



**August 7, 2025**

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

**BSE Scrip Code- 533267**

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

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

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

Fax No.: 022-26598237/38

**Sub: Notice of the 37<sup>th</sup> Annual General Meeting**

Dear Sir/Ma'am,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find attached herewith Notice of the ensuing Annual General Meeting ("AGM") of Cantabil Retail India Limited ("the Company"), scheduled to be held on Tuesday, September 9, 2025 at 11:00 A.M. (IST) at Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi- 110036 to transact the businesses as set forth in Notice of AGM (enclosed herewith).

You are requested to take the above on record and inform all those concerned.

**For Cantabil Retail India Limited**

**POONAM  
CHAHAL**

Digitally signed by POONAM CHAHAL  
DN: c=IN, o=Personal,  
pseudonym=mviwa2g9rl0ot54dbj3ynk7eq6x1z8ps,  
2.5.4.20=74d4d0d3af618b9dbec349b99767cfb0e  
13d56590478d9373ee691acbfdb6a,  
postalCode=110085, st=Delhi,  
serialNumber=10c4ba7bddcb340578d76cf631cd10  
f18e27c139ad78cf5ae0dc8f8ebd5e35d,  
cn=POONAM CHAHAL  
Date: 2025.08.07 16:56:33 +05'30'

**Poonam Chahal**

**Company Secretary & Compliance Officer**

**FCS No. 9872**

*Encl: as above*

**CANTABIL RETAIL INDIA LTD.**

**H.Off. : B-16, Lawrence Road Ind. Area, New Delhi - 110 035. Tel : 011-41414188, 46818101  
e-mail : info@cantabilinternational.com Website : www.cantabilinternational.com CIN No. L74899DL1989PLC034995  
Works : Plot No. 359,360 & 361, Phase 4-B, Sec.-17, HSIIDC Industrial Estate, Footwear Park, Bahadurgarh, Haryana-124507**

**CANTABIL RETAIL INDIA LIMITED****CIN:** L74899DL1989PLC034995**Regd. and Corp. Office:** B- 16, Ground Floor, Lawrence Road, Industrial Area, New Delhi - 110035**Website:** www.cantabilinternational.com **E-mail:** investors@cantabilinternational.com**Telephone:** 91-11-41414188 & 11-46818101**NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the 37<sup>th</sup> (Thirty-Seventh) Annual General Meeting ("Meeting") of the Member(s) of CANTABIL RETAIL INDIA LIMITED ("Company") will be held on Tuesday, 9<sup>th</sup> day of September 2025 at 11:00 A.M. IST at Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi-110036, to transact the following business:

**ORDINARY BUSINESS:**

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2025 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**
2. **TO CONFIRM PAYMENT OF INTERIM DIVIDEND OF RS. 0.50/- (RUPEES FIFTY PAISA ONLY) PER SHARE i.e. @25% ON EQUITY SHARE OF FACE VALUE OF RS. 2/- (RUPEES TWO ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2025 AND DECLARATION OF FINAL DIVIDEND OF RS. 0.50/- (RUPEES FIFTY PAISA ONLY) PER SHARE i.e. @ 25% ON EQUITY SHARE OF FACE VALUE OF RS. 2/- (RUPEES TWO ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2025.**
3. **TO APPOINT A DIRECTOR IN PLACE OF MR. DEEPAK BANSAL (DIN: 01111104), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

**SPECIAL BUSINESS:**

4. **CONTINUATION OF MR. RAJEEV SHARMA (DIN: 08528048) AS INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force and based on the

recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. Rajeev Sharma (DIN: 08528048), as an Independent Director of the Company, who shall attain the age of 75 years on 20<sup>th</sup> May 2026, during his second term as an Independent Director of the Company.

**RESOLVED FURTHER THAT** all the Directors and Company Secretary of the Company be and are hereby severally authorized to file all necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

5. **RE-APPOINTMENT OF MR. BASANT GOYAL (DIN: 07659491) AS WHOLE-TIME DIRECTOR OF THE COMPANY, WITH EFFECT FROM THE DATE OF APPROVAL BY THE SHAREHOLDERS:**

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 thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), read with Schedule V of the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 including any statutory modification(s), clarification(s) or reenactment 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 Whole Time Director of the Company with effect from the approval date of approval by the shareholders for a period of five years 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) Salary & Allowances upto Rs. 10,00,000/- (Rupees Ten Lakh only) per month.

