIDTA has also improved from Rs. 2137.58 lakhs to Rs. 3360.35 lakhs thereby recording an improvement in of 57.20 %.

We are continuously expanding our footprints in India. During the year, your Company maintained its robust expansion and added 60 new stores. The Company expanded its retail chain through Company Owned and Operated stores (COCO). The asset light, Franchise Operated stores has also shown a positive response encouraging your Company to venture into new territories. Having presence across several geographical locations gives our Company an enormous customer base with different styles and many varied choices to offer. As of now, your company has clocked 270 exclusive brand outlets and is planning to continue the expansion.

We also put in a lot of efforts last year in strengthening the back and front end infrastructure by improving inventory control and building a flexible supply chain. We also improved our front end infrastructure by renovating the stores. We added new visual concepts, window and merchandise display which gives a complete luxurious experience of shopping to the customers. We have created in-house team of visual merchandisers. We believe these efforts will go a long way in scaling up our business in the future.

We continue to take steps towards manufacturing excellence across our production units. We have been improving productivity and reducing manufacturing cost, year on year, with the help of world class manufacturing concepts. Last year was no exception, during the year we installed new wrinkle free machines with high technology wherein we were able to manage our manufacturing expenses extremely well, while maintaining our high standards of quality and manpower engagement.

Trust in the brand is essential for its growth and your company has continued its effort to adapt its product portfolio with evolving consumer needs and trends. During the year we added two new feathers in our cap by launching kids wear in apparel category and Deodorant in accessories category.

Kid's wear has come up with an additional advantage for our Company keeping in mind the non- existence of much established brands in kids wear market, to make Cantabil as complete Family wear. However, this opportunity must be catered to with a combination of good quality, latest fashion, and affordable products. Diversity in our product offerings will enable our Company to reach out to different geographical locations having diverse cultures and preferences.

Our Company now has a complete one stop shop for family wear under one umbrella of 'Cantabil' which offers a diverse range of products for catagory of Men's, Women's, Kid's and Accessories.

Your Company has firm belief and commitment towards the collective development of all the stakeholders especially people at the bottom of the pyramid and consider it as prerequisite for the sustainability of the business. Thus, CSR is not just compliance for the Company but its an opportunity to contribute towards nation building through well-defined professional approach. During the year, the Company contributed in CSR projects of promoting health care including preventive health care, basic education and slum area development and chief minister's relief fund, Kerla.

We value our people too and have been strengthening their bond with us through long term incentive plans as well as providing them with periodic trainings.

At last, I would like to thank all are stakeholders, customers, business partners, Board of Directors, Bankers all our employees for believing in our Company's values and supporting us throughout our journey. I sincerely thank all of you and am pleased to share the success that Cantabil has achieved during the last year.

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: 91-11-27156381/82 **Fax:** 91-11-27156383

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 31st (Thirty-first) Annual General Meeting (“Meeting”) of the member(s) of **CANTABIL RETAIL INDIA LIMITED** (“Company”) will be held on Thursday, 26th day of September 2019 at 11:00 A.M. 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, 2019 together with the Report of the Board of Directors and the Auditors thereon.**
2. **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:

3. **Re-appointment of Mr. Basant Goyal as a Whole Time Director (DIN: 07659491) of the Company w.e.f. December 01, 2019.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made there under (including any statutory modification(s) or 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 approvals as may be necessary, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Basant Goyal (DIN: 07659491) as a Director, liable to retire by rotation, and also as Whole Time Director of the Company with effect from 1st December, 2019 till the conclusion of Annual General Meeting to be held in the Year 2022 or till such earlier date as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out hereunder:

A Basic Salary, Perquisites and Allowance:

- (i) Salary of Rs 2,50,000/- (Rupees Two Lakhs Fifty Thousand) per month.
- (ii) Expenses in relation to use of Company car and telephone for official purpose.
- (iii) Provision for driver/Allowance for driver’s salary: As per rules of the Company.
- (iv) The total remuneration including Allowances & Perquisites shall not exceed the limits specified in Schedule V to the Act or the amount specified by the Central Government, as the case may be.”

B. Other Terms:

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

When in 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 and subject to the approval of the Central Government, if required.

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

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

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to obtain necessary regulatory approvals (if applicable), to accept any modification to the aforesaid terms of remuneration of the Whole Time Director, that may be required by the Central Government or other appropriate authority 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.

