



CANTABIL RETAIL INDIA LIMITED

(CIN: L74899DL1989PLC034995)

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

email: investors@cantabilinternational.com,

Web: www.cantabilinternational.com,

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

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given to the shareholders of Cantabil Retail India Limited (hereinafter referred to as "the Company") pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 to seek their approval by way of postal ballot/electronic voting (e-voting) in respect of resolutions contained in Special Business given hereinafter.

The explanatory statement, pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out all material facts pertaining to the proposals and the reasons thereof, along with Postal Ballot Form are annexed herewith. The Board of Directors has appointed Mr. Sanjay Grover of M/s Sanjay Grover & Associates, Company Secretary in practice (Membership No.- F4223 and Certificate of Practice No. 3850) as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members are requested to read the instructions carefully before filling the Form and return the Form duly completed (with assent (FOR) or dissent (AGAINST)) and signed in self-addressed, pre-paid postage envelope so as to reach the Scrutinizer by not later than the close of working hours at 5:00 P.M. on 30.01.2016, last date for the receipt of the completed Postal Ballot Forms. Please note that the Postal Ballot Form(s) received after the said date will be treated as if reply from the member has not been received in terms of the Rule.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot in this Postal Ballot Notice include votes received electronically (e-voting).

The result of the Postal Ballots shall be declared at 4:00 P.M. on Thursday, 4th Day of February, 2016, at the registered office of the Company and shall also be placed, along with the scrutinizer's report, on the Company's website at www.cantabilinternational.com besides communicated to the BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company are listed. The resolution(s), if approved, will be taken as passed effectively on the date of declaration of the result.

SPECIAL BUSINESS :

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

"RESOLVED THAT pursuant to section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) of the statutory authority(ies), if any required in this behalf, the approval of the Company be and is hereby given for effecting the following amendments in Clause III of the existing Memorandum of Association, dealing with the objects of the Company:-

- I. The existing Clause III (B) "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS" be substituted by the new sub-heading i.e. "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)" with existing objects appearing under sub-clauses 1 to 22 thereof.
- II. The existing Sub-clauses 1 to 31 as appearing under the existing Clause III (C) i.e. "OTHER OBJECTS", be shifted under the new Clause III (B) i.e. "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)" vide creation of new sub-clauses no. 23 to 53. The existing Clause III(C) i.e. "OTHER OBJECTS" be deleted.
- III. The words and expressions used according to the provisions of the "Companies Act, 1956" shall be replaced in accordance with the provisions of "Companies Act, 2013"

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

"RESOLVED THAT pursuant to section 4 and 13 and other applicable provisions of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to the necessary approval of the statutory authority(ies), if any required in this behalf, the approval of the Company be and is hereby given for effecting the following amendments in Clause IV of the existing Memorandum of Association, by replacing the existing Clause IV with the following new Clause IV:-

IV. The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in addition to the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

By Order of the Board

For Cantabil Retail India Limited

Place : New Delhi
Date : 31st October, 2015

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

NOTES

1. Pursuant to Section 102 of Companies Act, 2013 the Explanatory Statement setting out material facts and reasons for the proposed Special Business is appended herein.
2. As per section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail too. Members who have not registered their e-mail IDs will receive by post a Notice of Postal Ballot alongwith Postal Ballot Form. The Postal Ballot Notice is being sent to all the members whose names appear in the register of members / list of beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") on 30th October, 2015. Any person who is not a Member as on the record date should treat this Notice for information purposes only.
3. The Postal Ballot Notice is being sent to Members, Directors and Auditors of the company and to the Secretarial Auditor in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose email id is not registered, physical copy of Postal Ballot Notice is being sent by permitted mode along with a postage pre-paid self-addressed Envelope. The Postal Ballot Notice is also placed on the website of the Company- www.cantabilinternational.com.
4. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/Authority together with the specimen signature(s) of the duly authorized signatory(ies).

5. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or by Registered Post at the expense of the member will also be accepted. The Postal Ballot(s) may also be deposited personally at the Company's Registered office at B-16, Ground Floor, Lawrence Road, Industrial Area, New Delhi – 110035 or at the Scrutinizer's address at M/s Sanjay Grover & Associates, Company Secretaries, B-88, 1st Floor, Defence Colony, New Delhi-110024.
6. The date of declaration of postal ballot results will be taken as the date of passing the resolutions.
Resolution passed by the Members through Postal Ballot shall be deemed to have been passed as if the same have been passed at a General Meeting of the Members convened in that behalf.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of business hours at 5 p.m. on 30.01.2016. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected.
8. The Company has appointed Mr. Sanjay Grover, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. In compliance with Clause 35B of the Listing Agreement/ Regulation 44 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting.
10. The proposed amended Memorandum and Articles of Association of the Company are available on the website of the Company at www.cantabilinternational.com Members who wish to receive a hard copy of the same may apply to the registered office of the Company OR email to investors@cantabilinternational.com
11. The Notice of Postal Ballot is placed on the website of the Company.
12. The results of the voting by Postal Ballot will be declared at the registered office of the Company at B-16, Ground Floor, Lawrence Road, Industrial Area, Delhi- 110035 on 4th February, 2016 at 4.00 P.M. The shareholders who wish to be present at the time of declaration of the results, may do so at the said venue. The results will also be posted on the website of the Company www.cantabilinternational.com and by way of intimation to the Stock Exchanges on which the Company is listed.

Explanatory Statement for the proposed resolutions accompanying the notice dated 31.10.2015 pursuant to section 102 read with section 110 of the Companies Act, 2013

Item No. 1

As per the relevant provisions of the Companies Act, 2013 the object clause of a company is required to state the objects for which the company is incorporated and any matter considered necessary in furtherance thereof. Accordingly, the Board of Directors has decided to amend the object clause of Memorandum of Association of the Company to the extent relevant, so as to align the same with the requirement of the Companies Act, 2013.

Under the proposed amendment(s), it is inter-alia proposed to rename the Clause III (B) from "the objects incidental or ancillary to the attainment of the main objects", to "matters which are necessary for furtherance of the main objects", and shift the objects as appearing under the existing Clause 'other objects' to the said new Clause 'matters which are necessary for furtherance of the main objects'. The modification in Memorandum of Association is carried out to remove references to the Companies Act, 1956 and re-numbering of other clauses of Memorandum of Association is a consequential act due to alteration of object clauses of the company.

A copy of the existing and proposed Memorandum of Association would be available for inspection by the members at the registered office of the company from 30th December, 2015 to 30th January, 2016 during normal business hours on any working day between 2.00 p.m. to 4.00 p.m. excluding Saturday.

The approval of shareholders of the Company is required by way of a special resolution for the proposed alteration(s) in the Object Clause of the Memorandum of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 1 of the Notice.

Item No. 2

In order to comply with the provisions of Section 4 of the Companies Act, 2013, the Company proposes to alter the Liability Clause of Memorandum of Association under section 13 of the Act. The proposed modification in Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The approval of shareholders of the Company is required by way of a special resolution for the proposed alteration(s) in the Memorandum of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 2 of the Notice.

Item No. 3

The existing Articles of Association of the Company, is in accordance with the Companies Act, 1956 and several regulations in the existing Articles of Association contain references to specific sections of the Companies Act, 1956 and some regulations in the existing Articles of Association are no longer in conformity with the new Companies Act, 2013. With the applicability of the most of the sections of the Companies Act, 2013 pursuant to the notifications of Ministry of Corporate Affairs several regulations of the existing Articles of Association of the Company requires alteration / deletion of several Articles. Hence it is considered expedient to replace the existing Articles of Association by new set of Articles.

The new set of Articles of Association in place of existing Articles of Association are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares. A copy of existing and proposed Articles of Association would be available for inspection by the members at the registered office of the company from 30th December, 2015 to 30th January, 2016 during normal business hours on any working day between 2.00 p.m. to 4.00 p.m. excluding Saturday. The proposed new draft Articles of Association is being uploaded on the Company's website i.e. www.cantabilinternational.com, for perusal by the shareholders.

The approval of shareholders of the Company is required by way of a special resolution for the proposed alteration(s) in the Articles of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 3 of the Notice.

By Order of the Board
For Cantabil Retail India Limited

Place : New Delhi
Date : 31st October, 2015

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