- (b) Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall be included in the computation of ceiling on remuneration and perquisites as aforesaid.

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

**RESOLVED FURTHER THAT** the Board shall have the discretion and authority to alter, increase, decrease or modify the terms of the aforesaid remuneration within, however, the limits as approved by the members.

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

**RESOLVED FURTHER THAT** the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limits as approved by the members.

**RESOLVED FURTHER THAT** in the event of any statutory amendments, modifications or Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Basant Goyal be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law."

**6. APPOINTMENT OF M/S DPV & ASSOCIATES LLP, COMPANY SECRETARIES (FRN: L2021HR009500) AS SECRETARIAL AUDITORS OF THE COMPANY**

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 Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013 & rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, the approval of the Members be and is hereby accorded for the appointment of M/s. DPV & Associates LLP Company Secretaries (FRN: L2021HR009500) as Secretarial Auditors of the Company

for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30.

**RESOLVED FURTHER THAT** approval of Members be and is hereby accorded for payment of Secretarial Audit Fee of Rs. 2,75,000/- plus applicable taxes and reimbursement of out-of-pocket expenses for Financial Year 2025-26 and the Board of Directors (including any Committee thereof) be and is hereby authorised to fix and pay the Secretarial Audit Fee and other certifications fees as may be deemed fit for the remaining tenure.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and to settle all questions or difficulties that may arise in this regard and to execute any documents, papers, etc. as may be necessary or desirable in connection with or incidental to give effect to this resolution."

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

Sd/-

**(POONAM CHAHAL)**  
Company Secretary &  
Head-Legal

**Place: New Delhi  
Date: 5<sup>th</sup> August, 2025  
Regd. Office: B-16,  
FCS No. : 9872  
Lawrence Road Industrial Area  
New Delhi-110035**

**IMPORTANT NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

**The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty eight (48) hours before the commencement of the Annual General Meeting.**

- 2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 4, 5 & 6 of the accompanying Notice is annexed hereto. The Board of Directors of the Company on August 5, 2025 considered that the business under Item 4, 5 & 6 in addition to the ordinary businesses be transacted at the 37<sup>th</sup> AGM of the Company.**

3. According Section 105 of the Companies Act 2013, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.
4. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy Form is also annexed to this report.
5. Members/Proxies should bring the duly filled Attendance Slip at the Annual General Meeting. Corporate Members, Societies etc. are requested to send a duly certified copy of the Board Resolution, Authority letter authorizing their representative(s) to attend and vote on their behalf at the Annual General meeting.
6. According to Section 112 and 113 of the Companies Act 2013, Corporate/Institutional Members are required to send a scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to [dpv@dpvassociates.com](mailto:dpv@dpvassociates.com)
7. 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.
8. 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.
9. 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.
10. 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.
11. The attendance of the members attending the AGM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
12. The route map of the venue of the Annual General Meeting is annexed hereto
13. Details of Director retiring by rotation/seeking re-appointment at the ensuing AGM is annexed to the notice.
14. Details as per regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting ("SS-2") as issued by the Institute of Company Secretaries of India related to Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.
15. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13, which is available on the website of the Company. Further, SEBI vide its Circular dated 3<sup>rd</sup> November, 2021 has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.  
  
Pursuant to the amendments introduced in the Income Tax Act, 1961 ('the IT Act') vide Finance Act, 2020, w.e.f. 1<sup>st</sup> April, 2020, dividend declared, paid or distributed by a Company on or after 1<sup>st</sup> April, 2020, is taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct TDS/ WHT at the time of payment of dividend at the applicable tax rates. The rates of TDS/ WHT would depend upon the category and residential status of the shareholder. Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the RTA/ Company by sending documents by Friday 29<sup>th</sup> August, 2025.
16. The Board of Directors recommended the final dividend of @ Rs. 0.50 per share (i.e. @ 25%) on 83,638,040 Equity Shares for the financial year ended on 31<sup>st</sup> March, 2025 subject to approval of the Shareholder of the Company.
17. SEBI vide its Circular dated 3<sup>rd</sup> November, 2021, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios and the Folios wherein even any one of the PAN, Address with PIN Code, Email

address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after 1<sup>st</sup> April, 2023, shall be frozen by the RTA. SEBI has introduced Form ISR - 1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ update thereof.

