



CANTABIL^{ITALY}
International Clothing

ANNUAL REPORT
2020-2021
CANTABIL RETAIL INDIA LIMITED



CANTABIL ITALY
International Clothing



CONTENTS

Corporate Overview

02-21

About Us.....	02
Core Value.....	03
Chairman's Message.....	13
Corporate Information.....	14
Notice of AGM.....	15

Management Report

22-89

Directors' Report.....	22
Management Discussion and Analysis.....	64
Corporate Governance Report.....	70

Financial Statements

90-142

Auditor Report.....	90
Financial Statements	98



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www.cantabilinternational.com

In this annual report, we have disclosed forward looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements, written and oral, that we periodically make contain forward looking statements that set out anticipated performance/results based on the management's plan and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'project', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and realization of assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

ABOUT US

Cantabil Retail India Ltd. is in the business of designing, manufacturing, branding and retailing of apparels under the brand name of CANTABIL. We have a network of 330+ exclusive retail outlets & employee strength of more than 2600 spread across India. The Company started its garments manufacturing and retailing business in the year 2000 and opened its first Cantabil store in September, 2000 in New Delhi. The CANTABIL brand offers the complete range of formal-wear, party-wear, casuals & ultracausal clothing for Men and Women in the middle to high income group. In the last 20 years, CANTABIL has become a complete family wear brand with addition of women's wear segment in 2007

under brand name CROZO. Sales of the Company were ₹ 251.64 Cr. in fiscal year 2020-21. We launched another brand KANESTON in 2013. The KANESTON brand caters to men's segment in accessories like undergarments, ties, belts, socks, caps and handkerchief etc.



CORE VALUES

MISSION

- Be a knowledge leader & an innovator in our business
- Optimise use of the entire resources
- Become a process driven organisation
- Exceed compliance and Indian/universal quality standards
- Energetically explore potential market & products
- Offer innovative, customised and value-added product to our customer
- Be an ethical, transparent and responsible Indian organisation

VISION

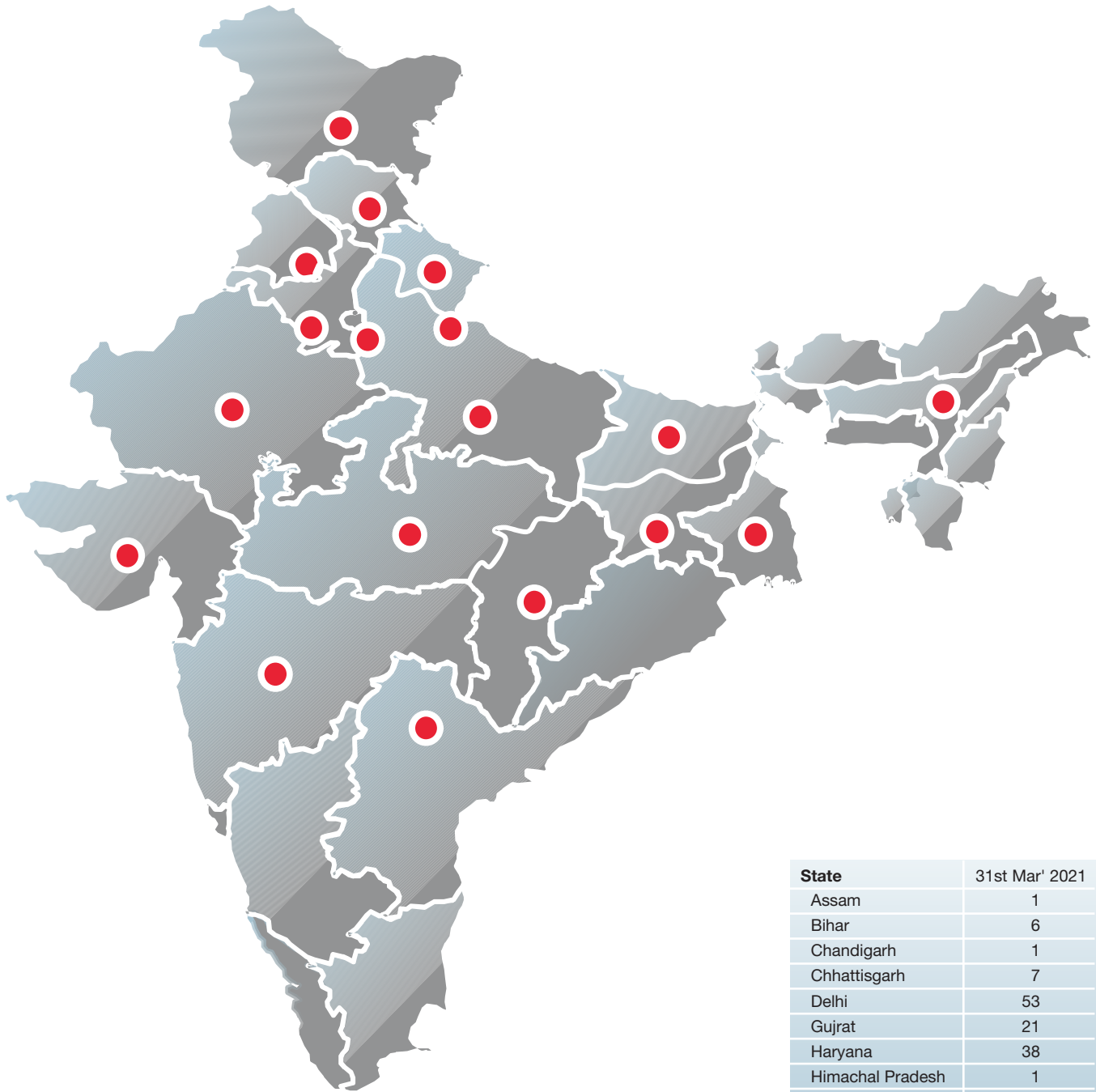
To be the India's
Best Integrated Apparel Company,
Driven by Research & Innovation, with a
Leadership Position across
Products & Markets, while exceeding
customer & stakeholder expectations.

CANTABIL
International Clothing

- Customer Satisfaction
- Passionate About Excellence
- Develop Human Capital
- Fair To All (our customers, vendors, shareholders, all our business partners & society at large)
- Concern For The Environment & The Community
 - Safety And Health
- Responsible Corporate Citizen

VALUES

PAN INDIA PRESENCE



Company's strategy to expand in tier 2 and 3 cities has proven to be successful

State	31st Mar' 2021
Assam	1
Bihar	6
Chandigarh	1
Chhattisgarh	7
Delhi	53
Gujrat	21
Haryana	38
Himachal Pradesh	1
Jammu & Kashmir	9
Jharkhand	7
Madhya Pradesh	9
Maharashtra	39
Punjab	23
Rajasthan	60
Telangana	4
UP	46
Uttranchal	7
West Bengal	4
Grand Total	336

BAHADURGARH PLANT



AWARDS



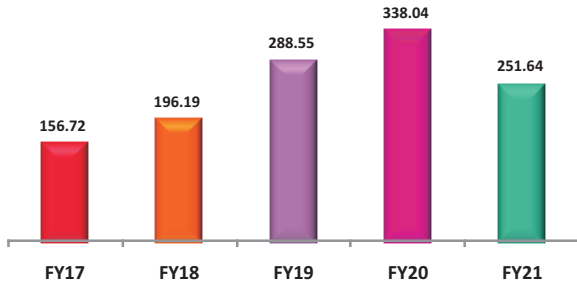
White Page International awarded India's Most admired brand

Awarded 'Meri Delhi Shresht Shree'

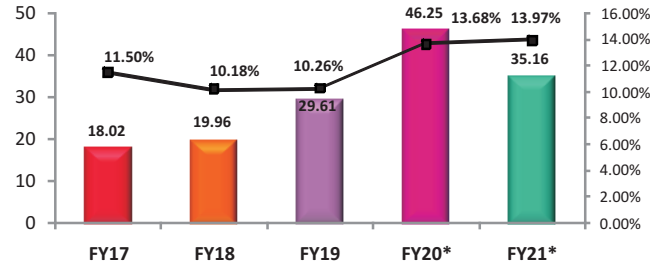
PERFORMANCE AT A GLANCE

Financial Highlights – Annual

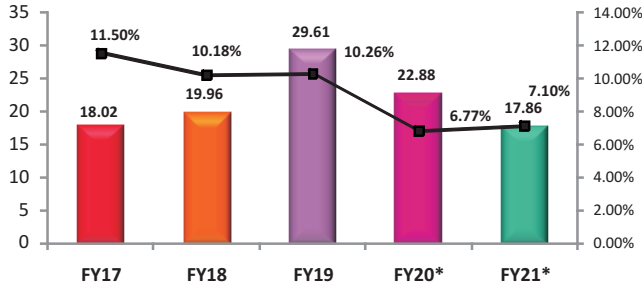
Revenue from Operations (Rs. Crs)



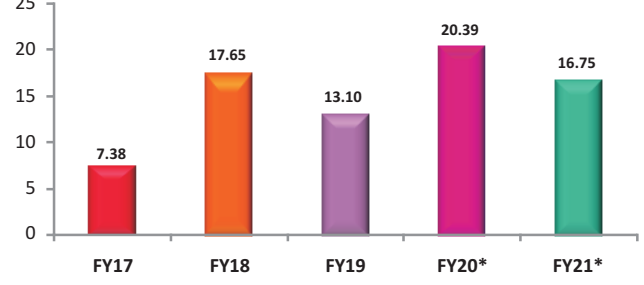
EBITDA excluding Other Income (Rs. Crs) / EBITDA Margin (%)



PAT (Rs. Crs) / PAT Margin (%)



Cash EPS (in. Rs.)



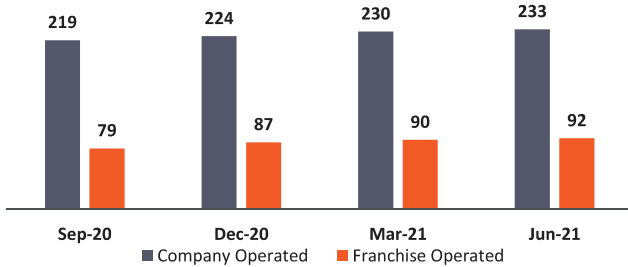
*Numbers are without taking into account IND-AS 116 effect

FY21 numbers are mainly impacted due to lockdown in Q1 & Q2 in many parts of India due to COVID-19 - stores were functional on alternate days with reduced working hours in majority states

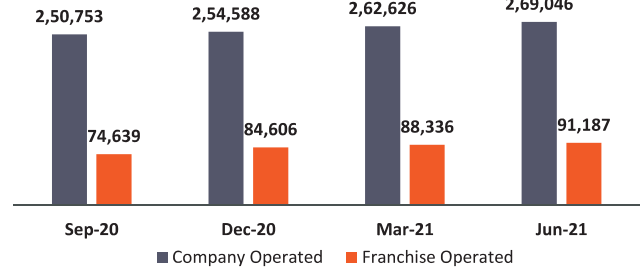
Exclusive Brand Outlets

Company & Franchise Operated

No. of Stores

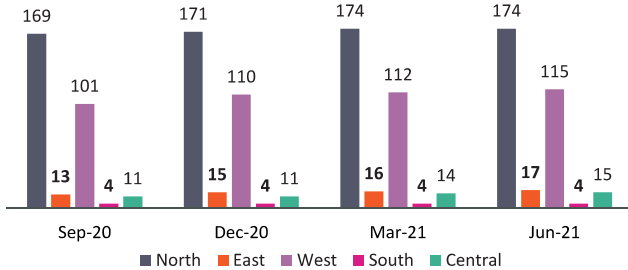


Floor Area

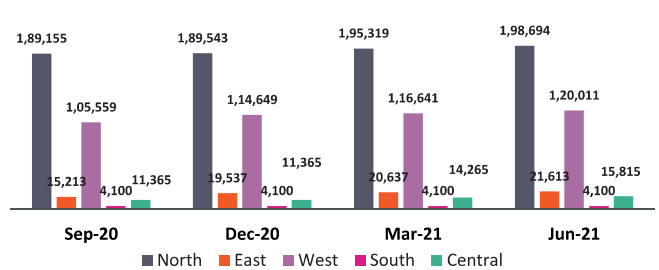


Regional Distribution

No. of Stores



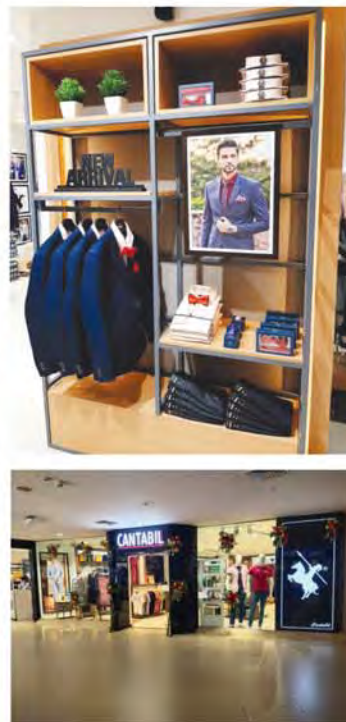
Floor Area



OUR FAMILY CELEBRATES EVERY MOODS



GLIMPSE OF NEW EVOLUTION

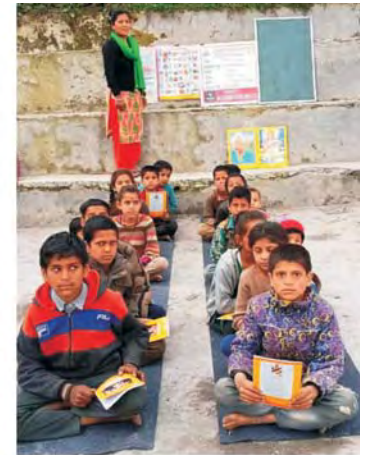




CSR ACTIVITIES

Cantabil Retail India Limited has firm belief and commitment towards the collective development of all especially people at bottom of the pyramid. CSR is not just compliance for the Company but is an opportunity to contribute towards the society and in nation building through well-defined professional approach.

The Board of Directors laid down the CSR Policy, covering the objectives, focus areas, governance structure and monitoring & reporting framework. The policy is available on the website of the Company i.e. www.cantabilinternational.com. The CSR Policy sets out Cantabil Retail India Limited commitment towards ensuring that our activities extend beyond business and include initiatives and endeavours for the benefit and development of the community and society. The CSR Policy lays down guidelines for undertaking programmes geared towards social welfare activities or initiatives. In alignment with the above vision, Cantabil Retail India Limited, through the CSR Activities, will endeavor to enhance value creation in the society and in the community, through its services, conduct and initiatives, so as to promote sustained growth for the society and community, in fulfilment of its role as a socially responsible corporate.



“The Price of Greatness is Responsibility.”
“Ekal Vidyalaya”

SKILL DEVELOPMENT PROGRAM UNDER DDU-GKY



The Company has ventured into skill development Scheme of DDU-GKY (Deen Dayal Upadhyay – Gramin Kaushal Yojna) in Haryana. Tenure of this project is 36 months where the Company will train 700 women from rural area and also provide them accommodation free of cost. For this, the Company has entered into an MOU to execute the Skill Development Training Programs under DDU-GKY Project funded by Ministry of Rural Development (MoRD) and Haryana State Rural Livelihood Mission (HSRLM) on No Profit No Loss basis. The Objective of the project is to work for the empowerment of the poor and for reduction in poverty by focusing on livelihoods of the poor and vulnerable sections of the society in rural areas.





CHAIRMAN MESSAGE

The last year has been very tough for the entire country and particularly the apparel industry with brick-and-mortar stores. The pandemic started roughly a little before the start of last year affecting fourth quarter of last financial year and continuing through entire FY21. The country observed total lockdown in the initial months of the first quarter, witnessing store closures but instead of wallowing the management of our Company utilized this abundance of time to study the markets and patterns of the industry and consumer behaviour. This helped us penetrate the market better as stores began to partially started to open up. The stores started to operate roughly around May end and through August-September started to see pickup in demand with the festive season approaching.

Our country had just started to see some positive developments and improvements in COVID cases by the end 2020 and early 2021 but things took a sudden 180-degree shift and has again fallen from where it had risen. By end of March again states started to impose lockdowns and curfews because of which stores, and malls were shut affecting sales. Malls across India had started recovering their business and footfalls which again dropped drastically due to the local restrictions. Your Company took this opportunity to renegotiate long term rentals with the landlords and adopt strategic preventive measures at the stores to assure a safe shopping experience for its customers even as the restrictions eased.

Amidst all this, our Company launched itself on e-commerce platforms like Amazon, Flipkart, Myntra, Ajio etc. during the first half of the year, smartly and smoothly transitioning and adding a new vertical to boost sales. It does not only bring revenues to the table but also creates higher brand visibility. We use various marketing tools to augment our visibility like SMS campaigns, social media platforms etc. which allows us to personally connect with the customers and enable us to better understand their preferences.



Coming to our financial performance for the year, I am happy to share despite all these challenges, our Company recorded sales of ₹ 251.64 cr in FY2021 with EBITDA Margins (w/o IND-AS 116) of 13.97% and PAT (w/o IND-AS 116) stands at ₹ 17.86 cr. During the year Company repaid entire term loan and stands at minimum borrowing level.

We focus on penetrating and expanding in tier 2 and tier 3 cities along with tier 1 cities, which proved very beneficial in such challenging times of the pandemic, where operations and routine functioning began earlier and faster in smaller towns and cities allowing us to reopen stores much before permissions were granted in malls and metro cities. Alongwith expanding in the current geography, we decided to add one more state to our developments making Cantabil currently present in 18 states along with 336 stores in total. The Company wishes to open new stores as per planned strategy under strong guidance from its experienced dedicated leaders and efficient team.

I would like to thank the entire team of Cantabil for their untiring efforts, hard work and dedication, as well as all the stakeholders for their undeterred faith in our Company, which motivates us to set and achieve higher benchmarks.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vijay Bansal	:	Chairman and Managing Director
Mr. Deepak Bansal	:	Whole Time Director
Mr. Basant Goyal	:	Whole Time Director
Mr. Rajeev Sharma	:	Non-Executive Independent Director
Mr. Balvinder Singh Ahluwalia	:	Non-Executive Independent Director
Mrs. Renu Jagdish	:	Non-Executive Independent Director

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

Banker	State Bank of India Standard Chartered Bank Ltd. HDFC Bank Ltd. Axis Bank Ltd.
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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 33rd (Thirty-Third) Annual General Meeting ("Meeting") of the Member(s) of CANTABIL RETAIL INDIA LIMITED ("Company") will be held on Tuesday, 28th day of September 2021 at 11:00 A.M. IST through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM"), to transact the following business::

Date : August 13, 2021**Place: New Delhi****Regd. Office: B-16,****Lawrence Road Industrial Area****New Delhi-110035****ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2021 together with the Report of the Board of Directors and the Auditors thereon.**

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Directors' Report and the Auditor's Report thereon as presented to the meeting be and are hereby approved and adopted."

- To Confirm payment of interim dividend of ₹ 1/- (Rupees One only) per share i.e @ 10% on equity share of face value of ₹ 10/- (Rupees Ten only) each, fully paid up, for the financial year ended on 31 March 2021**

"RESOLVED THAT the interim dividend @ 10% (i.e. 1/- per share) on 1,63,27,608 Equity Shares paid to the shareholders for the financial year ended March 31, 2021, as per the resolution passed by the Board of Directors at their meeting held on February 05, 2021 be and is hereby noted and confirmed."

- To appoint a Director in place of Mr. Deepak Bansal (DIN: 01111104), who retires by rotation and being eligible, offers himself for re-appointment.**

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act, 2013, Mr. Deepak Bansal, Director (DIN: 01111104), who retires by rotation and being eligible offer himself for re-appointment be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

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

Sd/-

(POONAM CHAHAL)

Head - Legal & Company Secretary

FCS No. : 9872

IMPORTANT NOTES:

- Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No 02/2021 dated January 13 2021 read together with Circular No 20/2020 dated May 5, 2020, Circular No 17/2020 dated April 13, 2020 and Circular No 14/2020 dated April 8, 2020 and all other relevant circulars issued from time to time (hereinafter 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.
- There is no special business. Hence a statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is not required to annex hereto.
- According to 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. 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.
- 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 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. The attendance of the members attending the AGM through VC/OVAM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
7. In terms of the provisions of Section 152 of the Act, Mr. Deepak Bansal, retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective re-appointments.
8. 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.
9. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis (FCFS). No restrictions on account of FCFS entry into AGM will apply in respect of large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and stakeholders' Relationship Committee, Auditors, etc.
10. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
11. Pursuant to Section 72 of the Act, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, member(s) of the Company may nominate a person in whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. Accordingly, members holding shares in physical form, desirous of availing this facility may submit nomination in Form SH-13 to RTA of the Company. In respect of shares held in dematerialised form, the nomination form may be filed with the concerned Depository Participant.
12. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act.
13. The Board of Directors confirm the payments of interim dividend of @ ₹ 1 per share (i.e. @ 10%) on 1,63,27,608 Equity Shares for the financial year ended March 31, 2021.
14. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form effective from April 1, 2019. Members are, therefore, requested to dematerialise their shareholding, if not already done, to avoid inconvenience in future. SEBI has also mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to investors@cantabilinternational.com
15. 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
16. 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:-
 - a. The change in the residential status on return to India for permanent settlement;
 - b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.

BOOK CLOSURE FOR THE PURPOSE OF AGM:

17. 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 investor@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 <http://www.cantabilinternational.com/investors.html>. 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.

18. 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.

Commencement of E-voting
10: 00 AM, Saturday 25th day of September, 2021
End of E-voting
5:00 PM, Monday 27th day of September, 2021

19. 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 (21st day of September, 2021).
20. 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 entire e-voting process in a fair and transparent manner.
21. 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.
22. The Chairman or a director authorised by him in writing shall declare the result of remote e-voting on or before closing business hours on September 28, 2021. 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:

23. 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.

24. 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 upto the date of AGM. Members seeking to inspect such documents can send an email to investors@cantabilinternational.com.
25. 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 Wednesday, September 15, 2021 through email on investors@cantabilinternational.com. The same will be replied by the Company suitably.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

26. In compliance with the MCA Circulars and SEBI Circulars, SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Notice of the AGM along with the Annual Report for financial year 2020-21 including Audited Financial Statements for the year 2020-2021 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:
- 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, 3rd 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 by addressing Ms. Poonam Chahal.
 - For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
27. Members may note that the Notice and Annual Report 2020-21 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 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

28. 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, 3rd 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 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 FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The remote e-voting period begins on 10: 00 AM, Saturday 25th day of September, 2021 and ends on 5:00 PM, Monday 27th day of September, 2021. 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 21st September, 2021 may cast their vote electronically. The Company announce Book Closure date for the purpose of Annual General Meeting from Wednesday 22nd day of September, 2021 to Tuesday 28th day of September, 2021. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have cast their vote by remote e-voting may also attend and participate in the proceeding of the meeting through VC/OAVM but shall not be entitled to cast their vote again.
- (iii) A Shareholder who is not member as on cut off date should treat this notice only for the purpose of information.
- (iv) The shareholders should log on to the e-voting website www.evotingindia.com.
- (v) Click on "Shareholders" module.
- (vi) 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.

- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) 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.
- (ix) 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).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) 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.

- (xii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiv) 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.
- (xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xix) 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.
- (xx) 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 IS 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 AGM THROUGH VC/OAVM ARE AS UNDER:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 ('MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('SEBI Circulars'), and in compliance with the provisions of the Act.
2. Shareholder will be provided with a facility to attend the 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.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. 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.

- 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 THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the 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 AGM.
- If any Votes are cast by the shareholders through the e-voting available during the 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.
- 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.
- 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 at the email address viz contact@cssanjaygrover.in 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.

- 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. Rakesh Dalvi (022-23058542/43).]
- 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, 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.
- 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.
- 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.
- 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 13, 2021
Place: New Delhi**

ANNEXURE – 1

DETAILS PURSUANT TO REGULATION 36 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. Deepak Bansal
Age	38
Qualifications	Mr. Deepak Bansal is Graduate in Mathematics from Delhi University.
Brief Profile of Director/ Experience	Mr. Deepak Bansal is Whole Time Director of the Company. As a director, he is responsible for diversifying and expanding the business of the Company and for preparing marketing and advertisement strategy for our products. He has an overall experience of 17 years in retail apparel industry
Nature of his Experience in specific functional areas	Marketing strategy and advertisements for Companies Business.
Terms and conditions of appointment or reappointment/ revision in remuneration	(i) For a period of 3 years w.e.f 1st April 2021 ii) The Whole Time Director is also entitled to the benefits under all other schemes, privileges and amenities as are granted to the senior executives of the Company in accordance with the Company's practice, rules and regulation in force from time to time. (iii) The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not 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.
Proposed remuneration	1,68,00,000 per annum
Last drawn remuneration	1,68,00,000 per annum
Date of First Appointment on Board	01.10.2006
Shareholding of Director	2579000 Equity Shares
Disclosure of relationships with other directors, Manager and KMP of the Company	Mr. Deepak Bansal is related to the following managerial personnel's of the Company- Mr. Vijay Bansal-Chairman And Managing Director
Number of the Meetings of Board of Directors Attended	During the previous financial year 2020-2021, Mr. Deepak Bansal attended the 6 (Six) Board meetings of the Company.
Directorships of other Companies	Mr. Deepak Bansal does not hold directorship in any other company
Chairmanships/Memberships of Committees of other Companies	Does not hold any Chairmanships/Memberships of Committees of other Companies

DIRECTORS' REPORT

Dear Members

The Board of Directors has immense pleasure in presenting its 33rd Annual Report on the business and operations of the Company together with the Audited Financial Statements of the Company for the year ended 31st March, 2021.