4. Re-appointment of Mrs. Renu Jagdish (DIN: 06971367) as an Independent Non-Executive Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Renu Jagdish (DIN: 06971367), Independent Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, who is eligible for re-appointment be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 29th September, 2019 up to 29th September, 2024 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

5. Appointment of Mr. Balvinder Singh Ahluwalia (DIN-08522327) as an Independent Non- Executive Director.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014, relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and provisions of Article 110 of Articles of Association of the Company, Mr Balvinder Singh Ahluwalia (DIN:08522327) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from August 09, 2019 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2018-2019 should have been held, whichever is earlier, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, , and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, up to September 26, 2024.”

6. Appointment of Mr. Rajeev Sharma (DIN-08528048) as an Independent Non- Executive Director.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014, relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and provisions of Article 110 of Articles of Association of the Company, Mr Rajeev Sharma (DIN:08528048) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from August 09, 2019 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2018-2019 should have been held, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company

has received a notice in writing from a member under Section 160(1) of the Act, signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, up to September 26, 2024.”

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

**Place: New Delhi
Date : 9th August, 2019
Regd. Office: B-16,
Lawrence Road Industrial Area
New Delhi-110035**

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

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. 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.
3. 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.
4. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is enclosed hereto and forms part of the Notice
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday 19th September, 2019 to Thursday 26th September, 2019 (both days inclusive) for the purpose of Annual General meeting.
6. 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.
7. 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.
8. 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.
9. 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.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013, Register of Member and any other register, if required by law, will be made available for inspection by Members of the Company at the venue of the meeting.
12. **Green Initiative:**
In compliance of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Company has sent Annual Reports in Electronic Mode to the Members who have registered their E-

mail IDs either with the Registrar and Transfer Agents or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to Company or to R & T Agents

13. Electronic copy of the Notice of the 31st Annual General Meeting of the Company *inter alia* indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email id's are registered with the Company/Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 31st Annual General Meeting of the Company *inter alia* indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report will also be available on the Company's website www.cantabilinternational.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office & Corporate Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor **email id: investors@cantabilinternational.com**.
15. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
16. A Member can opt for only one mode of voting i.e., either through remote e-voting or by Ballot Form. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot Form shall be treated as invalid.
17. The Company had appointed Mr. Sanjay Grover of M/s Sanjay Grover & Associates, Company Secretaries,, New Delhi (CP No. 3850) as a scrutinizer to scrutinize the voting at the AGM venue and remote e-voting process in a fair and transparent manner.
18. 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 Forty Eight (48) hours 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.
19. The Chairman or a director authorised by him in writing shall declare the result of voting on or before closing business hours on 27th day of September 2019. After the result declared by the Chairman or any other director authorised by the Chairman, the same along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.cantabilinternational.com and shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
20. Members are requested to send their question(s), if any, relating to the financial statements, shareholding, e-voting etc., to Ms. Poonam Chahal, Company Secretary of the Company at the Registered Office of the Company at B-16, Lawrence Road Industrial Area, New Delhi-110035 or at the e-mail address: Poonam@cantabilinternational.com or contact her on Phone No. 91-11-27156381/82 on or before 18th September, 2019 so that the answers/details can be provided as soon as possible.
21. Route Map showing directions to reach to the venue of the 31st AGM along with prominent land mark is given at the end of the Notice.
22. The relevant details of directors seeking appointment/reappointment above pursuant to Regulation 36 (3) of SEBI Listing Regulations, 2015 & Secretarial Standard-2 issued by ICSI is also given at the end of the Notice.
23. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed there under, 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
24. **Voting through Electronic means:**

Commencement of E-voting	10:00 AM, Monday, 23rd September, 2019
End of E-voting	5.00 PM, Wednesday 25th September, 2019

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, 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.

The e-voting period begins at 10 A.M. on Monday, 23rd September, 2019 and ends at 5 P.M. Wednesday, 25th September, 2019. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (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 Sequence number is printed on the Notice of AGM. • 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 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 as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach 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 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.
- (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 <Company Name> 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.
- (xvii) **Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m- Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for e-Voting.
 - 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 e-voting 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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

**Place: New Delhi
Date :09th August, 2019**

**Sd/-
(POONAM CHAHAL)
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 Nos. 3 Re-Appointment of Mr. Basant Goyal as Whole Time Director of the Company.

Mr. Basant Goyal was appointed as Whole Time Director of the Company for a period of 3 years w.e.f 1st December 2016. He has been carrying out various responsibilities of the company as Whole Time Director. In view of the same and to bring his remuneration at par with industry standards, it is proposed to re-appoint him on an increased remuneration for the period effective from December 01, 2019 till the AGM to be held in the year 2022. The Nomination & Remuneration Committee at its meeting held on 9th August 2019 approved and recommended the reappointment of Mr. Basant Goyal and the same was duly approved by the Board of Directors. The details of the revised remuneration, payable to Mr. Basant Goyal is given in the resolution set forth at item no 3 of the notice.