18. In terms of the aforesaid SEBI Circular, effective from 1<sup>st</sup> January 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.

Members may also note that SEBI vide its Circular dated 25<sup>th</sup> January, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4.

Relevant details and forms prescribed by SEBI in this regard including the mode of dispatch are available on the website of the Company at [www.cantabilinternational.com](http://www.cantabilinternational.com), for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely. ii) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants

19. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their share certificates to consolidate their holding into one folio.
20. In case joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote.
21. Non-resident Indian shareholders are requested to inform about the following to the Company or its RTA or the concerned DP, as the case may be, immediately of:-
- The change in the residential status on return to India for permanent settlement;
  - The particulars of the NRE Account with a Bank in India, if not furnished earlier.

#### RECORD DATE FOR FINAL DIVIDEND:

22. Payment of the final dividend if approved, shall be paid by the Company to those shareholders whose names will appear in the Register of Members of the Company on the closure of Business hours on Friday, 29<sup>th</sup> August, 2025.
23. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned in this notice, or with the Company Secretary, at the Company's registered office or at [investors@cantabilinternational.com](mailto:investors@cantabilinternational.com). Members are requested to note that dividends that are not claimed/encashed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further all the shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF Authority as per Section 124 of the Act, read with applicable IEPF (Accounting, Audit Transfer and Refund) Rules 2016, as amended, from time to time. Particulars of shareholders who have not claimed/encashed their dividend are available on the Company's website at [www.cantabilinternational.com](http://www.cantabilinternational.com). and also on the website of the Ministry of Corporate Affairs

The shareholders are therefore encouraged to verify their records and claim their dividends of all the earlier seven years, if not claimed.

24. In terms of the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015) and Sections 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, read with MCA Circular and SEBI Circular the Company is providing its members the facility to exercise their right to vote at the meeting by electronic means on any or all of the business specified in the accompanying Notice. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting.

<b>Commencement of E-voting</b>	<b>9: 00 AM, Saturday 6<sup>th</sup> day of September, 2025</b>
<b>End of E-voting</b>	<b>5:00 PM, Monday 8<sup>th</sup> day of September, 2025</b>

25. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date i.e. (2<sup>nd</sup> day of September, 2025).
26. The Company had appointed Mr. Devesh Kumar Vasisht (CP No. 13700), Managing Partner or failing him, Mr. Parveen Kumar (CP No. 13411), Partner of M/s DPV & Associates LLP, Company Secretaries as scrutinizer to



scrutinize the voting entire e-voting process in a fair and transparent manner.

27. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two working days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him in writing who shall countersign the same.
28. The Chairman or a director authorised by him in writing shall declare the result of remote e-voting within 2 working days as specified in the regulation 44 of SEBI (LODR) Regulation, 2015. After the result declared by the Chairman or any other Director authorised by the Chairman, the same along with the Consolidated Scrutinizer's Report shall be placed on the Company's website [www.cantabilinternational.com](http://www.cantabilinternational.com) and shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
29. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### **PROCEDURE FOR INSPECTION OF DOCUMENTS:**

30. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available for inspection by the members during the AGM.
31. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investors@cantabilinternational.com](mailto:investors@cantabilinternational.com).
32. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, 29<sup>th</sup> August, 2025 through email on [investors@cantabilinternational.com](mailto:investors@cantabilinternational.com). The same will be replied by the Company suitably.