COMPANY OVERVIEW

Your Company M/s Cantabil Retail India Limited was incorporated on 9th February, 1989 a well-known brand in retailing and manufacturing of readymade garments. Today it ranked among the top 1000 most valuable companies with its shares listed at BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)

FINANCIAL RESULTS

The financial results of the Company for the year under review are compared below with the previous year's results for your consideration:

a) Financial

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Revenue From Operations	25,164.38	33,803.65
Other Income	1,678.04	405.66
Profit before Finance Cost, Depreciation Exceptional Items & Tax	7,614.28	8,890.78
Finance Cost	2,479.67	2,071.00
Depreciation	3,908.92	4,419.18
Profit before Exceptional Items & Tax	1,225.69	2,400.61
Exceptional items	-	-
Profit before tax	1,255.69	2,400.61
Tax expense:	259.30	757.67
Net Profit for the year	966.39	1,642.94
Item of Other Comprehensive Income	(42.29)	(5.96)
Total Comprehensive Income for the year	924.10	1,636.98
Credit/ (Debit) Balance B/F from previous year	1,418.02	1,041.36
Other Adjustments	(326.55)	(1,260.32)
Profit available for appropriation	-	-
Surplus/ (Deficit) carried to Balance Sheet	2,015.57	1,418.02

The financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter prescribed under Section 133 of the Companies Act, 2013.

There has been no change in the nature of business during the reporting period.

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

Despite COVID-19 impact, the Company has achieved total revenue of ₹ 25164.38 Lakhs in Financial year 2020-21 and Profit after tax (PAT) of ₹ 924.10 Lakhs.

b) Non-Financial

The year gone by started with an unprecedented nationwide lockdown due to pandemic which negatively impacted the economic activities across the globe. Even though initially due to nationwide lockdown the

manufacturing operations and administrative offices were closed in the month of April and May and most part of June, 2020. Despite the Covid-19 Pandemic, your Company has emerged stronger and resilient. Post relaxation of lockdown economic activities gradually started picking up from mid May, 2020. With an objective of staying salient in the minds of the consumers, the tone of communication was attuned to being helpful in everyday life, informative, positive and building trust.

As the nation entered in unlock phase, your company took to:

- Reassuring its customers by communicating various preventive measures adopted for a safer shopping experience as well as safe manufacturing practice at its Factory at Bahadurgarh.
- Realigning marketing spends towards e-commerce channels and digital media for brand promotion campaigns.
- The onset of the pandemic has further fuelled e-commerce activities in the Country. Your Company too, has increased range presence and refreshed its presentation for all brands on leading portals. With sustained investments on these platforms your company is well positioned to drive growth in this channel.

RETAIL

Retail sector was most affected during lockdown due to Covid-19 pandemic and all operations were shut down in the month of April, May and most part of June 2020.

Your Company took this opportunity to renegotiate long term rentals with the landlords and adopt strategic preventive measures to assure a safe shopping experience for its customers, even as the showrooms slowly re-opened with time restrictions and scant footfalls. Proper staff training, adoption of Covid appropriate practices in stores and use of digital payments helped regain customer confidence and store traffic.

Despite an inhibitive business environment during FY21, your Company's retail network stands at 320 as on March 2021.

TRANSFER TO RESERVES

The company has not transferred any amount to the general reserves during the previous years.

DETAILS OF MATERIAL CHANGES FROM THE END OF THE FINANCIAL YEAR TILL THE DATE OF THIS REPORT

Material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report are given below.

GLOBAL PANDEMIC COVID-19

The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slow down of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite periods of time. India has witnessed it in its worst possible way. Considering the widespread impact of this crisis, the Central Government has declared COVID-19 as a national calamity. To contain this situation and arrest of any further spread of COVID-19, besides providing medical attention to all the

affected, the Central Government and all the State Governments have been taking series of preventive measures by imposing strict Lockdown across the country with guidelines like prohibition of social gatherings and closure of schools/colleges/malls/shops, etc. Citizens have been asked to stay at home and venture out only if absolutely necessary. Even the corporate houses have been asked to extend their support to the initiatives of the Governments by allowing their employees to work from home, closure of offices, restriction on office timings, working with limited staffing, etc. As responsible law abiding citizens, each one of us have been doing the maximum to contain the situation.

Hence, with the constant time restrictions & lockdowns happening in the State it has become extremely difficult to run retail operations. The result is unviable store & huge mounting losses in the stores where there has been a consistent drop in footfalls and consumer spending behavior. COVID-19 is significantly impacting business operation of the companies by way of interruption in production, supply chain disruption, unavailability of personnel, closure / lockdown of production facilities & Retail Stores etc .

Economic environment continues to remain uncertain and challenging owing to Covid and partial lockdowns across the Country. However, we as an organization remain vigilant to the ground developments with confidence and optimism to manage emerging scenarios.

DIVIDEND

The Company had declared interim dividend of ₹ 1/- (i.e. 10%) per equity share in its Board Meeting held on February 05, 2021. The payment of interim dividend was within the time limit prescribed in the Companies Act, 2013.

DIVIDEND DISTRIBUTION POLICY

As per Regulation 43A of the Listing Regulations, top 1000 listed companies are required to formulate a Dividend Distribution Policy. Accordingly, your Company has adopted the Dividend Distribution Policy which sets out the parameters and circumstances to be considered by the Board determining the distribution of dividend to its shareholders. The policy is attached with this report as ANNEXURE- 10 and also available on the website of the Company at the link i.e. http://www.cantabilinternational.com/invstr_pdf/DividendPolicy0621.pdf

SHARE CAPITAL

The paid up capital of the company as on March 31, 2021 was ₹ 163,276,080/-. During the year under review, the company did not issue any class or category of shares/ securities and consequently no change in the capital structure since previous year.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The company does not have any subsidiary, joint venture or associate company during the period of reporting.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of the business of the Company during the Financial Year ended on 31st March, 2021.

SECRETARIAL STANDARDS

The Secretarial Standards, i.e. SS-1 and SS-2 relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively, have been duly complied by the Company.

CORPORATE GOVERNANCE

Your Company upholds the standards of governance and is compliant with the Corporate Governance provisions as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company's core values of honesty and transparency have since its inception been followed in every line of decision making. Setting the tone at the top, the Directors cumulatively at the Board level, advocate good governance standards at Cantabil. Cantabil has been built on a strong foundation of good corporate governance which is now a standard for all operations across your Company. Parameters of Statutory compliances evidencing the standards expected from a listed entity have been duly observed and a Report on Corporate Governance as well as the Certificate from Practising Company Secretary confirming compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

CODE OF CONDUCT

The Chairman & Managing Director of the Company has given a declaration that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of the Board of directors and Senior Management in terms of Schedule V (D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Annual Compliance Report for the year ended 31st March 2021 has been received from all the Board members and Senior Management of the Company regarding the compliance of all provisions of Code of Conduct.

MANAGEMENT DISCUSSION AND ANALYSIS

As required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed review of operations, performance and future

outlook of the Company is given separately under the head Management Discussion and Analysis forms as part of this report.

DEPOSITS

The Company has not accepted any deposit within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 made thereunder.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

LISTING OF SHARES

The equity shares of your Company are listed on National Stock Exchange of India Limited (NSE), and BSE Limited (BSE). The listing fees for the Financial Year 2020-21 have been paid by the Company within the stipulated time.

STOCK CODE: NSE BSE ISIN

CANTABIL 533267 INE068L01016 (Shares)

DETAILS OF NON-COMPLIANCE WITH REGARD TO CAPITAL MARKET DURING THE LAST THREE YEARS:

There has been no instance of non-compliances by the Company with regard to the Capital Markets during the last three years.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The shareholders in the 32nd Annual General Meeting (AGM) of the Company held on September 25, 2020 through video conferencing ("VC") other audio visual means ("OAVM") have approved the re-appointment of Mr. Vijay Bansal (DIN 01110877) for a period of three years w.e.f. April 01, 2021 to 31st March, 2024.

The shareholders in the 32nd Annual General Meeting (AGM) of the Company held on September 25, 2020 through video conferencing ("VC") other audio visual means ("OAVM") have approved the re-appointment of Mr. Deepak Bansal (DIN 01111104) for a period of three years w.e.f. April 01, 2021 to 31st March, 2024.

As on March 31, 2021, Mr. Vijay Bansal (DIN 01110877) Chairman and Managing Director, Mr. Deepak Bansal (DIN 01111104) Whole Time Director, Mr. Basant Goyal (DIN 07659491) Whole Time Director, Mr. Shivendra Nigam, Chief

Financial Officer (CFO) and Ms. Poonam Chahal, Company Secretary, are the key managerial personnel (KMP) of your Company.

DIRECTOR RETIRING BY ROTATION

Pursuant to the provisions of Section 152 the Companies Act, 2013 and the Article 125 of the Articles of Association of the Company, Mr. Deepak Bansal (DIN: 01111104), Whole-Time Director of the Company retires by rotation and being eligible offer himself for re-appointment in the 33rd Annual General Meeting of the Company. The details of Directors being recommended for re-appointment as required is contained in the accompanying Notice convening the ensuing Annual General Meeting of the Company.

KEY MANAGERIAL PERSONNEL

As on 31st March 2021, the company has following Key Managerial Personnel in compliance of provisions of Section 203 of the Companies Act, 2013:

S.NO.	NAME	DESIGNATION
1.	Mr. Vijay Bansal	Chairman and Managing Director
2.	Mr. Deepak Bansal	Whole-Time Director
3.	Mr. Basant Goyal	Whole-Time Director
4.	Ms. Poonam Chahal	Company Secretary
5.	Mr. Shivendra Nigam	Chief Financial Officer

BOARD INDEPENDENCE

Our definition of 'Independence' of Directors is derived from Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. Based on the confirmation/ disclosures received from the Directors and one valuation of the relationships disclosed, the Company is having following Independent Directors, in terms of Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Section 149(6) of the Companies Act, 2013 on its Board:-

S.NO.	NAME	APPOINTMENT/RE-APPOINTMENT	RESIGNATION/CESSATION
1.	Mrs. Renu Jagdish	Appointed on 30/09/2014 Re-appointed on 29/09/2019	N.A
2.	Mr. Balvinder Singh Ahluwalia	Appointed on 09/08/2019	N.A
3.	Mr. Rajeev Sharma	Appointed on 09/08/2019	N.A

DECLARATION BY INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY

Each of the Independent Director has submitted their declaration that he /she meets the criteria of independence as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. There has been no change in the circumstances affecting their status as independent directors of the Company.

CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

A certificate has been received from Devesh Vasisht, Practicing Company Secretary that none of the Directors on the Board of the Company had been debarred or disqualified from being appointed or continuing as Directors of companies by SEBI, Ministry of Corporate Affairs or any such other Statutory/ Regulatory authority.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under section 134(3)(c) and section 134(5) of the Companies Act, 2013, the Directors here by confirm that:

- in the preparation of the Annual Accounts for the year ended as on 31st March 2021, the applicable Accounting Standards (Ind AS) had been followed along with proper explanation relating to material departures;
- the directors had elected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) the directors had prepared the accounts for the financial year ended 31st March 2021 on a 'Going Concern' basis; and
- (e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable

NUMBER OF MEETINGS OF THE BOARD

The Board meets at regular intervals to discuss and decide on Company / Business Policy and Strategy apart from other Board business. The Board / Committee Meetings are scheduled in compliance with the provisions of the Companies Act, 2013 and the requirement of the Listing Agreement/Regulations and the Notice of the Board/Committee Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings.

Usually, meetings of the Board are held in Delhi. The Agenda of the Board / Committee meetings includes detailed notes on the items to be discussed at the meeting is circulated at least a week prior to the date of the meeting.

The Board met Six times in financial year 2020-2021 viz., on 29.06.2020, 28.08.2020, 15.09.2020, 07.11.2020, 05.02.2021 and 30.03.2021. Detailed information on the meetings of the Board is included in the report on Corporate Governance, which forms part of this Annual Report.

COMMITTEES OF THE BOARD

There are 6 (Six) Committees of the Board viz: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Miscellaneous Committee and Risk Management Committee. A detailed note on the composition of the Board and its Committees is provided in the Corporate Governance Report section of this Annual Report.

There are currently six Committees of the Board, as follows:

1. Audit Committee

The constitution of the Audit Committee is:-

- 1. Mrs. Renu Jagdish -
Chairman & Independent Director
- 2. Mr. Balvinder Singh Ahluwalia -
Member & Independent Director
- 3. Mr. Vijay Bansal -
Member & Managing Director

2. Nomination and Remuneration Committee

The constitution of the Nomination & Remuneration Committee is:-

- 1. Mrs. Renu Jagdish -
Chairman & Independent Director
- 2. Mr. Balvinder Singh Ahluwalia -
Member & Independent Director
- 3. Mr. Rajeev Sharma -
Member & Independent Director

3. Stakeholders' Relationship Committee

The constitution of the Stakeholders' Relationship Committee is:-

- 1. Mrs. Renu Jagdish -
Chairman & Independent Director
- 2. Mr. Rajeev Sharma -
Member & Independent Director
- 3. Mr. Vijay Bansal -
Member & Managing Director

4. Corporate Social Responsibility Committee

The constitution of the Corporate Social Responsibility Committee is:-

- 1. Mr. Vijay Bansal -
Chairman & Executive Director
- 2. Mr. Renu Jagdish -
Member & Independent Director
- 3. Mr. Basant Goyal -
Member & Executive Director

5. Risk Management Committee

The constitution of the Risk Management Committee is:-

- 1. Mr. Vijay Bansal -
Chairman & Executive Director
- 2. Mr. Renu Jagdish -
Member & Independent Director
- 3. Mr. Basant Goyal -
Member & Executive Director

6. Miscellaneous Committee

The constitution of the Miscellaneous Committee is:-

- 1. Mr. Vijay Bansal -
Chairman & Executive Director
- 2. Mr. Deepak Bansal -
Member & Executive Director
- 3. Mr. Basant Goyal -
Member & Executive Director

Details of all the Committees along with their charters, composition and meetings held during the year are provided in the "Report on Corporate Governance", a part of this Annual Report.

NOMINATION AND REMUNERATION POLICY OF THE DIRECTOR AND KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

In adherence of section 178(1) of the Companies Act, 2013, the Board of Directors of the Company has, approved a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s 178(3) based on the recommendations of the Nomination and Remuneration Committee. The broad parameters covered under the Policy are Company Philosophy, Guiding Principles, Nomination of Directors, Remuneration of Directors, Nomination and Remuneration of the Key Managerial Personnel (Other than Managing/ Whole-time Directors), Key- Executives and Senior Management and the Remuneration of other Employees. The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in **ANNEXURE- 1** and forms part of this Report.

The Remuneration Policy adopted by your Company is available on company's website at http://www.cantabilinternational.com/invstr_pdf/Nomination-and-remuneration_policy.pdf.

BOARD EVALUATION

Meeting the requirements of the statute and considering Board Performance Evaluation as an important step for a Board to transit to a higher level of performance, the Nomination and Remuneration Committee has laid down a comprehensive framework for carrying out the evaluations prescribed in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The framework was developed to give all Board members an opportunity to evaluate and discuss the Board's performance openly from multiple perspectives and enhance governance practices within the Board. The framework describes the evaluation coverage and the process thereof.

Further, the detailed criteria for performance evaluation of Independent Directors are available on company's website at www.cantabilinternational.com.

PERFORMANCE EVALUATION OF BOARD AND COMMITTEE

In respect of the Financial Year ended 31st March, 2021, the Board conducted its self-evaluation that of its Committees and all of its individual Members. Some of the parameters which were taken into account while conducting Board evaluation were : Board Composition in terms of its size, diversity; Board processes in terms of communication; Disclosure of

information such that each Board meeting includes an opportunity for learning about the organization's activities through various presentations made to the Board on corporate functions, business vertical.; Accessibility of the Product Heads/ Factory Heads to the Board, wherever required, for informed decision-making. The evaluation of each of the Board Committees were done on parameters such as whether key items discussed in the Committee are suitably highlighted to the Board, whether Committee effectively performs support functions to the Board in fulfilling its responsibilities etc.

PERFORMANCE EVALUATION OF NON-INDEPENDENT DIRECTORS

The performance evaluation of the Chairman and the Non-Independent Directors were carried out by the Independent Directors, considering aspects such as Effectiveness as Chairman in developing and articulating the strategic vision of the Company, Demonstration of ethical leadership, displaying and promoting throughout the Company a behavior consistent with the culture and values of the organization, Contribution to discussion and debate through thoughtful and clearly stated observations and opinions; Creation of a performance culture that drives value creation without exposing the Company to excessive risk.

PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

The performance evaluation of the Independent Directors was carried out by the entire Board, other than the Independent Director concerned, taking into account parameters such as refrain from any action that may lead to loss of independence; refrain from disclosing confidential information, including commercial secrets, technologies, unpublished price sensitive information, sales promotions plans etc. support to CMD and executive directors in instilling appropriate culture, values and behavior in the Board room and beyond, well informed about the Company and the external environment in which it operates, moderate and arbitrate in the interest of the Company as a whole in situations of conflict between management and shareholders' interest etc.

EVALUATION OUTCOME

It was assessed that the Board as a whole together with each of its Committees was working effectively in performance of its key functions- providing strategic guidance to the Company, reviewing and guiding business plans and major plans of action, ensuring effective monitoring of the management and overseeing risk management function. The Board is kept well informed at all times through regular communication and meets once per quarter and more often during times of rapid growth or if Company needs merit add intimation over sight

and guidance. Comprehensive agendas are sent to all the Board Members well in advance to help them prepare and keep the meetings productive. The Company makes consistent efforts to acquaint the Board with the overall business performance covering all business aspects by way of presenting specific performance of each product category and corporate function from time to time. The performance of the Chairman was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities for the day to day management of the business in line with the strategy and long term objectives. The Executive Directors and Non-executive Directors provided entrepreneurial leadership of the Company within a framework of prudent and effective controls with a balanced focus on policy formulation and development of operational procedures. It was acknowledged that the management afforded sufficient insight to the Board in keeping it up-to-date with key business developments which was essential for each of the individual Directors to maintain and enhance their effectiveness.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the IEPF Rules”), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF, established by the Government of India, after the completion of seven years. Further, according to the IEPF Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

UNPAID DIVIDEND

During the year under review, the Company has transferred the unclaimed dividend of financial year 2019-20 of ₹ 44,239 and interim dividend for the financial year 2020-21 of Rs. 35743 to the unpaid dividend account. Year-wise amounts of unpaid / unclaimed dividends transferred to unpaid dividend account, is also available on Company's website at <http://www.cantabilinternational.com/>.

BOARD DIVERSITY POLICY

The Boards of Directors of the Company formulated the Board Diversity Policy according to the provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, draft of which is available on company's website at http://www.cantabilinternational.com/policies/BOARD_DIVERSITY_POLICY.pdf.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on appointment of directors is available on <http://www.cantabilinternational.com/> The policy on

remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report (ANNEXURE-1) and is also available on <http://www.cantabilinternational.com/>.

AUDITORS AND THEIR REPORTS

M/s A N S K & Associates, Chartered Accountant (Registration No.026177N), holds office until the conclusion of 34th Annual General Meeting of the Company. The Auditors' Report to the members for the year under review does not contain any qualification, reservation or adverse remark. The observation of the Auditors and the relevant notes on accounts are self-explanatory and therefore, do not call for any further comment.

STATUTORY AUDITORS' REPORT

The observation made by the Auditors with reference to notes on accounts for the year ended 31st March 2021 are self-explanatory and therefore do not call for any further comments under section 134 of the Companies Act, 2013.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review. There are no qualifications, reservations or adverse remarks or disclaimers made by M/s A N S K & Associates, Chartered Accountants.

SECRETARIAL AUDITORS

The Board had appointed M/s Sanjay Grover & Associates, Company Secretaries for carrying out Secretarial Audit in terms of the provisions of Section 204 of the Companies Act, 2013 for the financial year 2020-2021.

SECRETARIAL AUDITORS REPORT

The report of the secretarial auditors is annexed as a part to this report as **ANNEXURE-2**.

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s Sanjay Grover & Associates, Secretarial Auditors, in their report.

COST AUDITORS

As per Section 148 of the Companies Act, 2013, the Company is not required to have the audit for its cost records.

CREDIT RATING

The Company's financial discipline and prudence is reflected in the strong credit ratings prescribed by rating agency (ICRA). The details of credit ratings are disclosed in the Corporate Governance Report, which forms part of the Annual Report.

STATUTORY DISCLOSURE

None of the Directors of your Company is disqualified as per provision of Section 164(2) of Companies Act, 2013. The Directors of the Company have made necessary disclosures as required under various provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

AUDIT COMMITTEE

The Audit committee held Six (6) meetings during the year viz., 29.06.2020, 28.08.2020, 15.09.2020, 07.11.2020, 05.02.2021 and 30.03.2021

The Audit Committee functions in terms of the powers and role delegated by the Board of Directors keeping in view the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, have been described separately under the head Audit Committee in Report of Corporate Governance.

The members of the Audit Committee are;

Name of Members	Designation	Category
Mrs. Renu Jagdish	Chairman	Independent Director
Mr. Balvinder Singh Ahluwalia	Member	Independent Director
Mr. Vijay Bansal	Member	Executive Director

- Mrs. Renu Jagdish Chairman of the Committee has adequate financial and accounting knowledge.
- The Chief Financial Officer, Internal Auditor and the Statutory Auditors of the Company are permanent invitees to the meetings of the Audit Committee. It is a practice of the Committee to extend an invitation to the Managing Director to attend the meeting as and when required.
- Ms. Poonam Chahal, Company Secretary, is Secretary of the Audit Committee.

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of the Companies Act, 2013 and rule made there under, the Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee. The details of the Composition of the Committee are set out in Corporate Governance Report which forms part of this report. The Committee has adopted a Corporate Social Responsibility Policy. Details of our CSR are available on our website http://www.cantabilinternational.com/invstr_pdf/Corporate_social_responsibility_policy.pdf.

The Annual Report of CSR activities is appended as “ANNEXURE 3” of this Board report.

RISK MANAGEMENT POLICY

The Company has constituted a committee and formulated a policy and process for risk management. The company has set up a core group of leadership team, which identifies, assesses the risks and the trends, exposure and potential impact analysis at different level and lays down the procedure for minimization of the risks. Risk management forms an integral part of management policy and is an ongoing process integrated with operations.

Company has identified various strategic, operational, financial risks which may impact company adversely; however,

management believes that the mitigation plans for identified risks are in place and may not threaten the existence of the company. The Risk Management Policy is available on company's website at http://www.cantabilinternational.com/invstr_pdf/RiskManagementPolicy0621.pdf

POLICY ON PREVENTION OF INSIDER TRADING

Your Company has adopted a policy of Prohibition of Insider Trading with a few to regulate trading in shares of the Company by Designated Person and their immediate relatives. The said policy is available on the website of the Company at <http://www.cantabilinternational.com/>.

VIGIL MECHANISM

Details of establishment of vigil mechanism are disclosed in the corporate governance report and are also available on company's website at http://www.cantabilinternational.com/polices/VIGIL_MECHANISM_OR_WHISTLE_BLOWER_POLICY.pdf.

REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and the rules made thereunder.

POLICY AGAINST SEXUAL HARASSMENT AT WORK PLACE

The Company in its endeavor for zero tolerance towards sexual harassment at the workplace has in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 adopted the “Policy on redressal of Sexual Harassment”. An Internal Complaints Committee has been constituted under the policy which provides a forum to all female personnel to lodge complaints (if any) there with for redressal. The Committee submits an Annual Report to the Audit Committee of the Board of Directors of your Company on the complaints received and action taken by it and also Reporting to local authority.

