

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 32nd (Thirty-Second) Annual General Meeting ("Meeting") of the member(s) of CANTABIL RETAIL INDIA LIMITED ("Company") will be held Friday, 25 day of September 2020 at 11:00 A.M. IST through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM"), 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, 2020 together with the Report of the Board of Directors and the Auditors thereon.**
2. **To declare a dividend of Rs. 1/- (Rupees One only) per share i.e @10% on equity share of face value of Rs. 10/- (Rupees Ten only) each, fully paid up, for the financial year ended on 31 March 2020.**
3. **To appoint a Director in place of Mr. Basant Goyal (DIN: 07659491), who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

4. **To consider and approve re-appointment of Mr. Vijay Bansal (DIN: 01110877), Chairman and Managing Director of the Company in accordance with section 196, 197, 198, 203, Schedule V as applicable and any other applicable provisions of the Companies Act, 2013**

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, 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. 01 April, 2021 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company enumerated herein below:

A. Salary: Upto Rs. 1,68,00,000/- (Rupees One Crore Sixty Eight Lakh Only) per annum with the authority granted to the Board of Directors (hereinafter referred to as "the Board" which term shall include a Committee of Directors) to determine the Salary, Allowances & Perquisites from time to time on the recommendation of the Nomination and Remuneration Committee within the limits of Rs. 1,68,00,000/- (Rupees One Crore Sixty Eight Lakh Only)

B. Perquisites and Allowances:

- i. Medical Re-imburement/allowance: Re-imburement of actual expenses for self and family as per rules of the Company.
- 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.

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."

C. Minimum Remuneration: Where in any financial year, the Company incurs a loss or its profits are inadequate, the Chairman and Managing Director shall be paid remuneration within the minimum remuneration specified in Schedule V of the Companies Act, 2013.

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 purpose 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.

The Board of Directors in its absolute discretion to increase remuneration of appointee and review, alter or vary designation and other terms and conditions of appointment of the appointee, as mutually agreed with Mr. Vijay Bansal, at the recommendation of Nomination and Remuneration Committee on annual basis or at such time when recommended by the Nomination and Remuneration Committee.

“RESOLVED FURTHER THAT Mr. Basant Goyal, Whole Time Director and/or Ms. Poonam Chahal, Company Secretary, be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

5. To consider and approve re-appointment of Mr. Deepak Bansal (DIN: 01111104), Whole Time Director of the Company in accordance with section 196, 197, 198, 203, Schedule V as applicable and any other applicable provisions of the Companies Act, 2013

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, 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. 01 April, 2021 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company enumerated herein below:

Salary: Upto Rs. 1,68,00,000/- (Rupees One Crore Sixty Eight Lakh Only) per annum with the authority granted to the Board of Directors (hereinafter referred to as “the Board” which term shall include a Committee of Directors) to determine the Salary, Allowances & Perquisites from time to time on the recommendation of the Nomination and Remuneration Committee within the limits of Rs. 1,68,00,000/- (Rupees One Crore Sixty Eight Lakh Only)

A. Perquisites and Allowances:

- i. Medical Re-imburement/allowance: Re-imburement of actual expenses for self and family as per rules of the Company.
- 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.

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. Minimum Remuneration:

Where in any financial year, the Company incurs a loss or its profits are inadequate, the Whole Time Director shall be paid remuneration within the minimum remuneration specified in Schedule V of the Companies Act, 2013.

C. 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 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 purpose 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.

The Board of Directors in its absolute discretion to increase remuneration of appointee and review, alter or vary designation and other terms and conditions of appointment of the appointee, as mutually agreed with Mr. Deepak Bansal, at the recommendation of Nomination and Remuneration Committee on annual basis or at such time when recommended by the Nomination and Remuneration Committee.