#### **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

33. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for

financial year 2024-25 including Audited Financial Statements for the year 2024-2025 are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the member, either to Company's RTA Beetal Financial and Computer Services Private Limited, Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi- 110062 or write to the Company's email address [investors@cantabilinternational.com](mailto:investors@cantabilinternational.com) by addressing Ms. Poonam Chahal.
  - b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
34. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website [www.cantabilinternational.com](http://www.cantabilinternational.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)
  35. For receiving all communication (including Annual Report) from the Company electronically:
    - a) Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the member, either to Company's RTA Beetal Financial and Computer Services Private Limited, Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi- 110062 or write to the Company's email address [investors@cantabilinternational.com](mailto:investors@cantabilinternational.com) by addressing Ms. Poonam Chahal.
    - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

## THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

- (i) The voting period begins on 9:00 AM, Saturday 6<sup>th</sup> day of September, 2025 and ends on 05:00 PM, Monday 8<sup>th</sup> day of September, 2025. 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 Tuesday 2<sup>nd</sup> September, 2025 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 2109911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-48867000 and 022-24997000



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

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>
<b>OR</b> Date of Birth (DOB)	

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.

However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company on investors@cantabilinternational.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 2109911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

**INSTRUCTIONS FOR SHAREHOLDERS FOR VOTING DURING THE AGM ARE AS UNDER:-**

1. Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through polling papers available at the venue of the AGM.
2. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
3. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@cantabilinternational.com (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.
36. If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542/43).

37. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futrex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 18002109911.
38. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
39. The facility for voting through electronic voting system or ballot or polling paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote evoting or by Ballot Form shall be able to exercise their right at the meeting. Further, the members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
40. The relevant details of directors seeking appointment/reappointment/revision in the remuneration above pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard- 2 is also given at the end of the Notice.
41. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

Sd/-

Date: 5<sup>th</sup> August, 2025

(POONAM CHAHAL)

Place: New Delhi

Company Secretary & Head-Legal

FCS No. : 9872

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

#### **ITEM NO. 4: CONTINUATION OF MR. RAJEEV SHARMA (DIN: 08528048) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') with

effect from 1<sup>st</sup> April 2019, no listed Company shall appoint or continue the appointment of a Non-executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect. Mr. Rajeev Sharma shall attain the age of 75 years on 20<sup>th</sup> May, 2026. The members approved his appointment at the AGM held on 26<sup>th</sup> September, 2019, for a period of five consecutive years, commencing from 26<sup>th</sup> September, 2019, and ending on 25<sup>th</sup> September, 2024. His re-appointment was subsequently approved at the AGM held on 14<sup>th</sup> September, 2024, for a further period of five years, commencing from 26<sup>th</sup> September, 2024, and ending on 25<sup>th</sup> September, 2029.

Mr. Rajeev Sharma is in good health and of sound and alert mind. The Board is also confident about him being able to function and discharge his duties in an able and competent manner. Based on the recommendation of the Nomination and Remuneration Committee and taking in account Mr. Rajeev Sharma's seniority, expertise and vast experience, which has immensely benefited the Company, the Board of Directors considered and approved the continuation of Mr. Rajeev Sharma as a Non-Executive Independent Director of the Company, not liable to retire by rotation.

Other than Mr. Rajeev Sharma and his relatives, none of the Director and Key Managerial Personnel of the Company and their relative is concerned or interested, financially or otherwise, in the proposed Special Resolution set out at Item No. 4 of this Notice of the AGM.

Mr. Rajeev Sharma is not related to any Director of the Company.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 4 of this Notice for approval of the members 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 NO 5. RE-APPOINTMENT OF MR. BASANT GOYAL (DIN: 07659491), AS WHOLE TIME DIRECTOR OF THE COMPANY**

Mr. Basant Goyal (DIN: 07659491), was re-appointed as Whole Time Director of the Company by way of a special resolution passed by the members at the 34<sup>th</sup> Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2022 for a period of three years upto the date of Annual General Meeting of the Company to be held in the calendar year 2025. Mr. Basant Goyal has spent 9 years with the Company and has been instrumental in the growth of the Company in the last decade. His contribution has been mainly in E-commerce, Administration, Project division, sourcing and manufacturing of the Company which have grown substantially in the last decade. Considering the experience of Mr. Basant Goyal the