During the year, no complaint was lodged with the Internal Complaints Committee (ICC). In order to fulfill the desired utility of the Committee and make the Policy meaningful, the Committee meets at specified intervals to take note of useful tools, mobile applications, media excerpts etc. that enhance security of female employees. The same are circulated within the organization to encourage general awareness. In its endeavor to ensure the spirit of law, during the Financial Year 2020-2021, the ICC continued to undertake interactive sessions from time to time. The interactions were primarily aimed at understanding as to how comfortable female employees are working in the organization especially from safety point of view and how forth coming would they be, in raising their voice if they are put in an undesirable situation.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1);

In line with the requirements of the Companies Act, 2013 and Equity Listing Agreement/ SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions which is available on Company's **website at www.cantabilinternational.com**. The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and/or entered in the Ordinary Course of Business and are at Arm's Length. All Related Party Transactions are subjected to independent review by a reputed accounting firm to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

RELATED PARTIES DISCLOSURES

Related party transactions are reviewed and approved by Audit committee and are also placed before the Board for necessary approval. The Company has developed a related party transactions manual, standard operating procedures for the purpose of identification and monitoring of such transactions.

The Board has approved policy for related party transactions which is available on company's website.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other related parties which may have a potential conflict with the interest of the Company at large. Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed form (Form AOC-2) are attached as **ANNEXURE-4**.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the Financial Year ended on 31st March, 2021, the company has entered into transactions which were given under section 186 of Companies Act, 2013. The particulars of investments made by the Company under section 186 as on 31st March, 2021 are furnished in **ANNEXURE-5** and form part of this Report.

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, there is no employee in the Company who falls under the criteria set out in the Section 197(12) and whose particulars forms part of this report.

However, the information required under Section 197 of the Act, read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **ANNEXURE-6**.

EXTRACT OF ANNUAL RETURN

As per the requirement of Section 92(3) of the Companies Act 2013 and rules framed thereunder, the extract of annual return for the F.Y. 2021, given in **ANNEXURE – 7** in the prescribed form **MGT - 9**, this is the part of this report. The same is available on the company website www.cantabilinternational.com.

NSE ELECTRONIC APPLICATION PROCESSING SYSTEM (NEAPS)

The NEAPS is a web based application designed by NSE for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, press releases, announcements, corporate actions etc. are filed electronically on NEAPS.

BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE "LISTING CENTRE")

The Listing Centre of BSE is a web based application designed by BSE for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, press releases etc. are also filed electronically on the Listing Centre.

SEBI COMPLAINTS REDRESS SYSTEM (SCORES)

The investor complaints are processed in a centralized web based complaints redress system. The system enables centralized database of all complaints, online uploading of action taken reports (ATRs) by the concerned companies and online viewing by investors of actions taken on their complaint and current status. Your company is also registered on **SCORES** and there was no complaint filed by any investor during the year under review.

EVENT OCCURRED AFTER BALANCE SHEET DATE

No major events have occurred after the date of balance sheet of the Company for the year ended on March 31, 2021.

HUMAN RESOURCES

FY 2020-21 has been a challenging year for businesses and people across the globe. It was a year of unprecedented times and thus called for unprecedented actions. As we were

combating the Global pandemic, the safety and health of the employees were of utmost priority while keeping the business afloat. In this new normal, the Human Resource function has demonstrated agility by ensuring new systems and processes to cater to the needs of changing times. Different SOPs related to safety and work from home challenges was formalized to ease the operations of the business and people. Staying connected with employees, leadership connects and employee motivation is the key focus areas. Technology and automation in Human Resource Management enabled the analytics-driven, every employee experiences consistency in HR practices and policies across the Company. The HR initiatives continue to focus on hiring the talent with the right attitude, develop and groom them and build the leadership pipeline. We have shifted our needle towards grooming out internal talent and were able to successfully fill few senior roles through internal talent. We are also striving to bring in more women employees at senior roles. We have also worked towards becoming a performance-driven organization. The company has well-crafted and employee-friendly HR policies, and hence it enjoys a cordial relationship with its employees. We have not experienced any major work stoppages due to labour disputes or cessation of work in the last many years. It continues to emphasize and focus on safety and security at the workplace by prescribing policies and procedures, creating awareness and imparting pieces of training to the workforce. It also has an established mechanism that fosters a positive work environment that is free from harassment of any nature. Prevention of sexual harassment initiative framework is in place to address the complaints of harassment at the workplace.

COMMUNICATION AND PUBLIC RELATIONS

Your Company has on a continuous basis endeavored to increase awareness among its stakeholders and in the market place about the Company's strategy, new developments and financial performance as per rules laid down by the Regulatory Authority like SEBI etc. Brand building of the organization is being given impetus and your Company is poised to achieve positive results out of these efforts.

INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. The policy is available on company's website at www.cantabilinternational.com.

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such

controls were tested and no reportable material weakness in the design or operation was observed.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Information in accordance with the provisions of Section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is given in **ANNEXURE-8:**

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following(s), as there were no transactions have been done w.r.t. these items:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. No Issue of Employee Stock Option has been made.
5. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from its holding company.
6. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

ACKNOWLEDGEMENT

Your Directors would like to express their grateful appreciation for the assistance and co-operation received from Banks, Government Authorities, Business Associates and shareholders during the year under review. Your Directors wish to place on record their deep sense of appreciation for the devoted services of the executives, staff and workers of the Company for its success.

**For and on behalf of the Board
Cantabil Retail India Limited**

**Sd/-
VIJAY BANSAL
(Chairman and Managing Director)**

Date: August 13, 2021

Place: New Delhi

ANNEXURE – 1

NOMINATION AND REMUNERATION POLICY

(1) PREFACE

The remuneration policy of the Board of Directors of Cantabil Retail India Limited (CRIL) is conceived and executed by the Nomination and Remuneration committee (N&RC) of the company. It has been designed to keep pace with the business environment and market linked positioning of the company. N&RC determines and recommends to the board the compensation payable to executive Directors of the company. The remuneration consists of a fixed component and a variable component linked to the long term vision, medium term goals and annual business plans.

CRIL constituted remuneration committee on September 11, 2009 to assess, review, recommend the quantum and payment of annual salary, commission along with service agreements related employment conditions of the Executive Directors. It makes due and in-depth study for comparative remuneration practices followed in the industry for appropriate recommendations. Accordingly, at the Board meeting on May 26, 2014, the remuneration Committee has been renamed as the Nomination and Remuneration Committee.

The constitution of the committee is as follows as on March 31, 2021

NAME	CATEGORY	DESIGNATION
Mrs Renu Jagdish	Independent Director	Chairman
Mr. Rajeev Sharma	Independent Director	Member
Mr. Balvinder Singh Ahluwalia	Independent Director	Member
Ms. Poonam Chahal	Head- Legal & Company Secretary	Secretary

(2) KEY DEFINITIONS AS PER THE COMPANIES ACT 2013

- “Board of Directors” or “Board”, in relation to a company, means the collective body of the Directors of the company;
- The expression “senior management” means personnel of the company who are members of its core management team other than the Board of Directors. It comprises of all the members of the management who are one level below the Executive Directors and include the Functional Heads.
- “Key managerial personnel”, in relation to a company, means-

1.	The Chief Executive Officer (CEO) or the Managing Director or the Manager or in their absence, a whole time director ;
2.	The Company Secretary;
3.	The Whole-Time Director;
4.	The Chief Financial Officer; and

- CRIL has following individuals assuming key positions in the company :

A. Board of Directors

Mr. Vijay Bansal	Chairman cum Managing Director
Mr. Deepak Bansal	Whole Time Director
Mr. Basant Goyal	Whole Time Director
Mr. Rajeev Sharma	Non-Executive - Independent Director
Mr. Balvinder Singh Ahluwalia	Non-Executive - Independent Director
Ms. Renu Jagdish	Non-Executive - Independent Director

B. Independent Directors

Pursuant to Clause 25 of SEBI (LODR) Regulations 2015, entered into with the Stock Exchange(s), an Independent Director means a Non-Executive Director who:

- Apart from receiving Director's remuneration, does not have any material pecuniary relationships or transactions with the company, its promoters, its Directors , its Senior Management, its holding company, its subsidiaries or associates which may affect independence of the Director;

- Is not related to promoters or persons occupying management positions at the Board level or at one level below the Board;
- Has not been an executive of the company in the immediately preceding 3 (three) financial years;
- Is not a partner or an executive of the statutory audit firm or the internal audit firm that is associated with the company and has not been a partner or an executive of any such firm for last 3 (three) years and the legal firms(s) and consulting firm(s) that have a material Association with the entity;
- Is not a material supplier, service provider or customer or a lesser or lessee of the company, which may affect the independence of the Director;
- Is not a substantial shareholder of the company i.e. owning 2(two) % or more of the block of voting shares; and
- Is not less than 21 (twenty one) years of age.

C. The Senior Management Team consists of

- Head Legal & Company Secretary
- Chief Financial Officer
- Head- Sales & Marketing
- Head-Operations
- Head-Sourcing
- Head-Supply Chain
- Head- Human Resources Management

D. Key Managerial Personnel

- Chairman and Managing Director
- Head Legal and Company Secretary
- Chief Financial Officer
- Whole Time Directors

(3) Key Principles of the Remuneration Policy

The guiding factors of remuneration policy for all individuals covered including Executive directors, Key managerial personnel, senior management personnel and executives is as follows :

1. Aligning key executive and board members compensation and remuneration with the longer term interests of the company and its stakeholders.
2. Minimize complexity and ensure transparency.
3. Link to Long Term Strategy as well as annual business performance of the company
4. Promotes a culture of meritocracy and is linked to key performance and business drivers.
5. Reflective of line expertise, market competitiveness so as to attract the best talent

(4) Remuneration to Executive Directors

- The proposed remuneration to Executive Directors is recommended by the (N&RC) and approved by the Board in its Board meeting, subject to subsequent approval by the shareholders at the company's annual general meeting and by such other authorities, as the case may be.
- At the Board meeting, only Non-Executive Independent Directors participate in approving the remuneration paid to the Executive Directors. The remuneration is arrived by considering various factors such as qualification, experience, business acumen ship, expertise, prevailing remuneration in the industry and the financial position of the company. The elements of the remuneration and limits are pursuant to the clause 178,197 and Schedule V of the Companies Act, 2013 and also Clause 49 of the Listing Agreement entered into with the related Stock Exchange(s).

4.1.1 Remuneration Policy Structure

The remuneration structure for the Executive Directors include following components:

4.1.2 Basic Salary

A fixed monthly base level remuneration to reflect the scale and dynamics of business

- It is reviewed annually
- An annual increase as per recommendations of the N&RC and approval of the Board of Directors

4.1.3 Commission

- Executive Directors will be eligible for commission in addition to the Basic Salary, perquisites and any other allowances, benefits and amenities.
- It shall be subject to the condition that the amount of commission shall not exceed 1% of net profit of the company in a particular financial year in the manner referred in Section 197 & 198 of Companies Act, 2013.
- The amount of Commission shall be paid subject to recommendations of the N&RC and approval of the Board of Directors.

4.1.4 Perquisites and Allowances

A basket of Perquisites and Allowances would also form a part of the remuneration structure.

4.1.5 Contribution to Provident and Other Funds

In addition to the above, the remuneration would also include:

- Contribution to Provident and Super annuation Funds
- Gratuity

4.1.6 Minimum Remuneration

In case of inadequate profits or no profit in an financial year , during the tenure of the Executive Directors, then they shall be entitled to, by way of Basic Salary, Perquisites, allowances not exceeding the ceiling limit of Rs. 3,50,000 per month, and in addition hereto, they shall also be eligible for perquisites not exceeding the limits specified under Part IV of Schedule V of the Companies Act,2013 or as such limits as prescribed by the Government from time to time as minimum remuneration, whichever is higher.

5 Remuneration payable to Non-Executive & Independent Director

The Non-Executive Directors of the company would be paid sitting fees for each meeting of the Board of the directors.

6 Remuneration to Key Managerial Personnel, Senior Management & Staff

The compensation for the Key Managerial Personnel, senior management and staff at CRIL would be guided by the qualification, experience, interpersonal skills, external competitiveness and internal parity through annual benchmarking surveys by Human resources department.

Internally, Performance ratings of all the CRIL employees would be spread across a normal distribution curve. The rating secured by an employee will be used as an input to determine variable and merit pay increases. Variable and Merit Pay increase will be calculated using a combination of individual performance and organizational performance. Grade wise differentiation in the ratio of variable and fixed pay as well as increment percentage may be made.

Compensation can also be determined based on identified skill sets critical to success of CRIL. It is determined as per management review of market trends and availability of identical resources.

6.1 Grade Structure

Employees are assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in CRIL. Individual Remuneration within the appropriate grade and is based on following:

- a) An individual's qualification, industrial experience, skill, competencies and knowledge relevant to the job; and
 b) An individual's performance and potential contribution to the Company.

Employee Group	Parameters to Focus
Senior Management	High weightage to company performance & emphasis to Long Term Incentives and Benefits derived
Middle Management	High weightage to individual performance with dynamic variable component.
Staff	Fixed Income & some social security benefits.
Workman	Fixed income. Comparable with industry peers. Focus on providing necessary and statutory benefits.

6.2 Workmen Compensation

Workmen are paid wages in accordance to the best industrial practices in vogue among peers, subject to Central and State laws in force.

For and on behalf of the Board

Date: August 13, 2021

Place: New Delhi

Sd/-
VIJAY BANSAL
(Chairman and Managing Director)

ANNEXURE – 2**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

Cantabil Retail India Limited

(CIN: L74899DL1989PLC034995)

B-16, Ground Floor Industrial Area

Lawrence Road, New Delhi- 110035

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Cantabil Retail India Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that-

- a) Maintenance of secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the Management Representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) This Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.
- g) We adhered to best professional standards and practices as could be possible while carrying out audit during the lock-down conditions due to Covid-19. The Company made due efforts to make available the relevant records and documents which were verified through online means to conduct and complete the audit in the aforesaid lock-down conditions.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(no event took place during the audit period)**;

- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [Not applicable to the Company during the audit period];
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [Not applicable to the Company during the audit period];
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [Not applicable to the Company during the audit period];
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [Not applicable to the Company during the audit period];
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [Not applicable to the Company during the audit period]; and
 - (i) The Securities and Exchange Board of India (Listing obligations and Disclosures requirements) Regulations, 2015.

We have also examined compliance with the applicable clauses of the Secretarial Standard on Meetings of the Board of Directors and on General Meetings issued by the Institute of Company Secretaries of India, with which the Company has generally complied with.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines to the extent applicable, as mentioned above.

- (vi) The Company is engaged in the business of designing, manufacturing, branding and retailing of apparel and apparel accessories through chain of retail stores. As informed by the Management, there is no sector specific law applicable to the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including woman director.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for the meetings, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

As per the minutes, the decisions at the Board meetings were taken unanimously.

We further report that there were adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the shareholders of the Company in its Annual General Meeting held on 25.09.2020 approved amendment in the Objects Clause of the Memorandum of Association of the Company by passing Special Resolution.

For Sanjay Grover & Associates
Company Secretaries
Firm Registration No.: P2001DE052900

Devesh Kumar Vasisht
Partner

M. No.:F8488

CP No.:13700

UDIN: F008488B000627876

Date: August 13, 2021

Place: New Delhi

ANNEXURE – 3

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(Pursuant to Section 135 of the Companies Act 2013)

1. Preamble

Cantabil Retail India Ltd. (CRIL), is a responsible corporate citizen. We at CRIL are committed to fulfil our responsibilities towards the society by addressing some of India's most pressing challenges relating to education, health, equality and access. Through our initiatives, Cantabil Retail India Limited aims to bring gender equality, support for creation of job opportunities & employment for women, the differently-abled and the disadvantaged sections of our society.

2. Outline of the CSR Policy

Cantabil Retail India Limited (CRIL) is dedicated towards its social responsibility and aims to contribute to society by supporting and enabling the social and economic development of local communities in India. In alignment with our vision and guiding principles, through our CSR initiatives we aim to address India's most pressing challenges related to education, health, equality and access. We are committed to enable people and technology to drive innovation, disseminate knowledge, and create shared value to improve lives. Our CSR programme areas shall be aligned with the national development priorities and the needs of the communities and will be in sync with Schedule VII of the Companies Act 2013. Our comprehensive CSR policy aims to benefit the community at large through our CSR programmes with a special focus on children, women, youth, men, the differently abled, geriatrics and rural communities.

3. Composition of the CSR Committee

The composition of the CSR Committee is as under:

S.No	Name Of Directors	Designation/Nature of Directorship	Number of Meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Vijay Bansal	Chairman/Executive Director	1	1
2	Renu Jagdish	Member/Non-Executive Independent Director	1	1
3	Basant Goyal	Member/ Executive Director	1	1

4. Provide the web-link where Composition of CSR Committee, CSR policy and CSR projects approved by the board are disclosed on the website of the Company.

CSR Policy can be viewed at the following link:

http://www.cantabilinternational.com/invstr_pdf/Corporate_social_responsibility_policy7.3.2017.pdf

5. Provide the details of impact assessment of CSR projects carried out in pursuance of sub-rule(3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable
6. Details of the amount available for set off in pursuance of sub-rule(3) of rule 7 of the Companies (Corporate Social Responsibility policy)Rules, 2014 and amount required for set off for the financial year, if any

S.No	Financial Year	Amount available for set-off from preceding financial year (in Rs.)	Amount required to be set-off year, if any(in Rs.)
1	2020-2021	Nil	Nil

7. Average net profit of the company as per Section 135(5) Rs. 158,578,805
8. (a) Two percent of average net profit of the company as per section 135(5) Rs. 3,171,576
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years Nil
- (c) Amount required to be set off for the financial year, if any Nil
- (d) Total CSR obligation for the financial year (8a+8b+8c) Rs. 3,171,576

9. (a) CSR amount spent or unspent for the financial year

Total amount spent for the financial year (in Rs.)	Amount Unspent (in Rs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
3,171,576	Nil	Nil	Nil	Nil	Nil

(b) Details of CSR amount spent against ongoing projects for the financial year: Nil

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No)	Location of the Project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs).	Amount transferred to Unspent CSR Account for the project as per Section 35(6) (in Rs).	Mode of Implementation – Direct (YES/ NO)	Mode of Implementation – Through Implementing Agency	
				State	District						Name	CSR Registration Number
–	–	–	–	–	–	–	NIL	NIL	NIL	–	–	–

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No)	Location of the Project		Amount allocated for the project (in Rs.)	Mode of Implementation – Direct (YES/ NO)	Mode of Implementation – Through Implementing Agency	
				State	District			Name	CSR Registration Number
1	Education and Welfare Society	Promoting Education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	Yes	Delhi, Haryana And Uttar Pardesh		21,00,000	No	BRM Education and Welfare Society	–
2	Bharat Lok Shiksha Parishad	Providing Education and Skill Development, Promoting Health Care and Eradicating Poverty in rural and other backward/ tribal areas	Yes	Himachal Pradesh		11,00,000	No	Bharat Lok Shiksha Parishad	CSR00000667

- (d) Amount spent in Administrative Overheads: NIL
 (e) Amount spent on Impact Assessment, if applicable: NIL
 (f) Total amount spent for the Financial Year: Rs. 3,200,000
 (g) Excess amount for set off: 28,424

S.No	Particular	Amount
1	Two percent of average net profit of the company as per section 135(5)	3,171,576
2	Total amount spent for the Financial Year	3,200,000
3	Excess amount spent for the financial year [(ii)-(i)]	28,424
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
5	Amount available for set off in succeeding financial years	28,424

10. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account Under section 135(6) (Rs In Million)	Amount spent in the reporting Financial Year (Rs In Million)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (Rs In Million)
				Name of Fund	Amount (in Rs)	Date of transfer	
—	—	NIL	NIL	—	NIL	—	NIL

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (Rs In Million)	Amount spent on the project in the reporting Financial Year (Rs in million)#	Cumulative amount spent at the end of reporting Financial Year (Rs In Million)	Status of the project - Completed/ Ongoing
—	—	—	—	—	NIL	NIL	NIL	—

11. In case of creation or acquisition of capital assets, furnish the details relating to the asset to the asset so created or acquired through CSR spent in the financial year (asset-wise details)

- (a) Date of creation or acquisition of the capital asset(s). No Capital Assets — Nil
 (b) Amount of CSR spent for creation or acquisition of Capital Asset — Nil
 (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. — Nil
 (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). — Nil

12. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5).

The Company has made 100% contribution of its CSR obligations amount equivalent of two per cent of the average net profit as per section 135(5) Average Net Profit for the last 3 years and prescribed CSR Expenditure.

For and on behalf of the Board

Date : August 13, 2021
 Place : New Delhi

Sd/-
VIJAY BANSAL
 (Chairman of CSR Committee)

ANNEXURE – 4**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

S.No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first provision to section 188
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
Not Applicable as all transactions are made at Arm's Length Basis								

2. Details of material contracts or arrangement or transactions at arm's length basis:

S.No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
1.	Mrs. Megha Bansal Relation : Wife of Mr. Deepak Bansal (Director), Daughter-in law of Mr. Vijay Bansal (Managing Director)	Salary	5 (Five) Years	Gross Pay is increased to Rs. 1,00,000 per month Designation : appointed as Deputy General Manager Finance she is also entitled to allowances & perquisites shall also be entitled to a gratuity for half month's salary for each completed year.	09/08/2019	NIL

2.	M/s Global Textiles Relation: Mr. Basant Goyal Director of the Company is Proprietor	Purchase of Fabric / Rendering Services	1 Year	M/s Global Textiles is in supplying the fabric to the Company. Company is entitled to reject the supply if it is not as per the specifications as given by the Company. 90 days credit period is given to the Company for payment after the delivery of the fabric.	07/11/2020	NIL
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For and on behalf of the Board

Date: August 13, 2020
Place: New Delhi

Sd/-
VIJAY BANSAL
(Chairman and Managing Director)

ANNEXURE – 5**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

(₹ in Lakhs)

Name of the entity	Nature of Transaction	(Amount In Lakhs)	Rate of Interest	Purpose for which the loan, guarantee and Investment are Proposed to be utilized
Nova Iron & Steel Limited	Investment in Equity	0.11	N.A	Investment in Equity
Bahadurgarh Footwear Development Services Private Limited	Investment in Equity	10.94	N.A	Investment in Equity
Aamor Inox Limited	Inter-Corporate Loan	400.00	14%	For furthering the business interest of the company

For and on behalf of the Board

Date: August 13, 2021
Place: New Delhi

Sd/-
VIJAY BANSAL
(Chairman and Managing Director)

ANNEXURE – 6

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as below:

- (a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

In Rupees			
Directors	Remuneration of Director (in Rs.)	Median Salary of Employee (in Rs.)	Ratio to Median Remuneration
Vijay Bansal	534659	15500	34.49
Deepak Bansal	534659	15500	34.49
Basant Goyal	161503	15500	10.42

- (b) The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year

In Rupees (Average Per Month Salary)					
Directors, Chief Financial Officer, Company Secretary	Designation	Remuneration (F.Y. 2020-21) (in Rs.)	Remuneration (F.Y. 2019-20) (in Rs.)	Increase in Remuneration (in Rs.)	Percentage increase in remuneration (%)
Vijay Bansal	Managing Director	534659	693300	-158641	-22.88
Deepak Bansal	Whole Time Director	534659	693300	-158641	-22.88
Basant Goyal	Additional Director	161503	201407	-39904	-19.81
Poonam Chahal	Company Secretary	110050	136973	-26923	-19.66
Shivendra Nigam	Chief Financial Officer	212831	266497	-53666	-20.14

- (c) The percentage increase in the median remuneration of employees in the financial year:

Particulars	March, 2020	March, 2019	Increase in Value Terms	Increase in % Terms
No. of Employee	1931	2225	-294	-13.21
Median of Remuneration of employee	15500	14000	1500	10.71

- (d) (a) The number of permanent employees on the rolls of Company: 1931
- (e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Particulars	F.Y. 2019-20 (in Rupees)	F.Y. 2018-19 (in Rupees)	Increase in Value Terms (in Rupees)	% Increase in Terms Remuneration
Average Salary of employee other than managerial personnel	17996	16968	1028	6.06
Average salary of managerial personnel	400879	405239	-4360	-1.08

(f) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms that remuneration is as per the remuneration policy of the Company.

- (i) The names of the top ten employees in terms of remuneration drawn and the name of every employee, who employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees rupees;

None.....

- (ii) The names of the top ten employees in terms of remuneration drawn and the name of every employee, who if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month

None.....

- (iii) The names of the top ten employees in terms of remuneration drawn and the name of every employee, who if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

None.....