“RESOLVED FURTHER THAT Mr. Basant Goyal, Whole Time Director and/or Ms. Poonam Chahal, Company Secretary, be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

6. Change of Object Clause of the Memorandum of Association 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 pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

- A. Clause III (A) of the Objects clause of the Memorandum of Association of the Company be titled as “MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION’.
- B. The existing Main Objects of Clause III (A)(3) be altered by replacing the same with the following new Clause III(A)(3) as under:

“To carry on the business of manufactures, importers, exporters and dealers in Men's, Women's and Children's Clothing, wearing apparel, Hosiery goods, footwear, Jackets, Socks, Ties, Perfume, Cosmetics, Deodorants, Fashion Wears, Inner wear accessories, Towels, Handkerchiefs, Scarves & Stoles and other Personal Care Products etc., and other similar articles of every kind, nature, description made from cotton, synthetic, wool, worsted materials and /or Leather”.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

**Date : August 28, 2020
Place: New Delhi
Regd. Office: B-16, Lawrence Road Industrial Area
New Delhi-110035**

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

NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. Generally, 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. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. 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 through VC / OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to contact@cssanjaygrover.in
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. In terms of the provisions of Section 152 of the Act, Mr. Basant Goyal, retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective re-appointments.
7. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the “Annexure” to the Notice.

BOOK CLOSURE FOR FINAL DIVIDEND:

8. The Company has announced Book Closure from **Saturday 19th September, 2020 to Friday 25th September, 2020 (both days inclusive)** and accordingly, Final Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2019-2020, if approved at the meeting, will be payable to those eligible members whose names appeared:
 - i. As Beneficial Owners, as on **Record date i.e Friday 18th September, 2020** as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialized form, and
 - ii. As Members in the Register of Members of the Company as on Record date i.e Friday 18th September, 2020 in respect of shares held in Physical Form, after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar & Transfer Agents (R&TA) on or before record date.
 - iii. The Dividend, if declared at the Annual General Meeting, will be paid within 30 days from the date of declaration to those members whose name is appeared on the Register of Member of the Company on the record date/cutoff date i.e. 18th September, 2020 (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
9. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to Directors' Report which is a part of this Annual Report.
10. 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.

Commencement of E-voting	10: 00 AM, Tuesday 22nd day of September, 2020
End of E-voting	5:00 PM, Thursday day 24 day of September, 2020

11. 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.
22. The Company had appointed Mr. Devesh Kumar Vasisht (CP No. 13700), Partner or failing him, Ms. Priyanka (CP No. 16187), Partner of M/s Sanjay Grover & Associates, Company Secretaries as scrutinizer to scrutinize the voting at the AGM venue and remote e-voting process in a fair and transparent manner.
13. 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.
14. The Chairman or a director authorised by him in writing shall declare the result of voting on or before closing business hours on September 26, 2020. 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.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

15. 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 electronically for inspection by the members during the AGM.
16. 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.
17. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, September 10, 2020 through email on investors@cantabilinternational.com. The same will be replied by the Company suitably.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

18. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report for financial year 2019-20 is being sent only 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, by email to the Company's email address investors@cantabilinternational.com
 - b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
19. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.cantabilinternational.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com
20. 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 card at investors@cantabilinternational.com.
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i) The voting period begins on **10: 00 AM, Tuesday 22nd day of September, 2020** and ends on 5:00 PM, **Thursday day 24 day of September, 2020**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday 18th September, 2020** may cast their vote electronically. 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR 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"> • 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).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.

(xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 investors@cantabilinternational.com
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@cantabilinternational.com

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THEAGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
 2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility 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 e-Voting system available during the EGM/AGM.
 3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
21. Note for Non Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@cantabilinternational.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
22. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
23. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
24. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
25. The relevant details of directors seeking appointment/reappointment 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.
26. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Sd/-
(POONAM CHAHAL)

**Head- Legal & Company Secretary
FCS No. 9872**

**Date : August 28, 2020
Place: New Delhi**

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

Item Nos. 4

Mr. Vijay Bansal is the promoter of the Company. He was appointed as Chairman and Managing Director of the Company on 15th September 2009 by the Board and approved by the members in the Extra-Ordinary General Meeting held on 19th November 2009. He was further re-appointed as Chairman and Managing Director on 13th February 2018 by the Board on the recommendation of Nomination and Remuneration Committee and approval of the members in the Annual General Meeting held on 28th September 2018. In view of the experience and invaluable contribution in the growth of the Company, Mr. Vijay Bansal was again re-appointed as Chairman and Managing Director of the Company on 28th August 2020 by the Board on the recommendation of Nomination and Remuneration Committee for a period of three years w.e.f. 1st April 2021. The re-appointment is subject to the approval of members. Statement as per SCHEDULE V (PART II) (SECTION II) of the Companies Act, 2013:

General Information											
Nature of industry	We are in the business of designing, manufacturing, branding and retailing of apparels and wearable accessories.										
Date or expected date of commencement of commercial production	Since Company was incorporated in 1989 and duly commenced its business long ago.										
In case of new companies, date of commencement of activities as per project approved by financial institutions	Not applicable										
Financial performance based on given indicators	<p>Appearing in the prospectus</p> <p>As on 31st March, 2020: (In Lacs)</p> <table> <tr> <td>Total Revenue</td> <td>33803.65</td> </tr> <tr> <td>Profit before Tax & Depreciation</td> <td>6819.79</td> </tr> <tr> <td>Profit before Tax</td> <td>2400.61</td> </tr> <tr> <td>Provisions for Deferred Tax Liability/ (Assets)</td> <td>757.67</td> </tr> <tr> <td>Profit after Tax</td> <td>1642.94</td> </tr> </table>	Total Revenue	33803.65	Profit before Tax & Depreciation	6819.79	Profit before Tax	2400.61	Provisions for Deferred Tax Liability/ (Assets)	757.67	Profit after Tax	1642.94
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Profit before Tax & Depreciation	6819.79										
Profit before Tax	2400.61										
Provisions for Deferred Tax Liability/ (Assets)	757.67										
Profit after Tax	1642.94										
Foreign investment or collaboration, if any	Not applicable										
Information about the appointee Background details	Mr. Vijay Bansal is Graduate from Kurukshetra University. He is the founder promoter of our Company. He promoted Kapish Products Private Limited in 1989 and thereafter launched CANTABIL brand in 2000										
Past remuneration	For the period 2019-20 : Aggregate value of salary and perquisites: Rs. 83,19,600/-										
Recognition or Awards	Mr. Vijay Bansal was conferred with Delhi Udyog Ratan Award 2008 by the Government of Delhi. Recently he was awarded with Business Icon Award in the category of "Brand of the Year", instituted by NSS Media Group										
Job profile and his suitability	Mr. Vijay Bansal is the Chairman and Managing Director of the Company aving overall experience of 31 years. He has been instrumental in strategic planning and business development of our Company including establishment of our brand. He is responsible for the overall management and supervision of the business of our Company.										
Remuneration proposed	As mentioned in the resolution stated above										
Comparative remuneration profile with respect to industry, size of the company, profile of the position and in person	The proposed remuneration is commensurate with size and nature of the business of the company and big responsibility Mr. Vijay Bansal is carrying. The remunerations do differ from company to company in the industry depending on their respective operations. Apart from drawing remuneration as Managing Director of the Company, there is no other pecuniary relationship.										
Pecuniary relationship directly or indirectly with the company, or related relationship with the managerial personnel, if any	<p>Mr. Vijay Bansal is related to following managerial personnel's of the Company:</p> <ul style="list-style-type: none"> • Mr. Deepak Bansal : Whole-Time Director <p>He holds 6112801 Equity Shares of Rs.10/- each (37.43%) of your Company in his personal capacity.</p>										

Other information	
Reasons of loss or inadequate profits	Since past few years retail industry is going through rough phase. However the Company is growing slowly and gradually but the profits are still not adequate.
Steps taken or proposed to be taken improvement	Focus has been placed on promotion and marketing of products for so as to increase the sales turnover of the company and efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the company.
Expected increase in productivity profits in measurable terms	Company has made its manufacturing facility fully operational at and HSIIDC Bahadurgarh (Haryana) and increased its production capacity to step into the export activities. Besides that company is aggressively opening new stores in tier two and three cities to increase sales turnover.

Mr. Vijay Banal 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 28 August, 2020 approved the re-appointment of Mr. Vijay Bansal, Chairman and Managing Director w.e.f. 01 April, 2021 as recommended by the Nomination and Remuneration Committee in its meeting held on 28 August, 2020 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 4 for your approval.

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

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 04 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. 04 of the notice.