Board of Directors at its meeting held on 5<sup>th</sup> August, 2025, Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members at the ensuing Annual General Meeting, Mr. Basant Goyal has been re-appointed as the Whole-Time Director of the Company, liable to retire by rotation, for a term of five years commencing from the conclusion of the ensuing AGM to be held in the calendar year 2025, on the terms and conditions set out below:

1. Term: Five years, commencing from the conclusion of the ensuing AGM to be held in calendar year 2025.
2. Nature of Duties: Mr. Basant Goyal shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole and in the best interests of the Company, its employees, the shareholders and the community. He shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and/or the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company. He shall also exercise his duties with due and reasonable care, skill and diligence and independent judgment.
3. Gross Salary: Salary & Allowances upto Rs. 10,00,000/- (Rupees Ten Lakh only) per month.
4. Other benefits: Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall be included in the computation of ceiling on remuneration and perquisites as aforesaid.

Except Mr. Basant Goyal and Mr. Deepak Bansal, (Whole Time Director), no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5 of this Notice. Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Integrated Annual Report of the Company.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 5 of this Notice for approval of the members of the Company.

**ITEM NO. 6 APPOINTMENT OF M/S DPV & ASSOCIATES LLP, COMPANY SECRETARIES (FRN: L2021HR009500) AS SECRETARIAL AUDITORS OF THE COMPANY**

Pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors on recommendation of the Audit Committee appointed M/s. DPV & Associates LLP Company Secretaries as a Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30 at a remuneration of Rs. 2,75,000/- plus applicable taxes and reimbursement of out-of-pocket expenses for FY 2025- 26 and recommends their appointment including remuneration as proposed at Item no. 6 for approval by the Members by way of an Ordinary Resolution. M/s. DPV & Associates LLP, Company Secretaries is a firm of Company Secretaries having professional experience spanning over more than 19 years specializing in Corporate Law Advisory & Compliances, Due Diligence, Secretarial Audit, Corporate Governance Services, Legal Drafting, Opinions and advising clients on various transactions, corporate restructuring, related party transactions, Advising clients on SEBI & Stock Exchange compliance related matters including PIT compliances. M/s. DPV & Associates LLP, Company Secretaries have provided their consent to be appointed as Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30 and also confirmed that they are not disqualified to be appointed as Secretarial Auditors of the Company. They also confirmed that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India (ICSI) and hold a valid certificate issued by the Peer Review Board of the ICSI. None of the Directors or KMP's or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 6 of this Notice for approval of the members of the Company.

## ANNEXURE – 1

**DETAILS PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND 1.2.5 OF SECRETARIAL STANDARD (SS-2) ON GENERAL MEETING AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:**

Name of the Director	Mr. Basant Goyal	Mr. Rajeev Sharma	Mr. Deepak Bansal
Age	35	74	41
Qualifications	Mr. Basant Goyal is Graduate in Business Administration from Delhi.	B.Sc., B.Ed., LLB (Academic), MBA	Mr. Deepak Bansal is Graduate in Mathematics from Delhi University
Brief Profile of Director/ Experience	Mr. Basant Goyal is Whole Time Director of the Company. As a director, he is actively involved in administration, Inventory Management, E- Commerce, Project Division, Sourcing & Manufacturing of our Company as Whole Time Director. He has an overall experience of 11 years in retail apparel industry.	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 <sup>st</sup> May, 2011. During the services, he served in department of Agriculture, Tourism and Hospitality, Cooperation, Education, Information & Culture Affairs, Social Welfare etc. He worked as- <ul style="list-style-type: none"> <li>• Director in Public Relation and Cultural Affairs</li> <li>• Commissioner in Municipal Corporation Gurgaon</li> <li>• Divisional Commissioner in Gurgaon and Rohtak</li> <li>• Appellate Authority for Revenue and Village Common Land Act cases</li> <li>• Appellate Authority under RTI Act</li> <li>• State Election Commissioner in Haryana</li> </ul>	Mr. Deepak Bansal is a Whole-Time Director of the Company. As a Director, he is responsible for retail operations and expansion of the business of the company and for preparing marketing strategy and advertisements for our products. He has an overall experience of 23 years in retail apparel industry.
Nature of his Experience in specific functional areas	E-commerce, general administration and project management of the Company.	Department of Agriculture, Tourism and Hospitality, Cooperation, Education, Information & Culture Affairs, Social Welfare etc.	Business Development and Retail Operations for Company's Business.
Terms and conditions of appointment or re-appointment/ revision in remuneration	(i) For a period of 5 years, commencing from the conclusion of the ensuing AGM . (ii) The Whole Time Director is also entitled to the benefits under all other schemes, privileges and revision in remuneration amenities as are granted to the senior executives of the Company in accordance with the Company's practice, rules and regulation in force from time to time.	Continuation of Mr. Rajeev Sharma (DIN: 08528048), as an Independent Director of the Company, who shall attain the age of 75 years on 20 <sup>th</sup> May 2026, during his second term as an Independent Director of the Company.	Director liable to retire by rotation. Being eligible, he has now offered himself for reappointment.