For and on behalf of the Board

Sd/-

VIJAY BANSAL

(Chairman and Managing Director)

Date: August 13, 2021

Place: New Delhi

ANNEXURE – 7

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L74899DL1989PLC034995
2.	Registration Date	09/02/1989
3.	Name of the Company	CANTABIL RETAIL INDIA LIMITED
4.	Category/Sub-category of the Company	Company Limited By Shares/ Non-govt company
5.	Address of the Registered office & contact details	Address : B-16, Ground Floor, Industrial Area, Lawrence Road, Delhi - 110035 Contact Details : Tel. No. - 011-27156381/82 E-mail - poonam@cantabilinternational.com Website - www.cantabilinternational.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name : M/s Beetal Financial & Computer Services (P.) Ltd. Address : Beetal House, 3rd floor, 99, Madangir, Behind Local Shopping Centre, Near Dada HarsukhdasMandir, New Delhi-110062. Contact Details: Tel. No. - 011-29961281 E-mail ID - beetalrta@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated):

S. No.	Name and Description of main products / services	NIC Code of the Product/service	%to total turnover of the company
1	Retail sale of manufactured textile garments and clothing accessories*	14101	67%
2	Retail sale of readymade garments, hosiery goods, other articles of clothing and clothing accessories such as gloves, ties, braces etc	47711	33%

* Manufactured garments includes products through job worker

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	Name and Address of the Company	CIN/GLN	Holding/Associate	% of shares held	Applicable section
N.A.					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Shareholding Pattern Is Attached As Annexure 7A.

B) Shareholding of Promoter -

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares pledged encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares pledged encumbered to total Shares	
1	SWATI GUPTA	160	0.00	0.00	160	0.00	0.00	0.00
2	MEGHA BANSAL	213733	1.31	0.00	213733	1.31	0.00	0.00
3	VIJAY BANSAL HUF	413385	2.53	0.00	414885	2.54	0.00	0.01
4	DEEPAK BANSAL	2567436	15.72	0.00	2579000	15.79	0.00	0.07
5	SUSHILA BANSAL	2811674	17.22	0.00	2825000	17.30	0.00	0.08
6	VIJAY BANSAL	6112801	37.44	0.00	6125000	37.51	0.00	0.07

C) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reason
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1	Swati Gupta At the beginning of the year Bought during the year Sold during the year At the end of the year	160 - - 160	0.00 - - 0.00	160 - - 160	0.00 - - 0.00	No Change
2.	Megha Bansal At the beginning of the year Bought during the year Sold during the year At the end of the year	213733 - - 213733	1.31 - - 1.31	213733 - - 213733	1.31 - - 1.31	No Change
3.	Vijay Bansal - HUF At the beginning of the year Bought during the year Sold during the year At the end of the year	413385 1500 - 414885	2.53 0.01 - 2.54	413385 414885 - 414885	2.53 2.54 - 2.54	Acquisition
4.	Deepak Bansal At the beginning of the year Bought during the year Sold during the year At the end of the year	2567436 11564 - 2579000	15.72 0.07 - 15.79	2567436 2579000 - 2579000	15.72 15.79 - 15.79	Acquisition
5.	Sushila Bansal At the beginning of the year Bought during the year Sold during the year At the end of the year	2811674 13326 - 2825000	17.22 0.08 - 17.30	2811674 2825000 - 2825000	17.22 17.30 - 17.30	Acquisition
6.	Vijay Bansal At the beginning of the year Bought during the year Sold during the year At the end of the year	6112801 12199 - 6125000	37.44 0.07 - 37.51	6112801 6125000 - 6125000	37.44 37.51 - 37.51	Acquisition

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Satya Narain Goel	345540	2.1163	31-Mar-20				0
				19-Jun-20	-15000	Sell	330540	2.0244
				07-Aug-20	-38244	Sell	292296	1.7902
				23-Oct-20	-2500	Sell	289796	1.7749
				30-Oct-20	-3200	Sell	286596	1.7553
				06-Nov-20	-1800	Sell	284796	1.7443
				20-Nov-20	-5000	Sell	279796	1.7136
				At the end of year	279796	1.7136	31-Mar-21	
2	SS Corporate Securities Limited	150000	0.9187	31-Mar-20				0
				03-Apr-20	18067	Purchase	168067	1.0293
				10-Apr-20	-18067	Sell	150000	0.9187
				15-May-20	16	Purchase	150016	0.9188
				22-May-20	-16	Sell	150000	0.9187
				05-Jun-20	25000	Purchase	175000	1.0718
				12-Jun-20	12595	Purchase	187595	1.1489
				19-Jun-20	50638	Purchase	238233	1.4591
				26-Jun-20	-18024	Sell	220209	1.3487
				03-Jul-20	48425	Purchase	268634	1.6453
				10-Jul-20	-40456	Sell	228178	1.3975
				17-Jul-20	34120	Purchase	262298	1.6065
				24-Jul-20	15400	Purchase	277698	1.7008
				31-Jul-20	-21619	Sell	256079	1.5684
				07-Aug-20	11603	Purchase	267682	1.6394
				14-Aug-20	-350	Sell	267332	1.6373
				21-Aug-20	20775	Purchase	288107	1.7645
				28-Aug-20	-45516	Sell	242591	1.4858
				04-Sep-20	44638	Purchase	287229	1.7592
				11-Sep-20	4421	Purchase	291650	1.7862
				18-Sep-20	36093	Purchase	327743	2.0073
				25-Sep-20	-25743	Sell	302000	1.8496
				09-Oct-20	1000	Purchase	303000	1.8558
				16-Oct-20	130	Purchase	303130	1.8565
				23-Oct-20	-130	Sell	303000	1.8558
				06-Nov-20	3823	Purchase	306823	1.8792
				13-Nov-20	736	Purchase	307559	1.8837
				20-Nov-20	9550	Purchase	317109	1.9422
				27-Nov-20	-4646	Sell	312463	1.9137
				04-Dec-20	1500	Purchase	313963	1.9229
11-Dec-20	-11992	Sell	301971	1.8495				
01-Jan-21	-22140	Sell	279831	1.7139				
08-Jan-21	-11945	Sell	267886	1.6407				
15-Jan-21	1870	Purchase	269756	1.6521				
05-Feb-21	8600	Purchase	278356	1.7048				
12-Feb-21	-8600	Sell	269756	1.6521				
19-Feb-21	10090	Purchase	279846	1.7139				
26-Feb-21	-2090	Sell	277756	1.7011				

			0	05-Mar-21	-2706	Sell	275050	1.6846
			0	12-Mar-21	-5294	Sell	269756	1.6521
			0	19-Mar-21	34890	Purchase	304646	1.8658
			0	26-Mar-21	-34890	Sell	269756	1.6521
			0	31-Mar-21	44	Purchase	269800	1.6524
	At the end of year	269800	1.6524	31-Mar-21			269800	1.6524
3	Ravinder Kumar Jindal	233000	1.427	31-Mar-20		Nil	233000	1.427
						Movement During The Year		
	At the end of year	233000	1.427	31-Mar-21			233000	1.427
4	VLS Finance Ltd	175000	1.0718	31-Mar-20		Nil	175000	1.0718
						Movement During The Year		
	At the end of year	175000	1.0718	31-Mar-21			175000	1.0718
5	Dharam Pal Aggarwal	150000	0.9187	31-Mar-20		Nil	150000	0.9187
						Movement During The Year		
	At the end of year	150000	0.9187	31-Mar-21			150000	0.9187
6	Bhajee Portfolio Limited		0	31-Mar-20				0
			0	19-Jun-20	1000	Purchase	1000	0.0061
			0	03-Jul-20	-1000	Sell	0	0
			0	10-Jul-20	49625	Purchase	49625	0.3039
			0	17-Jul-20	375	Purchase	50000	0.3062
			0	31-Jul-20	50000	Purchase	100000	0.6125
			0	28-Aug-20	30260	Purchase	130260	0.7978
			0	04-Sep-20	-35	Sell	130225	0.7976
			0	11-Sep-20	-25	Sell	130200	0.7974
			0	18-Sep-20	-575	Sell	129625	0.7939
			0	25-Sep-20	1663	Purchase	131288	0.8041
			0	02-Oct-20	-163	Sell	131125	0.8031
			0	09-Oct-20	-1300	Sell	129825	0.7951
			0	16-Oct-20	800	Purchase	130625	0.8
			0	23-Oct-20	-523	Sell	130102	0.7968
			0	30-Oct-20	-477	Sell	129625	0.7939
			0	06-Nov-20	436	Purchase	130061	0.7966
			0	13-Nov-20	-316	Sell	129745	0.7946
			0	20-Nov-20	-120	Sell	129625	0.7939
			0	27-Nov-20	4070	Purchase	133695	0.8188
			0	04-Dec-20	-2780	Sell	130915	0.8018
			0	11-Dec-20	-790	Sell	130125	0.797
			0	18-Dec-20	357	Purchase	130482	0.7991
			0	25-Dec-20	-499	Sell	129983	0.7961
			0	01-Jan-21	1232	Purchase	131215	0.8036
			0	08-Jan-21	-1590	Sell	129625	0.7939
			0	26-Feb-21	4225	Purchase	133850	0.8198
			0	05-Mar-21	-4225	Sell	129625	0.7939
			0	19-Mar-21	400	Purchase	130025	0.7964
			0	26-Mar-21	-63	Sell	129962	0.796

			0	31-Mar-21	2791	Purchase	132753	0.8131
	At the end of year	132753	0.8131	31-Mar-21			132753	0.8131
7	Pritam Kumar Gupta	124000	0.7594	31-Mar-20				0
			0	14-Aug-20	-14206	Sell	109794	0.6724
			0	21-Aug-20	-10	Sell	109784	0.6724
	At the end of year	109784	0.6724	31-Mar-21			109784	0.6724
8	Sunil Kumar Jindal	51000	0.3124	31-Mar-20				0
			0	28-Aug-20	49010	Purchase	100010	0.6125
			0	04-Sep-20	30	Purchase	100040	0.6127
	At the end of year	100040	0.6127	31-Mar-21			100040	0.6127
9	CNB Finwiz Private Limited	93000	0.5696	04-Sep-20		Nil		
						Movement		
						During The		
						Year		
	At the end of year	93000	0.5696	31-Mar-21			93000	0.5696
10	Vijay Aggarwal	478	0.0029	09-Oct-20				0
			0	16-Oct-20	17569	Purchase	18047	0.1105
			0	23-Oct-20	11724	Purchase	29771	0.1823
			0	30-Oct-20	3824	Purchase	33595	0.2058
			0	06-Nov-20	6824	Purchase	40419	0.2476
			0	13-Nov-20	3728	Purchase	44147	0.2704
			0	20-Nov-20	4600	Purchase	48747	0.2986
			0	18-Dec-20	253	Purchase	49000	0.3001
			0	12-Feb-21	3500	Purchase	52500	0.3215
			0	19-Feb-21	5000	Purchase	57500	0.3522
			0	26-Feb-21	18401	Purchase	75901	0.4649
			0	05-Mar-21	9828	Purchase	85729	0.5251
			0	26-Mar-21	2500	Purchase	88229	0.5404
			0	31-Mar-21	4270	Purchase	92499	0.5665
	At the end of year	92499	0.5665	31-Mar-21			92499	0.5665

E) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reason
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1.	Vijay Bansal					
	At the beginning of the year	6112801	37.44	6112801	37.44	Acquisition
	Bought during the year	12199	0.07	6125000	37.51	
	Sold during the year	-	-	-	-	
	At the end of the year	6125000	37.51	6125000	37.51	
2.	Deepak Bansal					
	At the beginning of the year	2567436	15.72	2567436	15.72	Acquisition
	Bought during the year	11564	0.07	2579000	15.79	
	Sold during the year	-	-	-	-	
	At the end of the year	2579000	15.79	2579000	15.79	
3	Renu Jagdish					
	At the beginning of the year	-	-	-	-	Nil Holding
	Bought during the year	-	-	-	-	
	Sold during the year	-	-	-	-	
	At the end of the year	-	-	-	-	

4	Basant Goyal					
	At the beginning of the year	-	-	-	-	Nil Holding
	Bought during the year	-	-	-	-	
	Sold during the year	-	-	-	-	
At the end of the year	-	-	-	-		
5	Poonam Chahal					
	At the beginning of the year	6574	0.040	6574	0.040	Sale
	Bought during the year	-	-	-	-	
	Sold during the year	487	0.002	6087	0.038	
At the end of the year	6087	0.038	6087	0.038		
6	Shivendra Nigam					
	At the beginning of the year	3652	0.022	3652	0.022	No Transaction
	Sold during the year	-	-	-	-	
	Bought during the year	-	-	-	-	
At the end of the year	3652	0.022	3652	0.022		

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial year				
i) Principal Amount	3779.02	-	-	-
ii) Interest due but not paid	4.30	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3783.32	-	-	-
Change in Indebtedness during the financial year				
Addition *				
Reduction *	(2346.82)	-	-	-
Net Change	(2346.82)	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	1435.41	-	-	-
ii) Interest due but not paid	1.09	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1436.50	-	-	-

* Net amount shown

VI) REMUNERATION OF DIRECTOR AND KEY MANAGERIAL PERSONNEL
A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Vijay Bansal Managing Director	Mr. Deepak Bansal Whole Time Director	Mr. Basant Goyal Whole Time Director	
1	Gross salary	64.15	64.15	19.38	147.68
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	63.76	63.76	19.38	146.9
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.39	0.39	-	0.78
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	- others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total (A)	64.15	64.15	19.38	147.68

B. REMUNERATION TO OTHER DIRECTORS

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Name of Independent Directors			Total Amount
		Mr. Rajeev Sharma	Mr. Balvinder Singh Ahluwalia	Mrs. Renu Jagdish	
1	Independent Directors				
	Fee for attending board committee meetings	2.40	2.60	2.60	7.60
	Commission	Nil	Nil	Nil	
	Others, please specify	Nil	Nil	Nil	
	Total (1)	2.40	2.60	2.60	7.60
2	Other Non-Executive Directors	Nil	Nil	Nil	
	Fee for attending board committee meetings	Nil	Nil	Nil	
	Commission	Nil	Nil	Nil	
	Others, please specify	Nil	Nil	Nil	
	Total (2)	-	-	-	
	Total (B)=(1+2)	2.40	2.60	2.60	7.60
	Total Managerial Remuneration	2.40	2.60	2.60	7.60

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CS Mrs. Poonam Chahal	CFO Mr. Shivendra Nigam	
1	Gross salary	13.20	25.53	38.73
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13.20	25.53	38.73
	(b) Value of perquisites u/s 17(2) Income - tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total	13.20	25.53	38.73

VII) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

(₹ in Lakhs)

Sl. No.	Type	Section of the Companies Act	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A.	COMPANY				
	Penalty	N.A.	N.A.	N.A.	N.A.
	Punishment	N.A.	N.A.	N.A.	N.A.
	Compounding	N.A.	N.A.	N.A.	N.A.
B.	DIRECTORS				
	Penalty	N.A.	N.A.	N.A.	N.A.
	Punishment	N.A.	N.A.	N.A.	N.A.
	Compounding	N.A.	N.A.	N.A.	N.A.
C.	OTHER OFFICERS IN DEFAULT				
	Penalty	N.A.	N.A.	N.A.	N.A.
	Punishment	N.A.	N.A.	N.A.	N.A.
	Compounding	N.A.	N.A.	N.A.	N.A.

For and on behalf of the Board

Sd/-

VIJAY BANSAL

(Chairman and Managing Director)

Date: August 13, 2021

Place: New Delhi

ANNEXURE – 7A

SHAREHOLDING PATTERN

1	Name of Listed Entity:	CANTABIL RETAIL INDIA LIMITED	
2	Scrip Code/Name of Scrip/Class of Security	Equity	
3	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)	Reg.31(1)(c)	
	a. If under 31(1)(b) then indicate the report for Quarter ending	31st March, 2021	
	b. If under 31(1)(c) then indicate date of allotment/extinguishment		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	Particulars	Yes*	No*
	1 Whether the Listed Entity has issued any partly paid up shares?		No
	2 Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
	3 Whether the Listed Entity has any shares against which depository receipts are issued?		No
	4 Whether the Listed Entity has any shares in locked-in?		No
	5 Whether any shares held by promoters are pledge or otherwise encumbered?		No

**CANTABIL RETAIL INDIA
LIMITEDSHAREHOLDING PATTERN**

AS ON 31st March, 2021 Table - I Summary Statement holding of specified securities

Cate- gory (I)	Category of Shareholder (II)	No of Share- holders (III)	No. of fully paid Equity Share Held (IV)	No. of Partly Paid Equity Shares Held (V)	No. of shares underlying Depository Receipts (VI)	Total Nos. Shares Held (VII) = IV+V+VI	Shareholding as a % of total no of Shares (calculated as per SCRR 1957)(VIII) as a % of (A+B+C2)	No of Voting Rights held in each class of securities (IX)			No of shares underlying convertible securities (including warrants) (X)	Shareholding as a % assuming full conversions of convertible securities (as a % of diluted equity capital) (XI)=VII+X as a % of (A+B+C2)	No. of Locked in Shares (XII)		No of Shares pledged or otherwise encumbered (XIII)		No of Equity Shares Held in Demater- IALIZED form (XIV)
								Class X	Class Y	Total			Total as a % of (A+B+C)	No. (a)	As a % of total shares held (b)	No. (a)	
(A)	Promoter & Promoter Group	6	12157778	0	0	12157778	74.4615	12157778	0	12157778	0	74.4615	0	0.0000	0	0.0000	12157778
(B)	Public	4757	4169830	0	0	4169830	25.5385	4169830	0	25.5385	0	25.5385	657671	15.7721	0	0.0000	4169515
(C)	Non Promoter - Non Public	0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(C-1)	Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(C-2)	Share Held By Employees Trusts	0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	Total	0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	Total A+B+C1+C2	4763	16327608	0	0	16327608	100.0000	16327608	0	16327608	0	100.0000	657671	4.0280	0	0.0000	16327293

CANTABIL RETAIL INDIA
SHAREHOLDING PATTERN AS ON 31st March, 2021
Table - II Statement showing shareholding pattern of the Promoter and Promer Group

Cate- gory (I)	Category & Name of the Shareholder (I)	PAN (II)	No of Share- holders (III)	No. of fully paid Equity Share Held (IV)	No. of Partly Paid Equity Shares Held (V)	No. of shares underlying Depository Receipts (VI)	Total Nos. Shares Held (VII) = IV+V+VI	Share- holding as a % of total no of Shares (calculated as per SCRR 1957) (VIII) as a % of (A+B+C2)	No of Voting Rights held in each class of securities (IX)		No of shares underlying outstanding convertible securities (including warrants) (X)	Shareholding as a % assuming full conversions of convertible securities (as a % of diluted equity capital) (XI)=VI+X as a % of (A+B+C2)	No. of Locked in Shares (XII)		No of Shares pledged or otherwise encumbered (XIII)	No of Equity Shares Held in Demater- IALIZED form (XIV)
									Class X	Class Y			Total	Total as a % of (A+B+C)		
(1)	Indian															
(a)	Individual		5	11742893	0	0	11742893	71.9205	11742893	0	0	71.9205	0	0.0000	0	11742893
	Deepak Bansal	AFXPB6400M		2579000	0	0	2579000	15.7953	2579000	0	0	15.7953	0	0.0000	0	2579000
	Megha Bansal	AHWPG5081E		213733	0	0	213733	1.3090	213733	0	0	1.3090	0	0.0000	0	213733
	Sushila Bansal	AAIPB4917D		2825000	0	0	2825000	17.3020	2825000	0	0	17.3020	0	0.0000	0	2825000
	Swati Gupta	AGQPG2143G		160	0	0	160	0.0010	160	0	0	0.0010	0	0.0000	0	160
	Vijay Bansal	AHJPB3075C		6125000	0	0	6125000	37.5131	6125000	0	0	37.5131	0	0.0000	0	6125000
(b)	Huf		1	414885	0	0	414885	2.5410	414885	0	0	2.5410	0	0.0000	0	414885
	Vijay Bansal Huf	AADHV2111G		414885	0	0	414885	2.5410	414885	0	0	2.5410	0	0.0000	0	414885
(c)	Central Govt / state Govt/ President of India		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0
(d)	Financial Inst/banks		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0
(e)	Any other Other - Body Corporate		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0
	Sub - Total		6	12157778	0	0	12157778	74.4615	12157778	0	0	74.4615	0	0.0000	0	12157778
(2)	Foreign															
(a)	Individual(NRI/ Foreign Individual)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0
(b)	Government		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0
(c)	Institutions		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0
(e)	Any Other Sub - Total		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0
	Total Shareholding of Promoter and Promoter Group		6	12157778	0	0	12157778	74.4615	12157778	0	0	74.4615	0	0.0000	0	12157778

CANTABIL RETAIL INDIA
SHAREHOLDING PATTERN AS ON 31st March, 2021

Table - III Statement showing shareholding pattern of the Public shareholding

Category (I)	Category & Name of the Shareholder (I)	PAN (II)	No of Share-holders (III)	No. of fully paid Equity Share Held (IV)	No. of Partly Paid Equity Shares Held (V)	No. of shares underlying Depository Receipts (VI)	Total Nos. Shares Held (VII) = IV+V+VI	Share-holding as a % of total no of Shares (calculated as per SCRR 1957) (VIII) as a % of (A+B+C2)	No of Voting Rights held in each class of securities (IX)				No of shares underlying convertible securities (including warrants) (X)	Shareholding as a % assuming full conversions of convertible securities (as a % of diluted equity capital) (XI)=VII+X as a % of (A+B+C2)	No. of Locked in Shares (XII)		No of Shares pledged or otherwise encumbered (XIII)		No of Equity Shares Held in Dematerialized form (XIV)	
									Class X	Class Y	Total	Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(1)	Institutions																			
(a)	Mutual Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(b)	Venture Capital Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(c)	Alternate Investment Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(e)	Foreign Portfolio Investors		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(f)	Financial Inst/banks		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(g)	Insurance Companies		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(h)	Provident Funds/ Pension Fund		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(i)	Any other Sub-total (B)(1)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(2)	Central Govt/ state Govt/ President Of India		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
	Sub-total (B)(2)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(3)	Non-institutions																			
	(a) (i) Individual-Holding Nom. Val. upto Rs.2 lakhs		4421	726086	0	0	726086	4.4470	726086	0	726086	4.4470	0	4.4470	0	0.0000	43887	6.0443	725771	
	(ii) Individual-Holding Nom. Val. greater than Rs.2 lakhs		40	2414853	0	0	2414853	14.7900	2414853	0	2414853	14.7900	0	14.7900	0	0.0000	357381	14.7993	2414853	
	Ravinder Kumar Jindal	ABIPJ3825D		233000	0	0	233000	1.4270	233000	0	233000	1.4270	0	1.4270	0	0.0000	0	0.0000	233000	
	Satya Narain Goel	AAFPG0674D		279796	0	0	279796	1.7136	279796	0	279796	1.7136	0	1.7136	0	0.0000	0	0.0000	279796	
(b)	Nbfc Registered With Rbi		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(c)	Employees Trust		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(d)	Overseas Depository Holding DRs		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(e)	Any Other Other - Body Corp		40	744933	0	0	744933	4.5624	744933	0	744933	4.5624	0	4.5624	0	0.0000	207645	27.8743	744933	
	Ss Corporate Securities Limited	AABCS3726M		269800	0	0	269800	1.6524	269800	0	269800	1.6524	0	1.6524	0	0.0000	24000	8.8955	269800	
	Vis Finance Ltd	AAACV4183G		175000	0	0	175000	1.0718	175000	0	175000	1.0718	0	1.0718	0	0.0000	0	0.0000	175000	
	Other - Clearing Member		34	26433	0	0	26433	0.1619	26433	0	26433	0.1619	0	0.1619	0	0.0000	0	0.0000	26433	
	Other - N R I - NON - REPATARIABLE		20	1425	0	0	1425	0.0087	1425	0	1425	0.0087	0	0.0087	0	0.0000	0	0.0000	1425	
	Other - N R I - REPATARIABLE		34	8912	0	0	8912	0.0546	8912	0	8912	0.0546	0	0.0546	0	0.0000	0	0.0000	8912	
	Other - Individual HUF		168	247188	0	0	247188	1.5139	247188	0	247188	1.5139	0	1.5139	0	0	48758	19.7251	247188	
	Sub-total (B)(3)		4757	4169830	0	0	4169830	25.5385	4169830	0	4169830	25.5385	0	25.5385	0	0	657671	15.7721	4169515	
	Total Public Shareholding		4757	4169830	0	0	4169830	25.5385	4169830	0	4169830	25.5385	0	25.5385	0	0	657671	15.7721	4169515	

CANTABIL RETAIL INDIA
SHAREHOLDING PATTERN AS ON 31st March, 2021
Table - IV Statement showing shareholding pattern of the Non Promter - Non Public shareholder