In accordance with Section 196, 197 read with Schedule V (as amended) and applicable rules under the Companies Act, 2013, the approval of the members is being sought for the said re-appointment of Mr. Basant Goyal. The remuneration payable falls within the limits specified under Schedule V (as amended).

General information														
1.	Nature of industry	We are in the business of designing, manufacturing, branding and retailing of apparels and wearable accessories.												
2.	Date or expected date of commencement of commercial production	Since Company was incorporated in 1989 and duly commenced its business long ago.												
3.	In case of new companies, date of commencement of activities as per project approved by financial institutions	Not applicable												
4.	Financial performance based on given indicators	<p>As on 31st March, 2019 : (In Lakhs)</p> <table border="1"> <tbody> <tr> <td>Total Income</td> <td>29254.91</td> </tr> <tr> <td>Profit before Tax & Depreciation</td> <td>2508.49</td> </tr> <tr> <td>Profit before Tax</td> <td>1619.25</td> </tr> <tr> <td>Provisions for Deferred Tax Liability/ (Assets)</td> <td>(311.97)</td> </tr> <tr> <td>Profit after Tax</td> <td>1249.99</td> </tr> <tr> <td>Total Comprehensive Income</td> <td>1320.41</td> </tr> </tbody> </table>	Total Income	29254.91	Profit before Tax & Depreciation	2508.49	Profit before Tax	1619.25	Provisions for Deferred Tax Liability/ (Assets)	(311.97)	Profit after Tax	1249.99	Total Comprehensive Income	1320.41
Total Income	29254.91													
Profit before Tax & Depreciation	2508.49													
Profit before Tax	1619.25													
Provisions for Deferred Tax Liability/ (Assets)	(311.97)													
Profit after Tax	1249.99													
Total Comprehensive Income	1320.41													
5.	Foreign investment or collaboration, if any	Not applicable												
Information about the appointee														
1.	Background details	Mr. Basant Goyal is Graduate in Business Administration from Delhi University having an experience in whole sale and retailing business of 8 years.												
2.	Past remuneration	<p>The remuneration drawn by Mr. Basant Goyal during the past two years is as follows:</p> <table border="1"> <thead> <tr> <th>Year</th> <th>In Lakhs</th> </tr> </thead> <tbody> <tr> <td>17-18</td> <td>2 Lakhs per month</td> </tr> <tr> <td>18-19</td> <td>2 Lakhs per month</td> </tr> </tbody> </table>	Year	In Lakhs	17-18	2 Lakhs per month	18-19	2 Lakhs per month						
Year	In Lakhs													
17-18	2 Lakhs per month													
18-19	2 Lakhs per month													
3.	Job profile and his suitability	He is actively involved in administration, Inventory Management & Project Division of our Company as Whole Time Director.												
4.	Remuneration proposed	The details of the revised remuneration proposed for Mr. Basant Goyal by way of salary and perquisites, performance based rewards/ incentives etc is given in the resolution set out at item no 3 of this notice.												
5.	Comparative remuneration profile with respect to industry, size the company, profile of the position and in person	The proposed remuneration commensurate with size and nature of the business of the company and responsibility Mr. Basant Goyal undertake. However remuneration do differ from company to company in the industry depending on their respective operations.												
6.	Pecuniary relationship directly or with the company, or relationship with the managerial personnel, if any	Apart from drawing remuneration as Whole Time Director of the Company, Mr. Basant Goyal is proprietor of M/s. Global Textile, a firm supply Fabric to the Company.												
Other information														
1.	Reasons of loss or inadequate Profits.	Indian Retail Industry is passing through a slow growth coupled with onslaught of foreign brands and phase to generate expected level of profits due to lower overall growth in the retail industry.												

2.	Steps taken or proposed to be taken for improvement	Company is focusing on expansion and business development programs. New stores are being opened in the Tier Two cities which definitely will improve contributions to the Company. Efforts are being made on reduce overheads, cost cutting and fixed costs.
3.	Expected increase in productivity and profits in measurable terms	The Company has taken various steps to address the issue of slow growing sales, productivity and profits and has put in place measures to reduce cost and opening of new retail stores to improve the bottom-line.

The Board of Directors recommends the resolution set out at Item no. 3 of the notice for your approval.

Item Nos. 4- Re-appointment of Mrs. Renu Jagdish (DIN: 06971367) as an Independent Non-Executive Director.