Name of the Director	Mr. Basant Goyal	Mr. Rajeev Sharma	Mr. Deepak Bansal
	(iii) The aggregate of the remuneration and perquisites as aforesaid in any financial year may exceed the limit from time to time under section 197, Section 198 and other applicable provisions of the Act and rules made there under, read with Schedule V of the said Act or any statutory modification(s) or re enactment thereof for the time being in force or otherwise as may be permissible at law. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to the Whole Time Director in accordance with the applicable provisions of Schedule V of the Act.		
Details of Remuneration Last Drawn	Details mentioned in Corporate Governance Report	N.A.	Details mentioned in Corporate Governance Report
Details of Remuneration sought to be paid	Remuneration is decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee, which is as per the Nomination and Remuneration Policy is Upto Rs. 12,000,000.	N.A.	Details mentioned in Corporate Governance Report
Date of First Appointment on Board	01-12-2016	09.08.2019	01-10-2006
Shareholding in the Company as on 31 <sup>st</sup> March, 2025 (including holding in the capacity of HUF and Trustee of Trust)	Nil	Nil	2,93,26,005 Equity Shares

Name of the Director	Mr. Basant Goyal	Mr. Rajeev Sharma	Mr. Deepak Bansal
Inter-se relationship between Directors and Key Managerial Persons	Mr. Basant Goyal is related to the following managerial personnel's of the Company - Mr. Deepak Bansal-Whole Time Director is brother in Law of Mr. Basant Goyal.	Mr. Rajeev Sharma is not related to any of the Directors of the Company.	Mr. Deepak Bansal is the Son of Mr. Vijay Bansal, Chairman and Managing Director, and Brother-in-law of Mr. Basant Goyal, Whole Time Director
Number of Board Meetings attended during the year	During the previous financial year 2024-2025, Mr. Basant Goyal attended the 4 (Four) Board meetings of the Company.	During the previous financial year 2024-25, Mr. Rajeev Sharma attended the 4 (Four) Board Meeting of the Company.	During the previous financial year 2024-25, Mr. Deepak Bansal attended the 4 (Four) Board Meeting of the Company.
Directorships in other Companies	Mr. Basant Goyal does not hold directorship in any other company.	Mr. Rajeev Sharma does not hold directorship in any other company	Mr. Deepak Bansal does not hold directorship in any other company
Chairman-ships / Memberships of Committees of other Companies	Does not hold any Chairmanships/Memberships of Committees of other Companies	Does not hold any Chairmanships/ Memberships of Committees of other Companies	Does not hold any Chairmanships/ Memberships of Committees of other Companies
Listed entities from which Director has resigned in the past three years	None	None	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A.	Details mentioned in the Corporate Governance Report	N.A.