Cate- gory (I)	Category & Name of the Shareholder (I)	PAN (II)	No of Share- holders (III)	No. of fully paid Equity Share Held (IV)	No. of Partly Paid Equity Shares Held (V)	No. of shares underlying Depository Receipts (VI)	Total Nos. Shares Held (VII) = IV+V+VI	Share- holding as a % of total no of Shares (calculated as per SCRR (VIII) 1957) as a % of (A+B+C2)	No of Voting Rights held in each class of securities (X)			No of shares underlying convertible securities (including warrants) (X)	Shareholding as a % assuming full conversions of convertible securities (as a % of diluted equity capital) (XI) = VII+X as a % of (A+B+C2)	No. of Locked in Shares (XII)		No of Shares pledged or otherwise encumbered (XIII)	No of Equity Shares Held in Demater- IALIZED form (XIV)	
									Class X	Class Y	Total			Total as a % of (A+B+C)	No. (a)			As a % of total shares held (b)
(1)	Custodian/DR Holder																	
(a)	Names																	
(2)	Employees Benefit Trust (under SEBI Based employees benefit) Regulation 2014																	
(a)	Names																	
	Total Non- Promoter Non Public shareholding C = C1+C2		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

CANTABIL RETAIL INDIA
SHAREHOLDING PATTERN AS ON 31st March, 2021
Table V- Statement showing details of significant beneficial owners

Sr. No.	Details of the significant beneficial owner (i)		Details of the registered owner (ID)		Particulars of the shares in which significant beneficial interest is held by the beneficial owner (in)		Date of creation / acquisition of significant beneficial interest (IV)	
	Name	PAN	Nationality	Name	PAN	Nationality		

ANNEXURE – 8

Information in accordance with the provisions of Section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo :

A. CONSERVATION OF ENERGY

The Company in line with its philosophy of energy conservation continues with the use of high yield low energy consuming LED light fittings in its shop floors, translucent roofing panels in the factory resulting in nearly negating the requirement of artificial lighting during the day time and maintains low electricity consumption. The operations of your Company are not energy intensive. However, wherever possible your company strives to curtail the consumption of energy on a continued basis by using energy-efficient equipment. As energy costs comprise a very small part of your Company's total expenses, the financial implications of these measures are not material. Details of the same are as under:

(a) Conservation of energy -

- (i) the steps taken or impact on conservation of energy :
- (ii) the steps taken by the company for utilising alternate sources of energy: None
- (iii) the capital investment on energy conservation equipments: NIL

B. TECHNOLOGY ABSORPTION AND INNOVATION

- (i) Efforts in brief made towards technology absorption:
The Company continues to use the latest technologies for improving productivity and quality of its products
- (ii) Benefits derived like product improvement, cost reduction, product development or import substitution. NIL
- (iii) In case of imported technology (imported during the last three financial year reckoned from the beginning of the financial year)
 - (a) Technology Imported: NIL
 - (b) Year of Import: NIL
 - (c) Whether the technology has fully been absorbed: NIL
 - (d) If not fully absorbed, areas where absorption has not taken place, and the reason thereof: NIL
- (iv) Expenditure incurred on Research and Development: NIL

C. FOREIGN EXCHANGE EARNINGS AND OUTGO :

Foreign Exchange Earning and outgo:

(₹ in Lakhs)

a)	Imports on CIF basis	
	1. Import of Machinery	—
	2. Import of Spare Parts	1263695.12
	3. Import of Finished Goods	—
b)	Expenditure in Foreign Currency	
	1. Fee for Software License for access to Fashion Website	—
	2. Directors Foreign Tour & Travelling	—
c)	Earning in Foreign Currency	—

For and on behalf of the Board

Sd/-

VIJAY BANSAL

(Chairman and Managing Director)

Date: August 13, 2021

Place: New Delhi

ANNEXURE – 9**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

CANTABIL RETAIL INDIA LIMITED

B-16, GROUND FLOOR INDUSTRIAL AREA,

LAWRENCE ROAD, NORTH DELHI-110035

1. That Cantabil Retail India Limited (the Company) is having its registered office at B-16, Ground Floor Industrial Area, Lawrence Road Delhi -110035 (hereinafter referred as “the Company”) and its equity shares are listed on BSE Limited and National Stock Exchange of India Limited.
2. I have examined the relevant disclosures received from the directors as well as the registers, records, forms, and returns maintained by the Company and produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. In my opinion and to the best of my information and according to the verifications and examination of the disclosures under section 184, 189, 170, 164, 149 of the Companies Act, 2013 (the Act) and DIN status at the portal, www.mca.gov.in, as considered necessary and explanations furnished to us by the Company and its officers, I certify that none of the below named Directors on the Board of the Company as on March 31, 2021 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority:

Sr. No.	Name of Director	Director Identification Number (DIN)	Date of Appointment in Company
1.	Mr. Vijay Bansal	01110877	09/02/1989
2.	Mr. Deepak Bansal	01111104	01/10/2006
3.	Ms. Renu Jagdish	06971367	30/09/2014
4.	Mr. Basant Goyal	07659491	01/12/2016
5.	Mr. Balvinder Singh Ahluwalia	08522327	09/08/2019
6.	Mr. Rajeev Sharma	08528048	09/08/2019

4. Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on the eligibility of directors based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
5. This certificate is based on the information and records available up to this date and I have no responsibility to update this certificate for the events and circumstances occurring after the date of the certificate.

Devesh Kumar Vasisht

CP No.:13700

FCS No. F8488

UDIN.: F008488B000624391

Date: August 13, 2021

Place: New Delhi

ANNEXURE – 10

CANTABIL RETAIL INDIA LIMITED

DIVIDEND DISTRIBUTION POLICY

The Dividend Distribution Policy of Cantabil Retail India Limited (“the Company”) endeavors to maintain a consistent approach towards dividend payment to its shareholders and regulate the process of dividend declaration and its payout by the Company in accordance with the applicable Sections of the Companies Act, 2013, the rules made there under, and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and any other law as applicable for the time being in force.

As per Regulation 43 A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015 top 1000 listed entities based on market capitalization shall mandatory to have a dividend distribution policy.

Legal Framework

The Companies Act, 2013 lays down certain provisions for declaration of dividend (both interim and final), which are as follows:

- a. Section 51 permits companies to pay dividends pro-rata, in proportion to the amount paid-up on each share when all shares are not uniformly paid up.
- b. No dividend shall be declared or paid by the Company for any financial year except out of the profits of the Company for that year arrived at after providing for depreciation in accordance with Section 123 (2) of the Act or out of profits of the Company for any previous financial year/years arrived at after providing for depreciation in accordance with the provisions of above sub-Section and remaining undistributed or out of both or out of moneys provided for by the Central Government or State Government for payment of dividend in pursuance of a guarantee given by the concerned Government [Section 123(1)].
- c. Section 123(6) prohibits a company violating provisions as regards acceptance or repayment of deposits from declaring dividend on its equity shares, as long as such failure continues.
- d. No dividend shall be declared or paid by a company out of its reserves other than free reserves.
- e. In accordance with Section 134(3)(k), Board of directors must state in the Directors' Report the amount of dividend, if any, which it recommends to be paid to the shareholders.

The following are some major conditions of the Companies (Declaration and Payment of Dividend) Rules, 2014 (Rule 3) regarding declaration of dividend out of surplus in the absence of adequacy or absence of profits

in any year:

- a. The rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the three years immediately preceding that year.
- b. The total amount to be drawn from such accumulated profits shall not exceed 1/10th of the sum of its paid-up share capital and free reserves.
- c. The amount so drawn shall first be utilised to set off the losses incurred in the financial year in which dividend is declared before any dividend in respect of equity shares is declared.
- d. The balance of reserves after such withdrawal shall not fall below 15% of its paid up share capital as appearing in the latest audited financial statement.

Interim and Final Dividend

The Board may declare one or more Interim Dividends during the year. Additionally, the Board may recommend Final Dividend for the approval of the shareholders at the Annual General Meeting. The date of the Board meeting in which the Dividend proposal will be considered, will be intimated to the stock exchanges, as required by SEBI Regulations.

Dividend Payout

In every financial year, the Board aim to distribute to its equity shareholders minimum 10% -20 % (including taxes, cess, and levies, if any relating to the dividend) of attributable Profit after Tax (before exceptional items) of the company.

Dividend Distribution

Board may at its discretion pay final dividend or interim dividend or special dividends on any special occasion or may pay both interim and final dividend in the proportion as it may deem fit to the Board, in the best interest of the Company and its shareholders. While deliberating on the recommendation of dividend, the Board will seek to balance the benefit made available to the shareholders of the Company with the comparative advantages of retaining profits in the Company which would lead to greater value creation for all stakeholders. The circumstances under which the shareholder may or may not expect dividend The Company endeavors to continue payment of both interim and final dividends to its shareholders based on the financial and certain other criteria as mentioned herein below in the Policy. The Company may however choose not to declare / distribute dividend in future anytime, its

discretion of the board and the company to determine the decision to declare or not to declare the dividend.

- a) Absence or inadequacy of profits during any particular year;
- b) Buyback of equity shares; and
- c) To meet one or more criteria mentioned under the heading "Internal / External factors considered for declaration of dividend".

The financial parameters to be considered while declaring dividend

The financial parameters that may be considered while payment of dividend, including interim dividend are:

- a) revenues and net profits earned during the financial year/ part of the financial year;
- b) possible current and future cash flow requirements;
- c) liquidity needs including working capital requirements;
- d) any changes in accounting policy / guidelines that may have an adverse impact on the future profitability of the Company;
- e) tax implications if any, on distribution of dividends
- f) amount the Company wishes to transfer to General Reserves before declaration of dividend; and
- g) in case of interim dividend, the dividend track record of the Company for the previous financial years, future financial commitment of the Company including expansion plans, if any.

Internal and External factors considered for declaration of dividend

The major Internal factors to be considered before proposing dividend, interim or final includes the following:

- a) Amount of profit earned during the financial year or the performance of the Company during part of the financial year while considering the payment of final/interim dividend;
- b) Requirement of ploughing back of profits including the plans for capital expenditure towards new projects, capacity expansion at the existing facilities, technological upgradation, renovation/modernisation of factories and establishments and allied infrastructure of the Company and major repairs and maintenance programme and expenditure on research and development;
- c) Cost of acquisition/ Proposed acquisition of technology from reputed organizations in India ;
- d) Impact of crystallization of contingent liabilities, if any, and requirement of setting aside funds for future contingencies and unforeseen events;
- e) Likely change in business plan / model that might have an adverse impact on the profitability for a particular year;

- f) Strategic priorities and goal-setting including further planning and resource mobilization in order to attain the Objectives of the Company and leverage internal and external resources in the best possible manner for future business growth and value creation for the shareholders;
- g) Acquisition of brands/ businesses for future growth of the Company including market expansion and product expansion plans; and
- h) Any other factors having an impact on the future profitability of the Company as it may deem fit to the Board of Directors.

In addition to the above the following External Factors may also be taken into consideration while declaration of dividend, namely:

- a) Uncertain or recessionary economic and business conditions (both domestic and global);
- b) Introduction / change in any laws, policies, guidelines that is likely to have a substantial adverse impact on the company;
- c) The restrictions imposed by Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and any other law as applicable for the time being in force with regard to declaration of dividend; and
- d) Any force majeure condition.

Policy as to how retained earnings shall be utilised

The amount of retained earnings shall be invested by the Company for future plans of expansion, technological upgradation, renovation/modernization of factories and establishments of the Company, repairs/maintenance programme or repayment of debts, if any, meeting increased working capital requirements in line with growth and market requirements. A separate policy may be formulated by the Company as and when considered appropriate by the Board of Directors of the Company. Parameter that shall be adopted with regard to various classes of shares The Company does not have various classes of shares excepting Equity Shares having uniform voting rights. In case the Company decides to issue in future shares with differential rights as to dividend necessary amendments to this policy would be carried out by the Board of Directors.

Amendment

In case of any amendment in the provisions of law, applicable Rules and Regulations the same shall automatically apply to the Company and the policy shall stand amended to that extent.

The Board is authorised to change/amend this policy from time to time at its sole discretion to be reported in the Annual Report of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

FORWARD LOOKING STATEMENT

Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events.

The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise forward looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government regulations, tax laws, economic developments within the country and such other factors globally.

The financial statements are prepared under historical cost convention, on accrual basis of accounting, and in accordance with the provisions of the Companies Act, 1956 (the Act) and comply with the IND AS Guidelines. The management of Cantabil Retail India has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements, reflect in a true and fair manner, the state of affairs and profit for the year.

The following discussions on our financial condition and result of operations should be read together with our audited financial statements and the notes to these statements included in the annual report. Unless otherwise specified or the context otherwise requires, all references herein to "we", "us", "our", "the Company", "Cantabil" are to Cantabil Retail India.

ECONOMIC OVERVIEW

Global Economy

The world has changed dramatically since last year. The COVID-19 pandemic and subsequent lockdown that the world has seen, put pressure on all economies. While every national recovery will hinge on country characteristics, the success or failure of major economies and economic blocs will profoundly influence the outlook for smaller economies and developing countries. Recent progress in the vaccination rollout in the United States and other advanced economies has raised expectations for the global economic recovery. According to the Spring 2021 edition of the IMF's World Economic Outlook, the global economy is projected to expand at a rate of 6 percent in 2021, up from the 5.5 percent growth rate projected in January, due to the faster-than-expected recovery of

advanced economies. Bolstered by unprecedented fiscal and monetary stimulus, the United States, China, and Western Europe are poised for a swift rebound: annual GDP growth in the United States, China, and Western Europe are projected to reach 6.4, 8.4 and 4.5 percent, respectively, in 2021.

Differences in vaccination rates are driving the divergence in growth projections, as the easing of pandemic-related restrictions and the resumption of mobility, production, trade, and travel all hinge on widespread vaccination. While good progress has been achieved overall, vast disparities in vaccination coverage align closely with national income levels. The slow progress of vaccination efforts in developing countries threatens to hinder their recovery while also exacerbating the global risk of virus mutation. Several countries that are currently facing renewed waves of contagion and/or new viral strains have been forced to reimpose restrictions and delay the return of normal economic activity.

Global Industry

Retail relates to the sale of goods and services to consumers. Transactions take place through various channels of distribution across an ever-growing range of industries, such as food, motor vehicles, apparel, and electronics. While physical or in-store retail is the dominant channel in this market, forms of non-store retailing are becoming increasingly popular too. Online retailing or e-commerce channels are carving out a share of the retail sector in many global markets. Many retailers operate an omni channel model, which aims to integrate offline and online channels in a seamless way. In 2019, the global retail market generated sales of nearly 25 trillion U.S. dollars, with a forecast to reach close to 27 trillion U.S. dollars by 2022.

The United States, China, India, and Germany are amongst the world's top retail markets. As of 2019, the United States was the largest retail market in the world, with sales of over five trillion U.S. dollars. Although physical stores accounted for most sales, the e-commerce channel is becoming more relevant every day, representing a bigger percentage of the retail sales year-over-year. Moreover, China, which has been closely following United States' footsteps, surpassed the North American country for the first time in history to be the world's largest retail market in 2020. Though this trend is forecast to be reversed in 2021, China's fast post-pandemic recovery allowed the nation to claim the number one position in the former year. Further, India's retail market was estimated to reach 1.2 trillion U.S. dollars in 2021. The country's retail industry accounts for about 10 percent of the GDP and is dominated by the unorganized sector. Lastly, looking into Europe, a market that is estimated to generate around 3.45 trillion euros in 2021, Germany is the major player. According to

Statista estimates, by 2019 the country generated retail revenues of over 670 billion euros and is forecast to grow 0.96 percent until 2024.

The retail market is mature and highly competitive in the developed economies of Europe and North America. On the other hand, the developing economies of Asia-Pacific, the Middle East, and Latin America have been instrumental in driving the market growth. Countries, such as Singapore, Malaysia, and Thailand, are popular shopping destinations in the Asia-Pacific region, with visitors contributing substantially to the retail sectors in the respective markets. Tourists are augmenting the demand for products related to fashion, apparel, and electronics.

Consumer spending, which typically accounts for more than two-thirds of the GDP, has been a key indicator of the health of the retail market. Moreover, the increasing strength of online shopping has been a major driver (especially, during the CoVID crisis). Apart from this, the growing smartphone penetration across countries is driving the e-commerce channel. Also, IoT, Augmented Reality, and other disruptive technologies are reshaping the retail industry. However, price variation between online and brick & mortar stores can challenge the retail market growth.

Source: <https://www.statista.com/topics/5922/retail-market-worldwide/>
<https://www.mordorintelligence.com/industry-reports/retail-industry>

Indian Economy

As per the official data released by the ministry of statistics and program implementation, the Indian economy contracted by 7.3% in FY 2020-21, on the back of fantastic fourth quarter which witnessed a growth of the April-June quarter of this fiscal year. Though, this is the worst decline ever observed since the ministry had started compiling GDP stats quarterly in 1996, still it is marginally better than estimated 8% contraction. The RBI in its June Monetary Policy has predicted a GDP growth of 9.5% for FY 2021-22.

In 2020, an estimated 10 million migrant workers returned to their native places after the imposition of the lockdown. The second wave of Covid-19 has brutally exposed and worsened existing vulnerabilities in the Indian economy. India's \$2.9 trillion economy remains shuttered during the lockdown period, except for some essential services and activities. As shops, eateries, factories, transport services, business establishments were shuttered, the lockdown had a devastating impact on slowing down the economy. The informal sectors of the economy have been worst hit by the global epidemic.

But Indian economy is recovering fast. The pace of vaccination in India is going on full steam and a very fast pace. As on 16th August, 2021 the total vaccine doses administered are more than 54.60 crore. The Government has set itself a target of making available over 200 crore doses by December 2021. This is one of the biggest vaccination drive taken by any nation in history. According to Moody's India's GDP, which shrank from \$2.87 trillion in 2019-20 to \$2.66 trillion in 2020-21, is estimated to reach around \$4 trillion in 2024-25.

Indian Industry

The domestic textiles and apparel industry contributes 2% of India's GDP, 7% of industry output in value terms and 12% of the country's export earnings. The textiles and apparel industry in India is the second largest employer in the country providing direct employment to 45 million people and 60 million people in allied industries. The share of India's textile and apparel exports in mercantile exports is 11% for the year 2019-20. India has also become the second largest manufacturer of PPE in the world. More than 600 companies in India are certified to produce PPEs today, whose global market worth is expected to be over \$92.5 bn by 2025, up from \$52.7 bn in 2019.

- FDI in the textile and apparel industry has reached upto \$3.45 bn during 2020
- Exports in the textile and apparel industry are expected to reach \$300 bn by 2024-25 resulting in a tripling of Indian market share from 5% to 15%
- To double the industry size to \$300 bn 2025-26, 7 mega textile parks have been planned
- Indian technical textiles market is expected to grow at a rapid 7.6% in the Asia Pacific region to reach \$23.3 bn in 2027, up from \$14 bn in 2020
- The domestic technical textile market for synthetic polymer was valued at \$7.1 bn in 2020 and is projected to reach \$11.6 bn by 2027, growing at a CAGR of 7.2%, while technical textile market for woven is expected to grow at a CAGR of 7.4% to \$15.7 bn by 2027, up from \$9.5 bn in 2020.

Purchasing power of Indian urban consumer is growing and branded merchandise in categories like Apparels, Cosmetics, Shoes, Watches, Beverages, Food and even Jewellery, are slowly becoming lifestyle products that are widely accepted by the urban Indian consumer. Indian retailers need to take advantage of this growth and aim to grow, diversify and introduce new formats to pay more attention to the brand building process. The emphasis here is on retail as a brand rather than retailers selling brands. The focus should be on branding the retail business itself. In their preparation to face fierce competitive pressure, Indian retailers must come to recognize the value of building their own stores as brands to

reinforce their marketing positioning, to communicate quality as well as value for money. Sustainable competitive advantage will be dependent on translating core values combining products, image and reputation into a coherent retail brand strategy.

Source: <https://www.fibre2fashion.com/industry-article/2203/indian-retail-industry-its-growth-challenges-and-opportunities>
<https://www.investindia.gov.in/sector/textiles-apparel>

About Cantabil Retail India

Established in 1989, Cantabil Retail India Ltd. is in the business of designing, manufacturing, branding and retailing of apparels and accessories. The Company started its garment manufacturing and retailing business in the year 2000 and opened the first Cantabil store in September 2000 in New Delhi.

Over the years, Company has established 1,50,000 sq. ft. state of art manufacturing facility in Bahadurgarh, Haryana with a capacity to produce 10.00 Lakh garment pcs. /p.a that makes Casual trousers, Formal trousers, Suits & jackets and Shirts. Along with this, the Company also has two dedicated production units and two warehouses to ensure seamless & timely Logistics of quality products.

The Company sells its products under one single brands-Cantabil, offering Men's, Women, Children and Accessories. The Company has consolidated its sub-brands and shall sell its products under the brand 'Cantabil'. It sells its products through 336 Exclusive Brand Outlets (EBOs) in 18 states which are either Company owned / lease and Franchisee managed, or Franchisee owned, and Franchisee managed. The Company believes in building strong client relationships by effectively delivering good quality products and acknowledging the changing customer demands.

FINANCIAL OVERVIEW

The performance of the Company for the financial year ended March 31st, 2021, is as follows:

Performance Highlights with IND-AS 116 for the full year ended March 31st, 2021:

Revenue from operations was at Rs. 251.64 crore in FY21 as against Rs. 338.04 crore in FY20 YoY decline of 25.56% mainly driven by nationwide lockdown in Q1 FY21 and conditions imposed on working of store days and hours in Q2 FY21

EBITDA (excluding other income) stood at Rs. 59.36 crore
 EBITDA Margin was 23.59%

Profit After Tax was at Rs. 9.66 crore

PAT Margin was 3.84%

Basic EPS stood at Rs.5.92

Performance Highlights W/O IND-AS 116 for the full year ended March 31st, 2021:

EBITDA (excluding other income) stood at Rs. 35.16 crore in FY21 as against Rs 46.25crore in the FY20 YoY decline of 23.98% mainly due to drop in revenue

EBITDA Margin was 13.97% in FY21 as against 13.68% in FY20, a jump of 29 bps

Profit After Tax was at Rs. 17.86 crore in FY21 as against Rs. 22.88 crore in FY20 YoY decline of 21.92%

PAT Margin was 7.10% in FY21 as against 6.77% in FY20, a jump of 33 bps

EPS stood at Rs. 10.94 in FY21

RESOURCES AND LIQUIDITY

As on March 31, 2021, the net worth stood at Rs. 124.04 crore and the debt was at Rs. 14.37 crore

The cash and cash equivalents at the end of March 31, 2021 were Rs. 8.26 crore

The net debt to equity ratio of the Company stood at 0.05 as on March 31, 2021

Over the years we have seen steady growth in the number of stores and consequently our retail business area.

Financial Year	No. of Stores
FY 2020-21	320
FY 2019-20	302
FY 2018-19	241
FY 2017-18	184
FY 2016-17	168

Segment wise Business Performance

The Company is operating in three broad segments i.e., Men's wear, Women's Wear and Kids Wear. The Company is into manufacturing of shirts, denims, trousers, business and party wear suits, t-shirts, woollen jackets, pullovers, shorts, jeggings, kurtis and accessories for men and women.

Revenue share of four broad segments are stated below:

Name and Description of main products / services	% to total turnover of the Company
Men's Wear	86%
Women's Wear	9%
Kids Wear	2%
Accessories	3%

RISKS AND CONCERNS

Like every business, the company faces risks, both internal and external, in the undertaking of its day-to-day operations and in pursuit of its longer-term objectives. Risk analysis is a continuous task and dedicated risk workshops are conducted for each business vertical and key support functions wherein risks are identified, assessed, analyzed and accepted / mitigated to an acceptable level within the risk appetite of the organization.

The Company analyzed the following Risks and Concerns:

Credit Risk

To manage its credit exposure, Cantabil has determined a credit policy with credit limit requests and approval procedures. Company does its own research of client's financial health and project prospects before bidding for a project. Timely and rigorous process is followed up with clients for payments as per schedule. The company has suitably streamlined the process to develop a focused and aggressive receivables management system to ensure timely collections.

Interest Rate Risk

The Company has judiciously managed the debt-equity ratio. It has been using a mix of working capital loans and internal cash accruals. The Company has repaid its all Term liabilities and very well managed the working capital to reduce the overall interest cost.

Competition Risk

This risk arises from more players wanting a share in the same pie. Like in most other industries, opportunity brings with itself competition. We face different levels of competition in each segment, from domestic as well as multinational companies. The Company has created strong differentiators in project execution, quality and delivery which make it resilient to competition. Furthermore, the Company continues to invest in technology and its people to remain ahead of the curve. A strong, stable client base consisting of large and mid-sized corporations further helps to insulate the Company from this risk. We counter this risk with the quality of our infrastructure, our customer-centric approach and our ability to innovate customer specific solutions, focusing on pricing and aggressive marketing strategy, disciplined project executions, coupled with prudent financial and human resources management and better control over costs. Thus, we do not expect to be significantly affected by this risk.