Item Nos. 5

Mr. Deepak Bansal was appointed as Whole Time Director of the Company by the Board on 15th September 2009. He was further re-appointed as Whole Time Director on 12th February 2015 by the Board on the recommendation of Remuneration Committee and approval of the members in the Annual General Meeting held on 30th September 2015. He was further re-appointed as Whole Time Director on 13th February 2018 by the Board on the recommendation of Nomination and Remuneration Committee and approval of the members in the Annual General Meeting held on 28th September 2018.

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 was again re-appointed as Whole Time Director of the Company on 28th August 2020 by the Board on the recommendation of Nomination and Remuneration Committee for a period of three years w.e.f. 1st April 2021. The re-appointment is subject to the approval of members. Statement as per SCHEDULE V (PART II) (SECTION II) of the Companies Act, 2013:

General Information	
Nature of industry	We are in the business of designing, manufacturing, branding and retailing of apparels and wearable accessories.
Date or expected date of commencement of commercial production	Since Company was incorporated in 1989 and duly commenced its business long ago.
In case of new companies, date of commencement of activities as per project approved by financial institutions	Not applicable Appearing in the prospectus

Financial performance based on given indicators	As on 31st March, 2020:	
		(In Lacs)
	Total Revenue	3,3803.65
	Profit before Tax & Depreciation	6819.79
	Profit before Tax	2400.61
	Provisions for Deferred Tax Liability/ (Assets)	757.67
	Profit after Tax	1642.94
Foreign investment or collaboration, if any	Not applicable	
Information about the appointee		
Background details Past remuneration	Mr. Deepak Bansal is Graduate in Mathematics from Delhi University. He has been actively involved in setting up of retail outlets in recent times all over India.	
Job profile and his suitability	<p>For the period 2019-20 :- Aggregate value of salary and perquisites: Rs. 83,19,600/-</p> <p>Mr. Deepak Bansal is a Whole-Time Director of the Company. As a Director, he is responsible for diversifying and expanding the business of the company and for preparing marketing strategy and advertisements for our products. He has an overall experience of 17 years in retail apparel industry.</p>	
Remuneration proposed	As mentioned in the resolution stated above	
Comparative remuneration profile with respect to industry, size of the company, profile of the position and in person	The proposed remuneration is commensurate with size and nature of the business of the company and big responsibility Mr. Deepak Bansal is carrying. The remunerations do differ from company to company in the industry depending on their respective operations.	
Pecuniary relationship directly or indirectly with the company, or related relationship with the managerial personnel, if any	<p>Apart from drawing remuneration as Whole Time Director of the Company, there is no other pecuniary relationship.</p> <p>Mr. Deepak Bansal is related to following managerial personnels of the Company: Mr.Vijay Bansal : Chaiman and Managing Director</p> <p>He holds 2567436 Equity Shares of Rs. 10/- each (15.72%) of your Company in his personal capacity.</p>	
Other information		
Reasons of loss or inadequate profits	Since past few years retail industry is going through rough phase. However the Company is growing slowly and gradually but the profits are still not adequate.	
Steps taken or proposed to be taken improvement	Focus has been placed on promotion and marketing of products for so as to increase the sales turnover of the company and efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the company.	
Expected increase in productivity profits in measurable terms	Company has made its manufacturing facility fully operational at and HSIIDC Bahadurgarh (Haryana) and increased its production capacity to step into the export activities. Besides that company is aggressively opening new stores in tier two and three cities to increase sales turnover.	

The Board of Directors of the Company in its meeting held on 28 August, 2020 approved the re-appointment of Mr. Deepak Bansal as Whole Time Director w.e.f. 01 April, 2021 as recommended by the Nomination and Remuneration Committee in its meeting held on 28 August, 2020 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 4 for your approval.

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

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 05 of the Notice. Except Mr. 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. 05 of the notice.

Item Nos. 6

Change of Object Clause of the Memorandum of Association of the Company

Your Board has to consider from time to time proposals for expansion of product range which would be profitable for the Company as part of Expansion Plans. For this purpose, the object Clause of the Company which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The "Main Object" clause of the Memorandum of Association of the Company is being amended by deletion of Clause III (A) and with insertion of New Clause III (A). The Board at its meeting held on 28th August 2020 has approved alteration of the MOA of the Company and the Board now seeking Members' approval for the same.

The proposed change of object clause requires the approval of shareholders' through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.