**CANTABIL RETAIL INDIA LIMITED****CIN:** L74899DL1989PLC034995**Regd. and Corp. Office:** B- 16, Ground Floor, Lawrence Road, Industrial Area, New Delhi - 110035**Website:** www.cantabilinternational.com **E-mail:** investors@cantabilinternational.com**Telephone:** 91-11-41414188 & 11-46818101**ATTENDANCE SLIP****37<sup>th</sup> Annual General Meeting held on Tuesday 9<sup>th</sup> September, 2025**

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP Id & Client Id / Regd. Folio No.*		No. of Shares	
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Name(s) and address of the member in full \_\_\_\_\_

Shareholder / proxy / authorized

Representative \_\_\_\_\_

I / we hereby record my / our presence at the 37<sup>th</sup> Annual General Meeting of the Company being held on Tuesday 9<sup>th</sup> September, 2025 at 11:00 A.M at Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi- 110036

Please (✓) in the box

☐ MEMBER

☐ PROXY \_\_\_\_\_

Signature of Member / Proxy

\*Applicable for member holding shares in physical form.

**Note :**

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
4. Authorized Representatives of Corporate Member(s) shall produce proper authorization issued in their favour.

# CANTABIL RETAIL INDIA LIMITED

**CIN:** L74899DL1989PLC034995

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

**Website:** www.cantabilinternational.com **E-mail:** investors@cantabilinternational.com

**Telephone:** 91-11-41414188 & 11-46818101

## Form No. MGT-11

### PROXY FORM

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

CIN: L74899DL1989PLC034995

Name of the Company: Cantabil Retail india Limited

Registered office B-16, Ground Floor, Lawrence Road, Industrial Area, New Delhi- 110035

Name of the member (s): .....

Registered address:.....

E-mail Id:.....

DP ID and Client ID\* / Folio No:.....

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

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

2. E-mail Id:.....Signature:.....or failing him.

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

4. E-mail Id:.....Signature:.....or failing him.

5. Name:.....Address:.....

4. E-mail Id:.....Signature:.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 37<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Tuesday 9<sup>th</sup> September, 2025 at 11.00 A.M at Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi- 110036 or / and at any adjournment thereof in respect of such resolutions as are indicated below:

SL. NO.	RESOLUTIONS	OPTIONAL **	
		FOR	AGAINST
	<b>ORDINARY BUSINESS</b>		
1.	<b>TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2025 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON</b> To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.		
2.	<b>TO CONFIRM PAYMENT OF INTERIM DIVIDEND OF RS. 0.50/- (RUPEES FIFTY PAISA ONLY) PER SHARE i.e. @25% ON EQUITY SHARE OF FACE VALUE OF RS. 2/- (RUPEES TWO ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2025 AND DECLARATION OF FINAL DIVIDEND OF RS. 0.50/- (RUPEES FIFTY PAISA ONLY) PER SHARE i.e. @ 25% ON EQUITY SHARE OF FACE VALUE OF RS. 2/- (RUPEES TWO ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2025.</b> To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.		
3.	<b>TO APPOINT A DIRECTOR IN PLACE OF MR. DEEPAK BANSAL (DIN: 01111104), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.</b> To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.		

SL. NO.	RESOLUTIONS	OPTIONAL**	
		FOR	AGAINST
	<b>SPECIAL BUSINESS</b>		
4.	<b>CONTINUATION OF MR. RAJEEV SHARMA (DIN: 08528048) AS INDEPENDENT DIRECTOR OF THE COMPANY</b> To consider and if thought fit, to pass the following resolution as a Special Resolution.		
5.	<b>RE-APPOINTMENT OF MR. BASANT GOYAL (DIN: 07659491) AS WHOLE-TIME DIRECTOR OF THE COMPANY, WITH EFFECT FROM THE DATE OF APPROVAL BY THE SHAREHOLDERS</b> To consider and if thought fit, to pass the following resolution as a Special Resolution.		
6.	<b>APPOINTMENT OF M/S DPV &amp; ASSOCIATES LLP, COMPANY SECRETARIES (FRN: L2021HR009500) AS SECRETARIAL AUDITORS OF THE COMPANY</b> To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.		

\*Applicable for investors holding shares in electronic form.

Signed this .....day of .....2025

Signature of Member.....

Signature of Proxy holder(s).....

**Note**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at B-16, Ground Floor, Lawrence Road, Industrial Area, New Delhi- 110035 not later than 48 hours before the commencement of the Meeting.
2. The proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. \*\*This is only optional please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.