Input Cost Risk

Our profitability and cost effectiveness may be affected due to change in the prices of raw materials, power and other input costs. Some of the risks that are potentially significant in nature and need careful monitoring are Raw Materials prices, availability of Power etc.

Liability Risk

This risk refers to our liability arising from any damage to equipment, life and third parties which may adversely affect our business. The Company attempts to mitigate this risk through contractual obligations and insurance policies.

Real Estate Risk

There is risk in effective management of store expansion and operations in newer locations/cities/states. Availability of commercially viable real estate properties at suitable locations for new stores, timely execution of sale deeds and license registrations and getting regulatory approvals for these properties.

OPPORTUNITIES

Changing consumer preferences and growing Industrial base

- With ever changing consumer needs and demands, today consumers are looking for a complete package with good quality product and design
- With rising income and urbanization, increases consumer's purchasing power

Partner with Retail Outlets

- Partner with established retail outlets like Shopper's Stop, Lifestyle, Central, etc.

THREATS

- Competition from local and multinational players
- Regulatory changes
- Input Cost risk
- Attraction and retention of human capital
- Technological Advancements

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company implemented proper and adequate systems of internal control to ensure that all assets are safeguarded and protected against loss from any unauthorized use or disposition and all transactions are authorized, recorded and reported correctly. The Company also implemented effective systems for achieving highest level of efficiency in operations, to achieve optimum and effective utilization of resources, monitoring thereof and the compliance with provisions all laws including the Companies Act, 2013, Listing Agreement, directions issued by the Securities and Exchange Board of India, labour laws, tax laws etc. It also aimed at improvement in financial management, and investment policy. The System ensures appropriate information flow to facilitate effective monitoring. The internal audit system also ensures formation and implementation of corporate policies for financial reporting, accounting, information security, project appraisal, and corporate governance. A qualified and independent Audit Committee of the Board of Directors also reviews the internal

control system and its impacts on improvement of overall performance of the Company.

The Company has put in place internal control systems and a structured internal audit process vested with the task of safeguarding the assets of the organization and ensuring reliability and accuracy of the accounting and other operational data. The internal audit department reports to the Audit Committee of the Board of Directors.

Similarly, the Company maintains a system of monthly review of the business as a key operational control, wherein the performance of units is reviewed and corrective action is initiated. The Company also have in place a capital expenditure control system for authorising spend on new assets and projects. Accountability is established for implementing the projects on time and within the approved budget.

The Audit Committee and the Senior Management Team are regularly apprised of the internal audit findings and regular updates are provided of the action taken on the internal audit reports. The Audit Committee reviews the quarterly, half yearly and the annual financial statements of the Company. A detailed note on the functioning of the Audit Committee and of the other committees of the Board forms part of the section on corporate governance in the Annual Report.

During the year, the Company carried out a detailed review of internal financial controls. The findings were satisfactory and suggestions for improvement have been taken up for implementation. Policy guidelines and Standard Operating Procedures (SOPs) continue to be updated where required, to keep pace with business requirements.

HUMAN RESOURCES

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity: to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. As on March 31, 2021, Company is giving employment to approx. 1900+ permanent employees and approx. 700 contractual employees. Industrial relations are cordial and satisfactory.

Employees are critical to our business. The Company internally assess its employees to periodically identify competency gaps and use development inputs (such as skill up gradation training) to address these gaps. The Company has implemented staff training policies and assessment

procedures and intend to continue placing emphasis on attracting and retaining motivated employees.

The Company also plans to continue investing in training programmes and other resources that enhance employees' skills and productivity which will continue to help our employees develop understanding of the customer-oriented corporate culture and service quality standards to enable them to continue to meet the customers' changing needs and preferences.

Information Technology

Our deep understanding of local needs and our ability to adapt quickly to changing consumer preferences has helped our performance driven growth. Our robust IT systems have significantly aided this growth by simplifying complex processes throughout our operations.

Our IT systems are equipped with an array of data management tools specific to our business needs and support key aspects of our business. IT has enabled our cash management systems, in-store systems, logistics systems, human resources, project management, maintenance and other administrative functions. This implementation has contributed positively towards minimizing product shortage, pilferage, out of stock situations etc. and has increased overall operational efficiency.

Impact of COVID-19 on Industry

Indian Textiles and Apparels industry accounts for approximately 4 percent of the global textile and apparel market. The textile and apparel industry is one of the largest and the most important sectors for the Indian economy in terms of output, foreign exchange earnings and employment. The industry contributes approximately 7 percent to industrial output in value terms, 2 percent to the GDP and 15 percent to the country's export earnings.

The areas that face the crisis created by COVID-19 pandemic are:

Labour force and employment: Textile and apparel provides direct employment to over 45 million people, but the nationwide lockdown has led to a temporary closure of factories and lay-offs among low wage workers.

Import & Exports of raw material and readymade garment:

The COVID-19 pandemic is primarily expected to adversely impact exports and with second-order impact on the domestic markets with both exports as well as domestic sales falling.

The pandemic has affected the majority of India's export market (the US and EU together constitute for approximately,

60 percent of the total apparel exports from India in value terms), causing order cancellations/deferral of order leading to inventory build-up and expectation of slower realization of export receivables leading to higher working capital requirements.

Apparel exports are expected to fall due to drying up of order in the last quarter of FY20, working capital issues and lack of clarity on the duties and incentives especially when exporters from Bangladesh, Sri Lanka and Vietnam receive preferential access.

Additionally, domestic consumption is also getting impacted due to all India closure. New store openings have stopped and even domestic stores are facing an inventory build-up due to apparel sources for the upcoming summer season, Further, domestic prices could be negatively impacted if exporters dump their inventories in the domestic market leading to even reduced margins. This could lead to short term blips such as reduced employment of casual labour (factory closures and people moving back to their hometowns) and reduced consumption.

Cash flow constraints: The sector has been grappling with profitability issue due to a sharp decline in yarn exports, cheaper imports etc. these issues only look to get aggravated further with the current crisis.

Supply chain disruption: The garment manufacturers need to look at local sourcing opportunities, due impact on import and export.

Consumer sentiment: If nationwide lockdown continues and the situation persists, will impact consumer sentiment on the higher side, due to closure of market and mall also to maintaining the social distancing, safety and health.

The extent of the outbreak and lockdown has directly impacted the length of the recovery cycle. However, to minimize the impact the Confederation of Indian Textile Industry (CITI) has requested the government to immediately announce a relief package for the textile and apparel sector to mitigate the crisis being faced by the capital and labour-intensive textile Industry, post the corona virus spread.

Source: <https://www.indiaretailing.com/2020/04/16/fashion/impact-of-covid-19-on-the-indian-apparel-textile-industry/>

Our business operations faced several challenges including:

- Temporary store closure for operations due to local restrictions
- Significantly reduced footfall at operational stores
- Reduced employee attendance due to local transport restrictions

- Temporary stoppage of all manufacturing activities
- Disruption in Supply Chain due to restricted manpower, transportation and material unavailability

OUTLOOK

The total concept and idea of shopping has undergone an attention drawing change in terms of format and consumer buying behavior, ushering a revolution in shopping in India. Modern retailing has entered the market in India as is observed in the form of bustling shopping centers, multi-storied malls and the huge complexes that offer shopping, entertainment, and food all under one roof.

A large young working population with median age of 24 years, nuclear families in urban areas, along with increasing working women population and emerging opportunities in the services sector are going to be the key factors in the growth of organized retail sector in India. The growth pattern in organized retailing and in the consumption made by the Indian population will follow a rising graph helping newer businesses to enter the India Retail Industry. In India the vast middle class is almost an untapped industry making it the key attractive forces for global retail giants wanting to enter into newer markets, which in turn will help the India Retail Industry to grow faster.

As for the Company, it is mainly focused on tapping the vast middle-class population of the country, with rightly planned decision to expand and create brand visibility in tier 2 and tier 3 cities and penetrate further in the Tier 1 cities. People living in these towns and cities have the urge and willingness to spend but do not have enough options or choices. Cantabil tries to fill in the long gap between bigger brands in the metros and no brands available in smaller cities. It tries to bring fashion to these places at affordable pricing with best design and quality possible.

The Company also focuses on branding itself as a family brand which can provide everything under one roof to enhance shopping experience for customers. Along with this, it also aims at providing grater shopping experience by providing modern in-store experience with perfect store design and lighting effects and also good salesmanship. The in-store staff is given appropriate training by the Company to make sure that each and every customer is treated well and equally.

The Company has managed to overcome Covid at the best of its abilities and not let business get affected. Even during such times, we managed to open 18 new stores with the help and perseverance of our employees and highly dedicated and efficient management team.

CORPORATE GOVERNANCE REPORT

In accordance with requirement pursuant to 34(3) & Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”), the report containing the details of corporate governance systems and processes at Cantabil Retail India Limited is as follows:

1. THE COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

At Cantabil Retail India Limited, Corporate Governance has been an integral part of the way we have been doing our business since inception. The principles of Corporate Governance are based on transparency, accountability and focus on the sustainable success of the Company over the long-term. At Cantabil Retail India Limited, we feel proud to belong to a Company whose visionary founders laid the foundation stone for good governance long back and made it an integral principle of the business, as demonstrated in the words above.

Our actions are governed by our values and principles, which are reinforced at all levels within the Company. At Cantabil Retail India Limited, we are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation. Our Code of Business Principles ('the Code') is an extension of our values and reflects our continued commitment to ethical business practices across our operations. We acknowledge our individual and collective responsibilities to manage our business activities with integrity. Our Code inspires us to set standards which not only meet applicable legislation but go beyond in many areas of our functioning.

Statement on Company's philosophy on Code of Governance:

“We will pursue our business with honor, fairness, and respect for the individual and the public at large . . . ever mindful that there is no right way to do a wrong thing.”

Vijay Bansal
(Chairman and Managing Director)
Cantabil Retail India Limited

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and societal expectations. Good governance practices

stem from the dynamic culture and positive mindset of the organisation. We are committed to meet the aspirations of all our stakeholders. This is demonstrated in shareholder returns, high credit ratings, awards and recognitions, governance processes and an entrepreneurial performance focused work environment. Additionally, our customers have benefited from high quality products delivered at extremely competitive prices.

The demands of Corporate Governance require professionals to raise their competence and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics. It has thus become crucial to foster and sustain a culture that integrates all components of good governance by carefully balancing the complex inter-relationship among the Board of Directors and Board Committees, Compliance & Assurance teams, Auditors and the senior management. Our employee satisfaction is reflected in the stability of our senior management, low attrition across various levels and substantially higher productivity. Above all, we feel honored to be integral to India's social development. Details of several such initiatives are available in the Report on Corporate Social Responsibility.

2. BOARD OF DIRECTORS

Board Leadership

At Cantabil Retail India limited, it is our belief that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board's actions and decisions are aligned with the Company's best interests. The Board is committed to the goal of sustainably elevating the Company's value creation. The Company has defined guidelines and an established framework for the meetings of the Board and Committees. These guidelines seek to systematise the decision-making process at the meetings of the Board and Committees in an informed and efficient manner.

Board Composition and Category of Directors

As on March 31, 2021, the Company has Six Directors. Out of the Six Directors, three are Executive and three Non- Executive Independent Directors. The Chairman is an Executive Director. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.

None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Necessary disclosures regarding

Committee positions in other public companies as on March 31, 2021 have been made by the Directors. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and

that they are independent of the management.

Composition and Directorship(s)/ Committee Membership (s)/ Chairmanship(s) as on 31st March, 2021

The number of Directorships, Committee Memberships/ Chairmanships of all Directors is within respective limits prescribed under the Companies Act, 2013 and Listing Regulations. The same has been given below;

Name of the Director	Director Identification Number (DIN)	Designation	Category	No. of other Directorships*	Committee Positions held**	
					Chairman	Member
Mr. Vijay Bansal	01110877	Chairman and Managing Director	Promoter & Executive	Nil	3	3
Mr. Deepak Bansal	01111104	Whole Time Director	Promoter & Executive	Nil	Nil	1
Mr. Basant Goyal	07659491	Whole Time Director	Executive	Nil	Nil	3
Mrs. Renu Jagdish	06971367	Independent Director	Non-Executive Independent	Nil	3	2
Mr. Balvinder Singh Ahluwalia	08522327	Independent Director	Non-Executive Independent	NIL	NIL	2
Mr. Rajeev Sharma	08528048	Independent Director	Non-Executive Independent	NIL	NIL	2

*Other Directorships under Companies incorporated under section 8 and Foreign Companies are not included in above list.

** The disclosure includes membership/ chairperson ship of the Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee, Corporate Social Responsibility Committee, Risk management Committee, and Miscellaneous Committee in Indian public companies (listed and unlisted).

Details of equity shares of the Company held by the Directors as on March 31, 2021 are given below:

Name of Director	Designation	Number of Equity Shares held
Mr. Vijay Bansal	Chairman and Managing Director	6125000
Mr. Deepak Bansal	Whole Time Director	2579000
Mr. Basant Goyal	Whole Time Director	NIL
Mr. Balvinder Singh Ahluwalia	Independent Director	NIL
Mr. Rajeev Sharma	Independent Director	NIL
Mrs. Renu Jagdish	Independent Director	NIL

The names of listed/unlisted entities where the director is directors as on March 31, 2021:

Name of Director	Name of listed entity	Category of directorship
Mr. Vijay Bansal	NIL	-
Mr. Deepak Bansal	NIL	-
Mr. Balvinder Singh Ahluwalia	NIL	-
Mr. Rajeev Sharma	NIL	-
Mrs. Renu Jagdish	NIL	-
Mr. Basant Goyal	NIL	-

S. No.	Name of the Director	Dates of Meetings Held						Last AGM Held
		June 29, 2020	August 28, 2020	September 15, 2020	November 07, 2020	February 05, 2021	March 30, 2021	September 25, 2020
1	Mr. Vijay Bansal	P	P	P	P	P	P	P
2	Mr. Deepak Bansal	P	P	P	P	P	P	P
3	Mr. Basant Goyal	P	P	P	P	P	P	P
4	Mrs. Renu Jagdish	P	P	P	P	P	P	P
5	Mr. Balvinder Singh Ahluwalia	P	P	P	P	P	P	P
6	Mr. Rajeev Sharma	P	A	P	P	P	A	P

P: Present; A: Absent

Board Meetings

During the year ended March 31, 2021 Six (6) meetings of the Board of Directors were held on the following dates and were attended by all directors:

(i) June 29, 2020; (ii) August 28, 2020; (iii) September 15, 2020; (iv) November 07, 2020; (v) February 05, 2021 (vi) March 30, 2021;

Inter-se Relationship between Directors

Name of Director	Relationship with Directors	Type of Relation
Mr. Vijay Bansal	Deepak Bansal (Whole Time Director)	Vijay Bansal is Father of Deepak Bansal
Mr. Deepak Bansal	Vijay Bansal (Chairman and Managing Director)	Deepak Bansal is Son of Vijay Bansal
Mr. Rajeev Sharma	Not related	-
Mr. Balvinder Singh Ahluwalia	Not related	-
Mrs. Renu Jagdish	Not related	-
Mr. Basant Goyal	NIL	-

Number of shares and convertible instruments held by non-executive directors

Not Applicable

Separate Meeting of Independent Directors:

Our definition of 'Independence' of Directors is derived from Regulation 16(1)(b) of Listing Regulations and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors are Independent in terms of Regulation 16(1)(b) of Listing Regulations and Section 149(6) of the Companies Act.

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a separate meeting of the Independent directors was held on 07th October, 2020 for:-

- Reviewing the performance of Non-Independent Directors (including the Chairman) and the Board as a whole;
- Reviewing the performance of the Chairperson of the

company, taking into account the views of Executive Directors and Non-Executive Directors;

- Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties;
- Scrutinizing the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- Ascertaining and ensuring that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- Determining appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management.

The meeting was attended by all independent directors.

Familiarisation Programme for Independent Director

Familiarization programmes for Independent Directors were done with respect to their roles, rights and responsibilities in the Company under the Companies Act, 2013 and the Listing Regulations with the Stock Exchanges.

Pursuant to Regulation 25 of the Listing Regulations, the Company has conducted Familiarization Programmes for its Independent Directors to enable them to understand the Company, their roles, rights & responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. Presentations from various departmental heads have been made for the Independent Directors to make them aware of the business model and its working. Code of Conduct for Non-Executive Directors and Code of Conduct for Prevention of Insider Trading as issued by the Company are also shared with them at the time of their appointment/ re-appointment. Further, presentations are also made from time to time at the Board and its

Committee meetings on quarterly basis, covering the business & financial performance of the Company, quarterly/annual financial results, review of Internal Audit findings etc.

Details on familiarization programme for independent directors are uploaded on company's website and can be accessed through http://www.cantabilinternational.com/invstr_pdf/Familiarization-Programme.pdf

A Chart or a Matrix Setting out the Skills/Expertise/Competence of the Board of Directors is as follows

In the opinion of the Board, the following is a list of core skills/expertise/competencies required in the context of the Company's business and which are available with the Board.

However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill. In the opinion of the Board, Independent Directors fulfil the conditions specified in the Act, Rules made there under and Listing Regulations.

Key Board Skill/Expertise/Competencies

Strategy And Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Leadership	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth
Corporate Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long term effective stakeholder engagements and driving corporate ethics and values.
Technology	Strong technological background resulting in continuous improvement, knowledge of how to anticipate technological trends, adapt to the market developments, generate disruptive innovation and create new business models.
Financial, Regulatory/ Legal & Risk Management	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, macro-economic perspectives, human resources, labour laws, sales and marketing, and risk management.
Industry Knowledge	Experience in Industry, Knowledge of Retail Sector, Understanding of Government legislation/ legislative process and Customer Relationships.
Global Business	Understanding, of global business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill. Committee meetings on quarterly basis, covering the business & financial performance of the Company, quarterly/ annual financial results, review of Internal Audit findings etc.

Directors	Strategy and Planning	Leadership	Corporate Governance	Technology	Financial, Regulatory/ Legal & Risk Management	Industry Knowledge	Global Business
Mr. Vijay Bansal	√	√	√	√	√	√	√
Mr. Deepak Bansal	√	√	√	√	√	√	√
Mr. Basant Goyal	√	√	√	√	√	√	√
Mrs. Renu Jagdish	√	√	√		√	√	√
Mr. Rajeev Sharma	√	√	√		√	√	√
Mr. Balvinder Singh Ahluwalia	√	√	√	√	√	√	√

In terms of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as 'Listing Regulations') the Company has received declaration from independent directors confirming their independence from the management. Also, the Board has evaluated the independence of directors and opines that the independent directors fulfill the conditions specified in Listing Regulations and are independent of the management.

No independent director resigned from the Company during financial year 2020-21.

3. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulation; which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as a part of good governance practice. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meeting of all Committees are placed before the Board for review.

During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board.

The following are committees of the Board:

i) Audit Committee

During the year Audit Committee comprises Mrs. Renu Jagdish as the Chairman and Mr. Vijay Bansal, Managing Director as member and Mr. Balvinder Singh Ahluwalia, Independent Directors as member of the Committee. All the members of the Committee have relevant experience in financial matters.

Company Secretary and Compliance Officer of the

Company is the Secretary to the Audit Committee

The Audit Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The functioning and terms of reference of the Audit Committee including the roles, powers and duties, quorum for meeting and frequency of meetings etc., have been devised keeping in view the requirements of the Companies Act, 2013 and the Listing Regulations.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter-alia, performs the following functions:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the

- financial statements arising out of audit findings
- e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 - Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 - Approval or any subsequent modification of transactions of the company with related parties;
 - Scrutiny of inter-corporate loans and investments;
 - Valuation of undertakings or assets of the company, wherever it is necessary;
 - Evaluation of internal financial controls and risk management systems;
 - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - Discussion with internal auditors of any significant findings and follow up thereon;
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems

of a material nature and reporting the matter to the Board;

- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors; it has to be changed as we don't have any depositor debenture holder or shareholder incase of dividend
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee

Composition, Meetings and Attendance during the Year

As on March 31, 2021, the Audit Committee was comprised of 3 (three) members out of which two are Non-Executive Independent Directors and one Executive Director. The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The members of the Audit Committee possess financial/accounting expertise / exposure. Ms. Poonam Chahal, Company Secretary acts as the Secretary of the Committee.

During the year under review, Six meetings of the Audit Committee were held on-:

- (i) June 29, 2020; (ii) August 28, 2020; (iii) September 15, 2020; (iv) November 07, 2020; (v) February 05, 2021; (vi) March 30, 2021

The details of the composition, meetings & attendance of the Audit Committee are given below:

Name of the Member	Designation	Category	Audit Committee Meetings	Attended Meetings
Mrs. Renu Jagdish	Chairman	Non-Executive Independent Director	6	6
Mr. Balvinder Singh Ahluwalia	Member	Non-Executive Independent Director	6	6
Mr Vijay Bansal	Member	Chairman and Managing Director/ Executive Director	6	6

In addition to the members of the Audit Committee, these meetings were also attended by the Chief Financial Officer, the Internal Auditor and M/s A N S K & Associates, Chartered Accountants (Formerly Known as Akhil Mittal & CO.), the Statutory Auditors and/or their representatives, wherever necessary for providing inputs to the Committee.

The Chairman of the Audit Committee attended the Annual General Meeting (AGM) held on September 25, 2020.

ii) **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee comprises Mrs. Renu Jagdish as the Chairman and Mr. Rajeev Sharma, Independent Director as member and Mr. Balvinder Singh Ahluwalia, Independent Directors as member of the Committee.

Company Secretary and Compliance Officer of the Company act as Secretary of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee is responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria, ongoing succession planning and appointment procedures for both internal and external appointments. The role of Nomination and

Remuneration Committee, inter-alia, includes:

The Company complies with the provisions related with Nomination and Remuneration Committee (NRC) in terms of Regulation 19 of the Listing Regulations as well as in terms of the provisions of Section 178 of the Companies Act, 2013.

Terms of Reference of the Nomination and Remuneration Committee are as per the guidelines set out in the Companies Act, 2013 and Listing Regulations that inter alia includes:-

- (a) The formation of policy for determining qualifications, positive attributes and independence of directors and remuneration for the directors, key managerial personnel and other employees and recommending the same to the Board;
- (b) Identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria as per the policy approved by the Board; and
- (c) The formulation of the policy of the company to remain competitive in the industry, to attract and retain good talent and appropriately reward the employees and directors for their performance and contribution to the business.

Composition, Meetings & Attendance during the Year

During the year under review only three (3) meetings of the NRC Committee was held on 29th June, 2020, 28th August, 2020 and 05th February, 2021. The details of the composition, meetings & attendance of the NRC Committee are given below:

Name of the Member	Designation	Category	Audit Committee Meetings	Attended Meetings
Mrs. Renu Jagdish	Member	Chairman and Managing Director/ Executive Director	3	3
Mr. Balvinder Singh Ahluwalia	Member	Non-Executive Independent Director	3	3
Mr Rajeev Sharma	Member	Non-Executive Independent Director	3	2

Ms. Poonam Chahal, Company Secretary acts as a Secretary to the Committee.

Mrs. Renu Jagdish, Chairman of the NRC Committee attended the Annual General Meeting (AGM) held on September 25, 2020.

Remuneration Policy

The terms of reference/ role of the Nomination and Remuneration Committee is to determine the Company's policy on the remuneration package of its Executive Directors and senior management and to determine and approve the terms & conditions and remuneration package of its Executive Directors, including revision thereof from time to time, and to deliberate on and decide

matters incidental thereto or consequential thereof. The details of remuneration paid to Executive Directors including criteria of making payments to non-executive directors are available at company's website www.cantabilinternational.com.

All pecuniary relationships or transactions of the Non-Executive Directors with the Company:

There were no pecuniary relationships or transactions

held between any of the Non-Executive Directors with the Company during the years ended 31st March 2021.

Performance Evaluation criteria for Independent Directors

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of Listing Regulations, the performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the directors who are subject to evaluation had not participated. The evaluation of Independent Directors were based on criteria such as acting objectively and constructively while exercising their duties, exercise their responsibilities in a bona fide manner in the interest of the company etc.

Further, the performance evaluation of the committees of the Board was undertaken on various parameters relating to discharge of its functions & duties as per their respective terms of reference, process & procedure followed for discharging its functions, effectiveness of suggestions & recommendations received, size, structure & expertise of the committees of the Board and conduct of its meetings and procedure followed in this regard.