Mrs. Renu Jagdish was appointed as an Independent Non Executive Director of the Company by the members at the 26th AGM of the Company held on 30th September, 2014 for a period of five consecutive years commencing from 30th September, 2014 upto 29th September, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing an ordinary resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Renu Jagdish, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 29th September, 2019 up to 29th September, 2024.

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

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

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Renu Jagdish as an Independent Director. Accordingly, the Board recommends re-appointment of Mrs. Renu Jagdish as an Independent Director for another term of five consecutive years with effect from 29th September, 2019 up to 29th September, 2024, for the approval of shareholders' by passing of this ordinary resolution.

None of the Director and Key Managerial Personnel of the Company and their relative is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice of the AGM.

Mrs. Renu Jagdish is not related to any Director of the Company.

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

Item Nos. 5- Appointment of Mr. Balvinder Singh Ahluwalia (DIN:08522327) as an Independent Director of the Company.

Based on recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors at their meeting held on 9th August 2019, had appointed, subject to the approval of the members at the AGM, Mr. Balvinder Singh Ahluwalia (DIN:08522327) as an Independent Director of the Company, not liable to retire by rotation to hold the office for a period of 5 years with effect from 09th August, 2019.

Mr. Balvinder Singh Ahluwalia not disqualified from being appointed as a Director in terms of Section 164 of the Act and in this regard, the Company has received Form DIR-8 from Mr. Balvinder Singh Ahluwalia in terms of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has also received Form DIR -2 from Mr. Balvinder Singh Ahluwalia w.r.t.his consent to act as a Director in terms of Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. A brief profile and other details required as per SEBI Listing Regulations and Secretarial Standards-2 of Institute of Company Secretaries of India is given below in this notice.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less

than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 which is made effective 09.02.2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director. Since Mr. Balvinder Singh Ahluwalia is an Independent Director of the Company, there is no requirement of submission of requisite deposit.

Accordingly, Company has received a notice from a member proposing candidature of Mr. Balvinder Singh Ahluwalia, for the office of Director in terms of Section 160 of the Companies Act, 2013. Mr. Balvinder Singh Ahluwalia has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of Cantabil Retail India Limited.

Balvinder Singh Ahluwalia is a self-starter having 25 years of professional experience in Retail, Textile and Export Sectors; winning accolades across industries. Having started his career in marketing and todayhe is an ardent player across entire spectrum of business. He is a quick thinker and a dynamic leader armed with invaluable experience ranging from people management to developing new business.

He is a result-oriented management professional with strong management expertise in areas such as: retailing, strategic planning, manufacturing, production scheduling and control, inventory management, project development, supply chain, budgeting, finance, human resources and capital improvement. He has been awarded with Best Retail Professional Award, Bhartiya Vidyapeeth University in 2008, Retail Excellence Leadership Award, Amity University in 2009 and Award Winning Speaker at Images Retail Fashion Forum. He is also holding a Certificate in Export Marketing and Documentation from PHD Chamber of Commerce, India.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 10.30 A.M. to 5.00 p.m. up to the date of the Meeting.

None of the other Director, Key Managerial Personnel of the Company or their relativeis, in any way, concerned or interested in the resolution set out at item No. 5 of the Notice.

Item Nos. 6- Appointment of Mr. Rajeev Sharma (DIN:08528048) as an Independent Director of the Company.

Based on recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors at their meeting held on 9th August 2019, had appointed, subject to the approval of the members at the AGM, Mr. Rajeev Sharma (DIN:08528048)as an Independent Director of the Company, not liable to retire by rotation to hold the office for a period of 5 years with effect from 09th August, 2019

Mr. Rajeev Sharma not disqualified from being appointed as a Director in terms of Section 164 of the Act and in this regard, the Company has received Form DIR-8 from Mr. Rajeev Sharma in terms of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has also received Form DIR -2 from Mr. Balvinder Singh Ahluwalia w.r.t.his consent to act as a Director in terms of Rule 8 of Companies (Appointment &Qualification of Directors) Rules, 2014. A brief profile and other details required as per SEBI Listing Regulations and Secretarial Standards-2 of Institute of Company Secretaries of India is given below in this notice

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 which is made effective 09.02.2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director. Since Mr. Rajeev Sharma is an Independent Director of the Company, there is no requirement of submission of requisite deposit.

Accordingly, Company has received a notice from a member proposing candidature of Mr. Rajeev Sharmafor the office of Director in terms of Section 160 of the Companies Act, 2013. Mr. Rajeev Sharma has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of Cantabil Retail India Limited.