Director's Remuneration

The details of the remuneration of Directors during financial year 2020-21 are given below:

Particulars of remuneration	Mr. Vijay Bansal	Mr. Deepak Bansal	Mr. Basant Goyal	Mrs Renu Jagdish	Mr. Rajeev Sharma	Mr. Balvinder Singh Ahluwalia
Service Term	01.04.2021-31.03.2024	01.04.2021-31.03.2024	01.12.2019-30.11.2022	29.09.2019-29.09.2024	26.09.2019-26.09.2024	26.09.2019-26.09.2024
No. of Shares Held	6125000	2579000	-	-	-	-
Sitting Fees	N.A	N.A	N.A	260000	240000	260000
Salary	6376310	6376310	1938035	N.A	N.A	N.A
Benefits (Perquisites)	39600	39600	N.A	N.A	N.A	N.A
Commission	N.A	N.A	N.A	N.A	N.A	N.A
Performance Incentive/ special payments						
Bonus	N.A	N.A	N.A	N.A	N.A	N.A
Retirals	N.A	N.A	N.A	N.A	N.A	N.A
Notice period (in days)	90	90	90	N.A	N.A	N.A
Pension	N.A	N.A	N.A	N.A	N.A	N.A
Stock options granted (in numbers)	N.A	N.A	N.A	N.A	N.A	N.A
TOTAL	6415910	6415910	1938035	260000	240000	260000

Other Terms

1. Remuneration as defined under Schedule V of the Companies Act, 2013 does not include retirement benefits.
2. The appointment of executive directors 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.

iii) Stakeholders' Relationship Committee

The Stakeholders Relationship Committee comprises Mrs. Renu Jagdish as the Chairman and Mr. Rajeev Sharma, Independent Director as member and Mr. Vijay Bansal, Managing Directors as members of the Committee.

Company Secretary and Compliance Officer of the Company act as Secretary of the Committee.

The Board has Stakeholder's Relationship Committee (SRC) pursuant to section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, to look into the redressal of grievances of shareholders and other security holders, if any. The Committee considers and resolves the grievances of Security holders of the Company including complaints related to transfer of shares, non-receipt of annual report.

Terms of Reference of the Stakeholders Relationship Committee has been revised as per the guidelines set

out in the Listing Regulations and the Companies Act, 2013 which inter alia include looking into the security holders grievance, issue of duplicate shares,

exchange of new share certificates, recording dematerialization/ re-materialization of shares and related matters.

Composition, Meetings & Attendance during the Year

During the year under review, Four meetings of the SRC were held (i) June 29, 2020; (ii) August 28, 2020 ; (iii) November 07, 2020 (iv) February 05, 2021 . The details of the composition, meetings & attendance of the SRC meetings are given below:

Name of the Member	Designation	Category	SRC Meetings	Meetings Attended
Mr. Vijay Bansal	Member	Chairman and Managing Director	4	4
Mr. Rajeev Sharma	Member	Non-Executive Independent Director	4	3
Mrs. Renu Jagdish	Member	Non-Executive Independent Director	4	4

Ms. Poonam Chahal, Company Secretary of the Company is the Compliance Officer of the Company.

The Company attends to the investors' grievances/correspondence expeditiously except in the cases that are constrained by disputes or legal impediments:

a.	No. of shareholders complaints received during the year	Nil
b.	No. of complaints not resolved to the satisfaction of the shareholders	Nil
c.	No. of pending complaints	Nil
d.	No. of pending share transfers as on March 31, 2021.	Nil

iv) Corporate Social Responsibility Committee (CSR)

The Corporate Social Responsibility Committee comprises Mr. Vijay Bansal as the Chairman, Mrs. Renu Jagdish, Independent Director as member and Mr. Basant Goyal, Whole Time Directors as members of the Committee.

Company Secretary & Compliance Officer of the Company act as Secretary of the Committee.

The CSR Committee of the Company is constituted in line with the provisions of Section 135 of the Companies Act, 2013.

Name of the Member	Designation	Category	CSR Meetings	Meetings Attended
Mr. Vijay Bansal	Chairman	Chairman and Managing Director	1	1
Mr. Basant Goyal	Member	Executive Director	1	1
Mrs. Renu Jagdish	Member	Non-Executive Independent Director	1	1

Terms of Reference:

- Formulate and recommend to the Board, CSR policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act
- Recommend the amount of expenditure to be incurred on the CSR activities as specified in the Schedule VII of the Act.
- Monitor the CSR policy of the Company from time to time.

Meetings Held:

The Corporate Social Responsibility Committee met One (1) time on the following dates during the financial year 2020- 21 i.e. on August 28, 2020

The report on CSR is attached as annexure in the Director Report

v) Risk Management Committee

The Board of Directors has constituted the Risk Management Committee on June 10, 2021 pursuant to Regulation 21 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Composition of the Committee is mix of executive and non-executive directors.

The Committee comprises of three members. The Committee will held a number of meetings during the financial year as and when required. The details of the composition Risk Management meetings are given below:

Name of the Member	Designation	Category	Risk Management Meeting	Attended Meetings
Mr. Vijay Bansal	Chairman	Chairman and Managing Director / Executive Director	1	1
Mr. Basant Goyal	Member	Whole Time Director/Executive Director	1	1
Mrs. Renu Jagdish	Member	Independent Director/ Non-Executive Director	1	1

Meetings Held:

The Risk Management Committee met One (1) time on the following dates during the financial year 2021- 22 i.e. on August 13, 2021

Company Secretary and Compliance Officer of the Company act as Secretary of the Committee

Terms of Reference

- To review risk management plan(s) of the Company;
- To ensure effectiveness of risk management plan(s);
- To review the risk identified by business functions and address them with mitigating actions on continuous basis.
- To review the system of the Company to mitigate the cyber security risk.

Role of the Committee shall be:

- To formulate a detailed risk management policy which shall include:
 - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan.
- To ensure that appropriate methodology, processes

and systems are in place to monitor and evaluate risks associated with the business of the Company;

- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

vi) Miscellaneous Committee

Miscellaneous Committee (MC) is a non-statutory committee, constituted by the Board to take decisions on certain matters of routine nature which may require an immediate decision and where the convening of a Board Meeting immediately may not be feasible, in addition to dwell upon and take decisions, on behalf of the Board, in matters as may be specifically delegated by the Board to it.

Composition, Meetings & Attendance during the Year

The Committee comprises of three members. The Committee held eight meetings during the financial year 2020-2021 as and when required. The details of the composition & attendance of the MC meetings are given below:

Name of the Member	Designation	Category	MC Meetings	Meetings Attended
Mr. Vijay Bansal	Member	Chairman and Managing Director / Executive Director	8	8
Mr. Deepak Bansal	Member	Whole Time Director	8	8
Mr. Basant Goyal	Member	Whole Time Director	8	8

Ms. Poonam Chahal, Company Secretary acts as a Secretary to the Committee. Brief Description of Terms of Reference

The Terms of Reference of MC include:

1. To purchase, acquire and/or take on lease/ registration of lease land, building and other movable and immovable properties for the business purpose of the Company.
2. To open, close and operate the Bank Accounts held,

in the name of the Company.

3. To authorize the Officers and/or other person or persons on behalf of the Company to attend court hearing or present in the court of Law.
4. To delegate all its above powers to any of its Officers and/or Employees
5. Any other matter of routine nature for attaining operational efficiencies & flexibility in running the day to day affairs of the Company.

4. GENERAL BODY MEETINGS

Details of the AGM held in the last three years along with special resolutions passed thereat:

Financial Year	Day and Date	Time	Venue	Any Special Resolutions Passed
2017-18	Friday, September 28, 2018	10:00 A.M	Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi-110036	Yes
2018-19	Thursday, September 26, 2019	11:00 A.M	Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi-110036	Yes
2019-20	Friday, September 25, 2020	11:00 A.M	Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility	Yes

Postal Ballot

No resolution is proposed to be passed by way of postal Ballot as on the date of signing this report.

Further, no resolution was passed through postal ballot during the year under review.

Shareholders

Disclosures regarding the appointment or reappointment of directors

As per the provisions of the Companies Act, 2013, Mr Deepak Bansal will retire at the ensuing AGM and being eligible, seeks reappointment. The Board, based on its evaluation, has recommended his reappointment.

5. MEANS OF COMMUNICATION

The quarterly and annual results are usually published one in English National daily and one in Hindi daily circulated in India, being the place where registered office of the Company is situated and in all India editions generally in "Business Standard" Newspaper. The information of quarterly results is also sent to the BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) to enable

them to put it on their web-site and is also uploaded on company's website www.cantabilinternational.com.

The Management Discussion and Analysis Report forms an integral part of the Directors' Report.

The Company is timely submitting the required information, statements and reports on BSE Listing Centre and NSE Electronics Application Processing System.

The Company's website www.cantabilinternational.com is a comprehensive reference on CANTABIL's management, vision, mission, policies, corporate governance, corporate sustainability, investor relations, sales network, updates and news. The section on 'Investor Relations' serves to inform the shareholders, by giving complete financial details, shareholding patterns, corporate benefits, information relating to stock exchanges.

The official news releases and the presentations made to the investors / analysts (if any) are displayed on the Company's website.

6. GENERAL SHAREHOLDER INFORMATION

S.NO.	DESCRIPTION
(a)	CIN : L74899DL1989PLC034995
(b)	Name of the Company : Cantabil Retail India Limited
(c)	Website address : www.cantabilinternational.com
(d)	E-mail address : investors@cantabilinternational.com

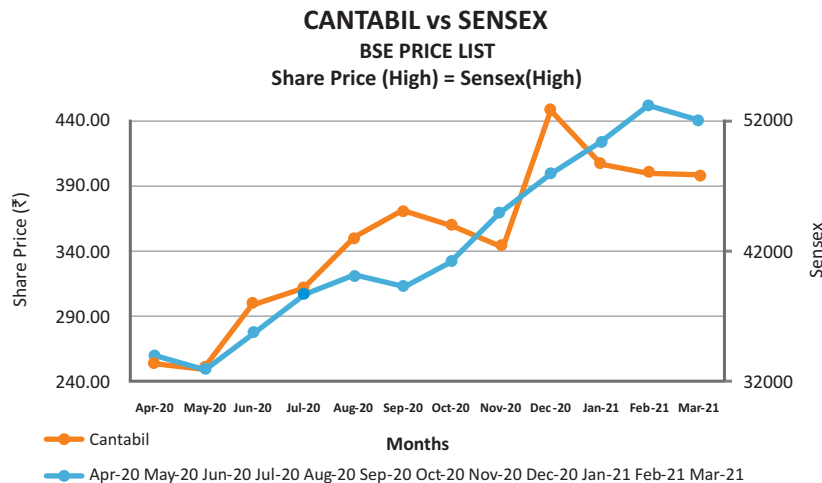
(e)	Annual General Meeting			
	Date 28th September, 2021	Day Tuesday	Time 11.00 A.M	Venue Via Video Conferencing Mode
(f)	Financial Year : 1st April, 2020 to 31st March, 2021			
(g)	Book Closure Date: 22nd September, 2021 to 28th September, 2021 Interim Dividend of Rs. 1(Rupees One Only) per share i.e @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, 2021.			
(h)	Interim 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 2021.			
(i)	Listing on Stock Exchanges& Stock Code			
	Name and address of the stock exchange	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001	National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051	
	Stock Code	533267	CANTABIL	
	ISIN No. for shares in DEMAT form	INE068L01016		
(j)	Listing Fees Company confirms of having paid the annual listing fees for the financial year 2020-2021 to above Stock Exchanges.			
(k)	Registrar & Transfer Agents (For both shares held in physical and electronic mode)			
	Name	Address	Tel. No.	Fax No.
	M/s Beetal Financial & Computer Services (P.) Ltd.	Beetal House, 3rd floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062	011-29961281	011-29961284
	E-Mail beetalrta@gmail.com			
	Share Transfer System: The Company's Shares are traded compulsorily in demat mode. Shares in physical mode which are lodged for transfer, if any, are processed and returned to the shareholders within 15 days from the date of receipt, subject to the documents being valid and complete in all respects. The Company obtains half-yearly Certificate of Compliance in respect of the Share Transfer formalities as required under Regulation 40(9) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and files a copy of the same with the Stock Exchanges. The Board in order to expedite the share transfer process delegated the power to senior officials of share transfer agent of the company vide Resolution passed at the Miscellaneous Committee Meeting of Board of Directors held on 6th April 2015. The physical share transfer requests valid and complete in all respect are normally processed expeditiously. The Company's shares are in compulsory Demat Mode.			
	Dematerialization of Shares: The Company's shares are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). As on March 31, 2021, 16327293 equity shares of the Company, forming 99.998% of total shareholding stand dematerialized. International Securities Identification Number: INEO68L01016.			
	Liquidity of Shares: The Equity Shares of the Company are traded at the BSE and the NSE.			
	Plant Locations of the Company			
	S.No	Unit	Location	
	1.	Manufacturing and Warehousing	B-16, Lawrence Road Industrial Area, New Delhi - 110035	
	3.	Warehousing	WZ - 50, Shakurpur, New Delhi - 110034	
	4.	Manufacturing and Warehousing	Plot No. 359, 360 & 361 Phase - IV B, Sector - 17, HSIIDC, Bahadurgarh, Haryana	

Address for Correspondence	
The shareholders may address their communications/ suggestions/ grievances/ queries to:	
Address	B-16, Lawrence Road Industrial Area, Delhi - 110035
Phone	+91-11-27156381
Fax	+91-11-27156383
Commodity price risk or foreign exchange risk and hedging activities: The Company has not undertaken any forex or hedging transaction during the financial year under review.	
Disclosures with respect to demat suspense account/ unclaimed suspense account: There was nil balance of Equity shares in the unclaimed shares escrow demat account.	

Market Price Data				
Months	BSE		NSE	
	High Price	Low Price	High Price	Low Price
Apr-20	254.40	200.60	262.95	192.55
May-20	249.60	218.25	255.05	216.00
Jun-20	301.05	221.00	302.85	213.75
Jul-20	310.45	281.00	311.00	281.10
Aug-20	348.85	287.45	349.00	288.50
Sep-20	370.00	297.90	343.00	283.50
Oct-20	359.00	312.95	338.00	311.10
Nov-20	342.85	308.00	345.95	313.00
Dec-20	444.95	345.90	430.00	340.75
Jan-21	406.75	366.10	406.45	366.10
Feb-21	400.35	366.00	405.10	365.00
Mar-21	398.00	366.40	399.80	365.45

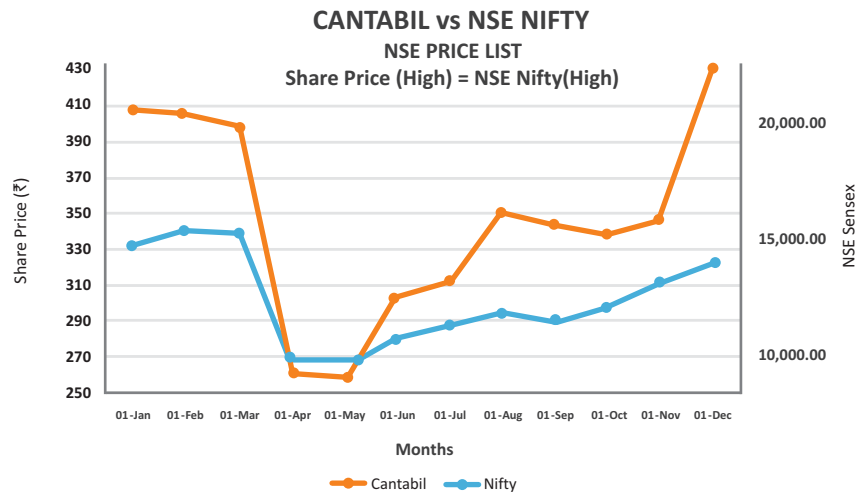
(A) Performance Comparison Performance in comparison to BSE Sensex, i.e.

Month	Sensex	Cantabil
Apr-20	33,887.25	254.40
May-20	32,845.48	249.60
Jun-20	35,706.55	301.05
Jul-20	38,617.03	310.45
Aug-20	40,010.17	348.85
Sep-20	39,359.51	370.00
Oct-20	41,048.05	359.00
Nov-20	44,825.37	342.85
Dec-20	47,896.97	444.95
Jan-21	50,184.01	406.75
Feb-21	52,516.76	400.35
Mar-21	51,821.84	398.00



(B) CANTABIL Vs. NIFTY Performance in comparison to NSE Nifty, i.e. CANTABIL Vs. NIFTY

Month	Nifty	Cantabil
Apr-20	9,889.05	262.95
May-20	9,598.85	255.05
Jun-20	10,553.15	302.85
Jul-20	11,341.40	311.00
Aug-20	11,794.25	349.00
Sep-20	11,618.10	343.00
Oct-20	12,025.45	338.00
Nov-20	13,145.85	345.95
Dec-20	14,024.85	430.00
Jan-21	14,753.55	406.45
Feb-21	15,431.75	405.10
Mar-21	15,336.30	399.80



Shareholding of Nominal value of Rs.	Number of Shareholders	% to total	Number of Shares	Amount (in Rs)	% to Total
Upto 5000	4669	94.49	368795	3687950	2.2587
5001 to 10000	97	1.96	78105	781050	0.4784
10001 to 20000	38	0.76	56856	568560	0.3482
20001 to 30000	28	0.56	71741	717410	0.4394
30001 to 40000	16	0.32	55265	552650	0.3385
40001 to 50000	8	0.16	36508	365080	0.2236
50001 to 100000	23	0.46	161729	1617290	0.9905
100001 and above	62	1.25	15498609	154986090	94.9227
Total	4941	100.00	16327608	163276080	100.0000

Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity

NIL

List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad

[ICRA]BBB+ (pronounced ICRA Triple B Plus) and short-term Rating at [ICRA]A2 (pronounced ICRA A two) to the Rs. 60.00 Crores. The outlook on the long-term rating is Stable

7. **Securities of the Company are not suspended from trading during the financial year 2020-21**

8. **Other Disclosures**

a) **Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:**

There were no transactions of significant material nature by Company that have a potential conflict with the interest of Company at large.

All transactions entered into with Related Parties as defined under the Act and Regulation 23 of the Listing Regulations during the financial year, were in the ordinary course of business, on an arms' length basis and approved by the Audit Committee of the Company.

The required statements / disclosures, with respect to the related party transactions, are placed before the Audit Committee of the Company in terms of the Listing Regulations and the Act and other applicable laws for approval / ratification/ information.

The Company has entered into related party transaction pursuant to the provisions of section 188 of the Companies Act, 2013, is attached as **Annexure 4** in the Director's report.

The Board has approved policy for related party transactions which is available on company's website at <http://cantabilinternational.com/Related-party-transaction-policy.pdf> and further, details of general related party transactions are given in the Balance Sheet.

During the year, no material transaction has been entered into by the Company with the senior management personnel where they had or were deemed to have had personal interest that may have potential conflict with the interest of the Company.

b) **Details of non-compliance by the Company, penalties, strictures imposed on the Company by stock exchange(s) or the Board or any statutory authority, on any matter related to capital markets, during the last three years:**

During the last three years there has been no instance of non-compliance by the Company on any matter related to capital markets and hence no penalties or restrictions have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.

c) **Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee;**

I. Whistle Blower Policy

The Company has a robust Whistle Blower Policy that provides a formal mechanism for all employees of the Company to approach their Supervisor/ Respective HR/ Legal Department or through dedicated Hotline numbers of the Company and makes protective disclosures about the unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct. The Whistle Blower Policy is an extension of the CANTABIL Code of Ethics, which requires every employee to promptly report to the Management any actual or possible violation of the Code or an event he becomes aware of that could affect the business or reputation of the Company. The disclosures reported are addressed in the manner and within the time frames as per CANTABIL's Policy. Under the Policy, each employee of the Company has an assured access to their Supervisor/ Respective HR/ Legal Department. During the year under review, no employee was denied access to the Audit Committee and direct access to the chairperson of the Audit Committee was provided in appropriate or exceptional cases.

The policy also provides adequate safeguards against victimisation of persons who use such mechanism. No personnel has been denied access to the Chairman of Audit Committee. The employees/ directors of the Company have the right/ option to report their concern/ grievance to the Chairman of the Audit Committee.

The said policy is uploaded on the website of the Company and can be accessed through following link: http://www.cantabilinternational.com/policesVIGIL_MECHANISM_OR_WHISTLE_BLOWER_POLICY.pdf

II. Policy against Sexual Harassment at Workplace

The Company values the dignity of individuals and is committed to provide an environment, which is free of discrimination, intimidation and abuse.

The Company has constituted the Committee and put in place a policy on redressal of Sexual Harassment and a Policy on redressal of Workplace Harassment as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Sexual Harassment Act"). As per the policy, any employee may report his/ her complaint to the Redressal Committee formed for this purpose or their Manager or HR personnel. We affirm that adequate access was provided to any complainant who wished to register a complaint under the policy, during the year. Details of the Complaint as follows:

Number of complaints filed during the financial year	Number of complaints disposed of during the financial year	Number of complaints pending as on end of the financial year
NIL	NIL	NIL

III. Insider Trading

During the year, the Company has amended the Insider Trading Policy and Corporate Policy Statement on Investor Relations in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The Company has established systems and procedures to prohibit insider trading activity and has formulated and adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code") and Code of Conduct for Prevention of Insider Trading ("Insider Code"). These codes apply to all Directors, employees of the Company, Designated Persons and connected persons who may have access to unpublished price sensitive information relating to the Company. The Insider Code lays down procedures to be followed and disclosures to be made, while trading in the Company's shares. The Company Secretary of the Company is Compliance Officer for the purpose of Insider Code.

The Company follows highest standards of transparency and fairness in dealing with all stakeholders and ensures that no insider shall use his or her position with or without knowledge of the Company for gain / personal benefit or to provide benefit to any third party.

d) Details of compliance with mandatory requirements under SEBI (Listing Regulations & Disclosure Requirements), Regulations, 2015

The Company has complied with the requirements of the Stock Exchanges, SEBI and other Statutory Authorities on all matters related to capital markets during the last three years. No penalties or restrictions have been imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India (the SEBI) or any other statutory authorities relating to the above during the financial year.

The Company has defined and adopted a Risk Management Process, and has also set up a committee of core group of leadership team, which assesses the risks and lays down the procedure for minimization of the risks as an ongoing process integrated with operations. The above will facilitate not only in risk assessment and timely rectification but also help in minimization of risk associated with respective business operations and periodic reporting to Board as and when required.

The Board of Directors has adopted the Code of Business Conduct and Ethics for Directors and Senior Management. The Code has been circulated to all employees and also posted on Company's website www.cantabilinternational.com All Board members and senior personnel have affirmed compliance with the code.

A certificate from Managing Director and Chief Financial Officer on the financial statements of the Company was placed before the Board.

e) Web link where policy for determining 'material' subsidiaries is disclosed;

The Company does not have any material non-listed Indian Subsidiary Company in terms of Regulation 16 of the Listing Regulations, hence no disclosure is required to be reported under this heading.

f) Web link where policy on dealing with related party transactions;

http://www.cantabilinternational.com/investor_policies.html

g) Commodity price risk or foreign exchange risk and hedging activities

The Company has not undertaken any forex or hedging transaction during the Financial year under review.

h) Certificate from a Company Secretary

The Company has received certificate from a Company Secretary in practice that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. Such certificate is attached as **Annexure-9**.

i) Details of Utilization of funds raised through preferential allotment

There was no Utilization of funds raised through preferential allotment during FY 2020-21.

j) It is confirmed that there was no instance during FY 2020-21 when the Board had not accepted any recommendation of any committee of the Board.

k) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part

9. Non-compliance of any requirement of Corporate Governance Report of sub paras (2) to (10) above, with reasons thereof shall be disclosed:

The Company is fully compliant with all the requirements of Corporate Governance Report as stated in sub paras (2) to (10) of Schedule V of Listing Regulations.

10. Disclosures of the compliance with Corporate Governance Requirements Specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46:

Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Maximum number of directorship	17A	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of stakeholder relationship committee	20(3A)	Yes
Composition and role of risk management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A), (5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Annual Secretarial Compliance Report	24(A)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

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

Sd/-

VIJAY BANSAL

(Chairman and Managing Director)

Date: August 13, 2021

Place: New Delhi

CERTIFICATE BY MANAGING DIRECTOR AND CFO

(PURSUANT TO REGULATION 17(8) READ WITH PART B OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 S)

Pursuant to Regulation 17(8) read with Part B of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we, Vijay Bansal, Chairman and Managing Director and Shivendra Nigam, Chief Financial Officer of the Company do hereby certify that

- A.** We have reviewed Audited Financial Results for the year ending 31st March, 2021 and Cash Flow Statement to the best of our knowledge and belief :
- (1) These results do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These results present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C.** We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D.** We have indicated to the auditors and the Audit committee :
- (1) Significant changes in internal control over financial reporting during the year;
 - (2) There is no significant changes in accounting policies during the year; and
 - (3) No instances of significant fraud found during the year.