Mr Rajeev Sharma joined Haryana Civil Services in 1976 and elevated to IAS-allotted 1989 Batch. After serving of 35 years, he retired on 31st May 2011.During the service, he served in department of Agriculture, Tourism and Hospitality, Cooperation, Education, Information & Culture Affairs, Social welfare etc. Apart fromthesedepartments, He also worked as Additional Deputy Commissioner and Deputy Commissioner, Yamuna Nagar and Jind Districts for about 7 years.

He worked as a-:

- Director in Public Relation and Cultural Affairs,
- Commissioner in Municipal Corporation Gurgaon
- Divisional Commissioner in Gurgaon and Rohtak
- Appellate Authority for Revenue and Village Common Land Act cases
- Appellate Authority under RTI Act
- State Election Commissioner in Haryana

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 10.30 A.M. to 5.00 p.m. up to the date of the Meeting.

None of the other Director, Key Managerial Personnel of the Company or their relative is, in any way, concerned or interested in the resolution set out at item No. 6 of the Notice.

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment / revision of remuneration are as follows:

Name of the Director	Mr. Basant Goyal	Mr. Deepak Bansal	Mrs. Renu Jagdish	Mr. Balvinder Singh Ahluwalia	Mr. Rajeev Sharma
Age	29	36	54	55	65
Qualifications Experience	Mr. Basant Goyal is Graduate in Business Administration from Delhi University having an experience in whole sale and retailing business of 8 years.	Mr. Deepak Bansal is Graduate in Mathematics from Delhi University.	Chartered Accountant & Company Secretary	Masters in Management Studies from the University of Mumbai Mr. Ahluwalia also holds a diploma in Export Marketing and Documentation from PHD Chamber of Commerce and Industries.	B.Sc., B.Ed., LLB (Academic), MBA
Brief Profile of Director	Mr. Basant Goyal is a Whole Time Director of the Company. He is looking after project division and overall administration of the Company.	Mr. Deepak Bansal is Whole Time Director of the Company. As a director, he is responsible for diversifying and expanding the business of the Company and for preparing marketing strategy and advertisement for our products. He has an overall experience of 17 years in retail apparel industry	She is a Chartered Accountant and Company Secretary. She has more than 30 years of experience in Audit, Accounts, Company Law Matters and taxation.	Mr. Balvinder Singh Ahluwalia is a self-starter having 25 years of professional experience in Retail, Textile and Export Sectors; winning accolades across industries. Having started his career in marketing and today he is an ardent player across entire spectrum of business. He has been awarded with Best Retail Professional Award, Bhartiya	Mr Rajeev Sharma joined Haryana Civil Services in 1976 and elevated to IAS -allotted 1989 Batch. After serving of 35 years, he retired on 31 st May 2011. During the service, he served in department of Agriculture, Tourism and Hospitality, Cooperation, Education, Information &

				<p>Vidyapeeth University in 2008, Retail Excellence Leadership Award, Amity University in 2009 and Award Winning Speaker at Images Retail Fashion Forum. He is also holding a Certificate in Export Marketing and Documentation from PHD Chamber of Commerce, India.</p>	<p>Culture Affairs, Social welfare etc. He worked as-</p> <ul style="list-style-type: none"> • Director in Public Relation and Cultural Affairs, • Commissioner in Municipal Corporation Gurgaon • Divisional Commissioner in Gurgaon and Rohtak • Appellate Authority for Revenue and Village Common Land Act cases • Appellate Authority under RTI Act • State Election Commissioner in Haryana
Nature of his Experience in specific functional areas	Administration and Project Management	Marketing strategy and advertisements for our products	Audit & accounts and Company Law Matters, Taxation etc.	Retail, Textile and Export Sectors etc	Department of Agriculture, Tourism and Hospitality, Cooperation, Education, Information & Culture Affairs, Social welfare etc
Terms and conditions of appointment or reappointment / revision in remuneration	<p>(i) Tenure of re-appointment shall be w.e.f. 1st December, 2019 to until the date of AGM to be held in 2022.</p> <p>(ii) The Whole Time Director is also entitled to the benefits under all other schemes, privileges and</p>	<p>(i) For a period of 3 years w.e.f 1st April 2018</p> <p>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</p>	Re-appointment for second term five consecutive years from 29th September, 2019 up to 29th September, 2024 subject to the approval of the members in the ensuing General Meeting.	For a period of 5 years subject to the approval of the members in the ensuing General Meeting.	For a period of 5 years subject to the approval the members in the ensuing General Meeting.