Sd/-

Sd/-

Date: August 13, 2021
Place: New Delhi

Vijay Bansal
(Chairman-and-Managing Director)

Shivendra Nigam
(Chief Financial Officer)

CORPORATE GOVERNANCE CERTIFICATE

To

The Members

Cantabil Retail India Limited

(CIN: L74899DL1989PLC034995)

B-16, Ground Floor Industrial Area,

Lawrence Road Delhi- 110035

I have examined the compliance of conditions of Corporate Governance by Cantabil Retail India Limited (“the Company”), for the financial year ended March 31, 2021, as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of the information and according to the explanations given to us, I certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: August 13, 2021

Place : New Delhi

Devesh Kumar Vasisht

CP No.: 13700

UDIN: F008488B000615105

DECLARATION FOR CODE OF CONDUCT

Affirmation of Compliance with the Code of Conduct

To

The Compliance Officer
Cantabil Retail India Limited
B-16, Lawrence Road Industrial Area
New Delhi-110035

AFFIRMATION OF COMPLIANCE WITH THE CODE OF CONDUCT (PURSUANT TO REGULATION 26(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

This is to confirm and certify that the Company has adopted/laid down a Code of Conduct for all Board Members and Senior Management Personnel of the company. The Code of Conduct is available on the Company's website viz. www.cantabilinternational.com. I hereby further confirm that the Company has in respect of the Financial Year ended March 31, 2021, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the Code of Conduct as applicable to them.

Date: August 13, 2021
Place: New Delhi

Sd/-
VIJAY BANSAL
(Chairman and Managing Director)

INDEPENDENT AUDITOR'S REPORT

To the Members of Cantabil Retail India Limited Report on the Standalone Ind AS financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of Cantabil Retail India Limited (“the Company”) which comprises the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

<p>(i) Amendment to Ind AS 116 Para 46A & 46B (Described in note no. 56 of the standalone Ind AS financial statements)</p>	
<p>On July 24, 2020 MCA notified an amendment to Ind AS 116 Leases by inserting Para 46A & 46B to deal with unconditional rent concessions received during the financial year due to Covid-19 pandemic. Para 46 A describes not to assess these unconditional rent concessions as lease modifications if conditions mentioned in Para 46B are met.</p> <p>Accordingly, Company has recognised income of ₹1374.67 lakhs as unconditional rent concession income under Note no. 34 “Other Income” as required</p>	<p>Our audit procedures include:</p> <ul style="list-style-type: none"> • Conducted the audit procedure for income of ₹1374.67 lakhs. The recognition of said amount is covered under Ind AS 116 Para 46A and 46B. • Assessed the key terms and conditions of lease concessions with underlying lease contracts and evaluated computation of rent concession and key estimates of negotiated rents. • The amendments have survived the audit procedures. Impact has also been detailed by the management in Note 56 of the financial statements.

We have determined that there are no other key audit matters to communicate in our report.

Information Other than the Standalone Ind AS financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management Responsibility for the Standalone Ind AS financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Standalone Ind AS financial Statement

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the Internal Financial Control with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal financial controls over financial reporting.
- g) In our opinion the managerial remuneration for the year ended March 31, 2021 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements Refer Note 60 to the Standalone Ind AS financial statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For ANSK & Associates
Chartered Accountants
(Firm's Registration No. 026177N)**

**Date: June 10, 2021
Place: New Delhi**

**CA Akhil Mittal
Partner
(Membership No. 517856)**

Annexure A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended March 31, 2021, we report that:

- i. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- b) The Company has a regular program of physical verification of its fixed assets by which property, plant and equipments are verified in a phased manner. In accordance with this program, certain property, plant and equipments were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of the immovable properties included in property, plant and equipment are held in the name of the company.
- ii. a) The management of the Company has conducted the physical verification of inventory at reasonable intervals during the year.
- b) The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and nature of its business.
- c) The Company has maintained the proper records of inventory and no material discrepancies were noticed on physical verification.
- iii. The Company has not granted any loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Therefore provisions of clause 3(a), (b) and (c) are not applicable to the company.
- iv. In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the company.
- v. The Company has not accepted any deposits within the meaning of sections 73 to 76 of the act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the order are not applicable.
- vi. To the best of our knowledge and as explained the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products/services of the Company.
- vii. a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income-tax, employees' state insurance, goods and service tax, cess and other statutory dues applicable to it with a slight delay in few cases. The provisions relating to duty of excise are not applicable to the Company.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, employees' state insurance, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable
- c) According to the records of the company, the dues outstanding of provident fund, income-tax, employees' state insurance, goods and service tax, cess and other statutory dues, on account of any dispute are as follows:

Name of the statute	Nature of dues	Amount (in Rs)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Denial of CENVAT credit of Service Tax	86.35 lakhs	September, 2012 to February, 2013	Hon'ble High court of Delhi
Central Excise Act, 1944	Denial of CENVAT credit of Service Tax	24.04 lakhs	March, 2012	Hon'ble High court of Delhi
Income Tax Act	TDS Demand u/s 201(1) & 201 (1A)	5.56 lakhs	FY 2010-11	Income Tax Appellate Tribunal
Delhi CST Act	Non furnishing of Statutory Forms	7.76 lakhs	FY 2016-17	Objection Hearing Authority Delhi

- viii. In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or Government.
- ix. In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of term loans for the purposes for which they were obtained. The Company has not raised any money by way of initial public offer / further public offer / debt instruments during the year. Hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.
- x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no material fraud on the company by the officers and employees of the Company has been noticed or reported during the year. In our opinion no material fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. In our opinion and according to the information and the explanations given to us and based on examination of records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- xiii. In our opinion and according to the information and the explanations given to us and based on our examination of the records of the company, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where ever applicable and the details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and,not commented upon.
- xv. According to the information and the explanations given to us the company has not entered into any non-cash transactions with directors or persons connected with him under the provisions of section 192 of the Companies Act, 2013.
- xvi. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For ANSK & Associates
Chartered Accountants
(Firm's Registration No. 026177N)

CA Akhil Mittal
Partner
(Membership No. 517856)

Date: June 10, 2021
Place: New Delhi

Annexure - B to the Independent Auditor's Report of even date on the Standalone Ind AS financial statements of Cantabil Retail India Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of Cantabil Retail India Limited ('the company') as of March 31, 2021 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting of the company.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For ANSK & Associates
Chartered Accountants
(Firm's Registration No. 026177N)**

**Date: June 10, 2021
Place: New Delhi**

**CA Akhil Mittal
Partner
(Membership No. 517856)**

BALANCE SHEET AS AT MARCH 31, 2021

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
A ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	3	5,505.08	6,026.42
b) Capital Work-in-Progress	3	231.69	70.82
c) Investment Property	4	358.61	364.24
d) Right of Use Asset	5	18,214.96	19,811.50
e) Other Intangible Assets	6	32.99	35.37
f) Financial Assets			
(i) Investments	7	10.95	11.91
(ii) Loans	8	953.75	828.81
iii) Other Financial Assets	9	70.68	72.24
g) Deferred Tax Assets (Net)	10	1,865.19	1,892.22
h) Other Non-Current Assets	11	934.68	795.17
Total Non Current Assets		28,178.58	29,908.69
Current Assets			
a) Inventories	12	12,361.50	12,805.01
b) Financial Assets			
(i) Investments	13	0.11	3.85
(ii) Trade Receivables	14	388.57	452.34
(iii) Cash & Cash Equivalents	15	826.18	405.35
(iv) Loans	16	57.83	76.28
(v) Other Financial Assets	17	429.06	427.46
c) Current Tax Assets (Net)	18	86.04	110.07
d) Other Current Assets	19	531.90	632.78
Total Current Assets		14,681.20	14,913.14
Total Assets		42,859.78	44,821.84
B EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	20	1,632.76	1,632.76
b) Other Equity	21	10,771.67	10,174.12
Total Equity		12,404.43	11,806.88
Liabilities			
Non-Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	22	-	238.94
(ii) Lease Liability	23	19,248.10	20680.46
(iii) Other Financial Liabilities	24	1,138.83	955.60
b) Provisions	25	350.45	369.75
c) Other Non Current Liabilities	26	367.80	433.33
Total Non Current Liabilities		21,105.18	22,678.09
Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	27	1,436.50	3,359.89
(ii) Trade Payables	28		
(a) Total Outstanding dues of Micro & Small Enterprises		646.00	478.58
(b) Total Outstanding dues of Creditors other than Micro & Small Enterprises		3,214.98	3,367.46
(iii) Lease Liability	23	2,811.24	1,818.75
(iv) Other Financial Liabilities	29	718.19	851.95
b) Other Current Liabilities	30	207.83	157.57
c) Provisions	31	261.48	302.67
d) Current Tax Liabilities (Net)	32	53.94	-
Total Current Liabilities		9,350.16	10,336.87
Total Equity & Liabilities		42,859.78	44,821.84

Accompanying Notes 1 to 65 forms integral part of these Financial Statements

As per our attached report of even date

for ANSK & Associates

Chartered Accountants

FRN: 026177N

(CA Akhil Mittal)

Partner

M.No. 517856

Date: June 10, 2021

Place: New Delhi

For and on behalf of the Board of Directors

(Vijay Bansal)

Chairman & Managing Director

DIN : 01110877

(Deepak Bansal)

Director

DIN : 01111104

(CA Shivendra Nigam)

Chief Financial Officer

(CS Poonam Chahal)

Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021

(₹ in Lakhs)

Particulars	Note No.	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Income			
I Revenue From Operations	33	25,164.38	33,803.65
II Other Income	34	1,678.04	417.50
III Total Income (I + II)		26,842.42	34,221.15
IV Expenses			
Cost of Materials Consumed	35	4,982.04	8,273.19
Purchase of Stock-In-Trade	36	3,368.14	6,648.60
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	37	427.59	(3,015.77)
Employee Benefits Expense	38	4,158.48	5,994.41
Finance Costs	39	2,479.67	2,071.00
Depreciation and Amortisation Expense	40	3,908.92	4,419.18
Other Expenses	41	6,291.88	7,429.94
Total Expenses		25,616.73	31,820.54
V Profit before Exceptional Items and Tax (III-IV)		1,225.69	2,400.61
VI Exceptional Items		-	-
VII Profit Before Tax (V+VI)		1,225.69	2,400.61
VIII Tax Expense:	42		
Current Tax		214.90	418.54
Current Tax - MAT Availment / (Credit)		470.68	71.08
Deferred Tax (Assets) / Liability		(357.18)	268.04
Tax adjustment related to earlier years		(69.10)	-
Total Tax Expense		259.30	757.67
IX Profit for the Year (VII-VIII)		966.39	1,642.94
X Other Comprehensive Income (OCI)	43		
Items that will not be reclassified to Profit or Loss			
- Re-measurement Gains / (Losses) on Defined Benefit Plans		(59.66)	(8.41)
- Income Tax related to above item		17.37	2.45
Total Other Comprehensive Income for the Year		(42.29)	(5.96)
Total Comprehensive Income for the Year		924.10	1,636.98
XI Earnings per Equity Share	44		
Basic (in ₹)		5.92	10.06
Diluted (in ₹)		5.92	10.06

Accompanying Notes 1 to 65 forms integral part of these Financial Statements

As per our attached report of even date
for ANSK & Associates
Chartered Accountants
FRN: 026177N

(CA Akhil Mittal)
Partner
M.No. 517856

Date: June 10, 2021
Place: New Delhi

For and on behalf of the Board of Directors

(Vijay Bansal)
Chairman & Managing Director
DIN : 01110877

(CA Shivendra Nigam)
Chief Financial Officer

(Deepak Bansal)
Director
DIN : 01111104

(CS Poonam Chahal)
Company Secretary

STATEMENT OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
A. Cash Flow From Operating Activities :		
Net Profit Before Tax	1,225.69	2,400.61
<i>Adjustments for :</i>		
Depreciation and Amortisation	3,908.92	4,419.18
Finance Costs	2,479.67	1,961.37
Rent Concessions as per Para 46A of Ind AS 116	(1,374.67)	-
Expenses / (Gains) on account of re-measurement of defined benefit plans	(59.66)	(8.41)
Interest Income (Net) as per Ind AS 109	(82.87)	89.72
(Gain) / Loss on Fair value of Investments	0.89	5.47
Deferred Income	(38.94)	(87.97)
Other Non Cash Expenses	23.65	13.29
(Profit)/ Loss on Sale of PPE	1.25	11.00
Gain on Sale of Mutual Funds	(3.03)	-
Dividend Income	(0.03)	-
Rental Income	(4.77)	(12.56)
Interest Income	(76.48)	(59.32)
Operating Profit / (Loss) before Working Capital Changes	5,999.61	- 8,732.40
<i>Movements in Working Capital :</i>		
Inventories	443.51	(3,115.32)
Trade Receivables	63.77	1,392.65
Financial Assets & Other Assets	35.21	(270.82)
Trade Payables	14.95	(1,067.21)
Other Financial Liabilities	259.72	717.66
Other Current Liabilities	27.36	83.84
Provisions	(60.49)	160.21
Cash generated from Operations	6,783.63	6,633.41
Income tax paid (net of refunds)	(136.93)	(418.54)
Net Cash Flow from Operating Activities (A)	6,646.70	6,214.87
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets, including Capital Work in Progress & Capital Advances	(798.64)	(1,280.91)
Proceeds from Sale of Fixed Assets / Investments	11.47	3.33
Income from Investment Property	4.77	12.56
Proceeds / (Investments) from Fixed Deposits	1.56	(59.08)
Dividends Received	0.03	-
Interest Received	76.48	46.72
Net Cash Flow from / (used in) Investing Activities (B)	(704.32)	(1,277.39)
C. Cash Flow from Financing Activities		
Prepayment of Long-term Borrowings	(423.43)	(273.07)
Repayments of Short term Borrowings	(1,923.39)	(96.04)
Finance Cost	(428.06)	(581.89)
Dividends Paid	(326.55)	-
Repayment of Lease Liability including Finance Cost	(2,420.12)	(3,838.18)
Net Cash Flow from / (used in) Financing Activities (C)	(5,521.55)	(4,789.17)

STATEMENT OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	420.83	148.32
Cash and Cash Equivalents at the beginning of the year	405.35	257.04
Cash and Cash Equivalents at the end of the year	826.18	405.35
Components of Cash & Cash Equivalents (Refer Note No. 15)		
Cash in Hand	70.54	62.04
Fixed Deposits with Bank	-	7.47
Balances with Banks	755.20	335.85
Balances Earmarked with Banks	0.44	-
Cash & Cash Equivalents in Cash Flow Statement	826.18	405.35

Disclosure as referred in Ind AS 7 'Statement of Cash flows'

Particulars	As at March 31, 2021		As at March 31, 2020	
	Term loan	Working Capital Loan	Term loan	Working Capital Loan
Carrying amount of Debt at the beginning of the period*	423.43	3,359.89	696.50	3,455.93
Additional borrowings during the period	-	-	-	-
Repayments / prepayments during the period	(423.43)	(1,923.39)	(273.07)	(96.04)
Carrying amount of Debt at the end of the period*	-	1,436.50	423.43	3,359.89

*Includes current maturities of long term borrowings

Accompanying Notes 1 to 65 forms integral part of these Financial Statements

As per our attached report of even date

for ANSK & Associates

Chartered Accountants

FRN: 026177N

(CA Akhil Mittal)

Partner

M.No. 517856

Date: June 10, 2021

Place: New Delhi

For and on behalf of the Board of Directors

(Vijay Bansal)

Chairman & Managing Director

DIN : 011110877

(CA Shivendra Nigam)

Chief Financial Officer

(Deepak Bansal)

Director

DIN : 01111104

(CS Poonam Chahal)

Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021
(A) Equity Share Capital

(₹ in Lakhs)

Particulars	Amount
As at April 1, 2019	1,632.76
Changes in Share Capital during the period	-
As at March 31, 2020	1,632.76
Changes in Share Capital during the period	-
As at March 31, 2021	1,632.76

(B) Other Equity

(₹ in Lakhs)

Particulars	Reserves & Surplus		Total
	Securities Premium	Retained Earnings	
As at April 1, 2019	8,756.10	1,041.36	9,797.46
Remeasurement of post employment benefit obligation (net of tax)	-	(5.96)	(5.96)
Impact of Ind AS 116 "Leases"	-	(1,260.32)	(1,260.32)
Profit for the year	-	1,642.94	1,642.94
As at March 31, 2020	8,756.10	1,418.02	10,174.12
Remeasurement of post employment benefit obligation (net of tax)	-	(42.29)	(42.29)
Dividend paid	-	(326.55)	(326.55)
Profit for the year	-	966.39	966.39
As at March 31, 2021	8,756.10	2,015.57	10,771.67

Accompanying Notes 1 to 65 forms integral part of these Financial Statements

As per our attached report of even date

for ANSK & Associates

Chartered Accountants

FRN: 026177N

(CA Akhil Mittal)

Partner

M.No. 517856

Date: June 10, 2021

Place: New Delhi

For and on behalf of the Board of Directors

(Vijay Bansal)

Chairman & Managing Director

DIN : 011110877

(CA Shivendra Nigam)

Chief Financial Officer

(Deepak Bansal)

Director

DIN : 011111104

(CS Poonam Chahal)

Company Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1 Company Overview

Cantabil Retail India Limited ('the company') is a public limited company domiciled in India and incorporated on February 9, 1989 under the provisions of the Companies Act applicable in India having corporate identification number L74899DL1989PLC034995. The company is engaged in the business of designing, manufacturing, branding and retailing of apparel and apparel accessories through chain of retail store under the brand name "Cantabil", "Crozo", "Kaneston" & "Lil Potatoes". Registered office of company is situated in Delhi, India. The Company has its primary listings on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

2 Significant Accounting Policies

2.01 Basis of Preparation

The financial statements have been prepared in accordance with Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter, prescribed under Section 133 of the Companies Act, 2013 ("Ind AS").

2.02 Overall Consideration

These financial statements have been prepared on going concern basis using the significant accounting policies and measurement basis summarised below:

These accounting policies have been used throughout all periods presented in financial statements.

2.03 Basis of Measurement

The financial statements are prepared on Historical Cost basis except financial assets and liabilities that are measured at fair value (Refer accounting policy regarding Financial Instruments). The accounting policies not specifically referred to otherwise, are consistent and in consonance with generally accepted accounting principles. All income and expenditure are being accounted for on accrual basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

2.04 Functional and Presentation Currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has

been rounded to the nearest lakhs (upto two decimals), except as stated otherwise.

2.05 Use of Estimates

In preparing Company's financial statements in conformity with Ind AS, management is required to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates and underlying assumption are renewed at each balance sheet date. Any revision to accounting estimates is recognized in the period in which the same is determined.

2.06 Significant Accounting Judgements, Estimates and Assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the related disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when these financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions as and when they occur.

(i) Estimation of defined benefit obligation

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to

the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(ii) Estimation of current tax and deferred tax

Management judgment is required for the calculation of provision for income - taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to adjustment to the amounts reported in these financial statements.

(iii) Useful lives of depreciable/amortizable assets

Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain property, plant and equipment.

(iv) Impairment of trade receivables

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible. Impairment is recognised based on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

(v) Fair value measurement

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date (refer note 49).

(vi) Evaluation of indicators for impairment of assets

The evaluation of applicability of indicators of impairment of assets is based on assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

2.07 Current and Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- Current assets include current portion of non-current of financial assets.

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- Due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.
- Current Liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.08 Operating Expenses

Operating expenses are recognised in statement of profit or loss upon utilisation of the service or as incurred.

2.09 Equity, Reserves and Dividend Payment

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds. Retained earnings include current and prior period retained profits. All transactions with owners of the Company are recorded separately within equity.

2.10 Property Plant & Equipment

i) Initial Recognition and Measurement

An item of property, plant and equipments recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Items of Property, Plant and Equipment are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly

attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management. When parts of an item of property, plant and equipment have different useful life, they are recognized separately.

Items of spare parts, stand-by equipment and servicing equipment which meet the definition of Property, Plant and Equipment are capitalized. Property, Plant and Equipments which are not ready for intended use as on the date of Balance Sheet are disclosed as 'Capital Work-In-Progress'.

ii) **Subsequent costs**

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in profit or loss as incurred.

iii) **De-recognition**

Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

iv) **Depreciation/amortization**

Depreciation is recognized in profit or loss on a written down value over the estimated useful life of each item of Property, Plant and Equipment.

Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Depreciation on property, plant and equipment is provided on their estimated useful life as prescribed by Schedule II of The Companies Act, 2013 as follows:

1) Buildings	30 years
2) Plant & Machinery	15 years
3) Furniture & Fixtures	10 years
4) Vehicles	08 years
5) Office Equipments	05 years
6) Electrical Installation	10 years

7) Computer	03 years
8) Leasehold Improvements	Over the period of lease

The residual value, useful life and methods of PPE are reviewed at each financial year end and adjusted prospectively.

2.11 **Capital Work-in-Progress**

The cost of self-constructed assets includes the cost of materials & direct labour, borrowing costs, any other costs directly attributable to bring the assets to the location and condition necessary for it to be capable of operating in the manner intended by management.

2.12 **Other Intangible Assets**

i) **Initial Recognition and Measurement**

An intangible asset is recognized if and only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the company and the cost of the asset can be measured reliably.

Intangible assets that are acquired by the Company, which have finite useful lives, are recognized at cost less accumulated amortization and accumulated impairment losses, if any. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

ii) **Subsequent Costs**

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

iii) **De-Recognition**

An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognized in the statement of profit and loss.

iv) **Amortization**

Intangible assets having definite life are amortized on straight line method in their useful life.

2.13 **Impairment of Property, Plant and Equipment, Other Intangible Assets**

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable and impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less costs of disposal and value in use. For the purpose of

assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or Company of assets (cash generating units). If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the statement of profit and loss.

2.14 Investment Property

Investment properties are measured at cost less accumulated depreciation and impairment losses, if any. Depreciation on building is provided over the estimated useful lives as specified in Schedule II to the Companies Act, 2013.

2.15 Inventories

Inventories of Raw material, Work-in-progress, Finished goods and Consumable Spares are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.
- Work in progress: cost includes raw material costs plus conversion costs depending upon the stage of completion.
- Finished goods: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity.

All other inventories of stores, consumables, packing material at site are valued at cost. The stock of waste is valued at estimated net realisable value.

2.16 Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and cash in hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

2.17 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

- i) **Financial Assets:** Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

a) Initial Recognition and Measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

b) Subsequent Measurement

Financial assets are subsequently classified and measured at:

- Financial assets at amortised cost
- Financial assets at fair value through profit and loss (FVTPL)
- Financial assets at fair value through other comprehensive income (FVTOCI).

c) Equity Instruments:

All investments in equity instruments in entities other than subsidiaries and joint ventures are measured at fair value. Equity instruments if held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either at FVTOCI or FVTPL. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instruments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment as the company transfers cumulative gain or loss within the equity.

Equity instruments if classified as FVTPL category are measured at fair value with all changes recognized in the profit and loss.

d) De-Recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The contractual rights to receive cash flows from the asset have expired, or
- The Company has transferred its contractual rights to receive cash flows from the asset.

e) Impairment of Financial Asset

Expected credit losses are recognized for all financial assets subsequent to initial recognition in Statement of Profit and loss.

For recognition of impairment loss on financial assets other than Trade receivables, the company determines whether there has been a significant increase in the credit risk since

initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide impairment loss. However, If credit risk is increased significantly, lifetime ECL is used.

If, in a subsequent period, credit quality of the instrument improves to such extent that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12- Month ECL.

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

ii) Financial Liabilities

a) Initial Recognition and Measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

b) Subsequent Measurement

Financial liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any material transaction that are any integral part of the EIR. Trade and other payables maturing within one year from the balance sheet date are carried at transaction value and the carrying amounts approximate fair value due to the short maturity of these instruments.

Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

c) De-Recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective

carrying amounts is recognized in the statement of profit or loss.

2.18 Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counter party.

2.19 Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or Indirectly observable

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the

financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The Company determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

2.20 Impairment of Financial Assets

All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets.

In accordance with Ind-AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

ECL is the weighted average of difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the company is required to consider

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

2.21 Provisions, Contingent Liabilities and Contingent Assets

Provisions are measured at the Present value of the management's best estimate (these estimates are reviewed at each reporting date and adjusted to reflect the current best estimate) of the expenditure required to settle the present obligation at the end of reporting period. Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. "Contingent liabilities are disclosed only when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which is not wholly within the control of the Company or a present obligation that arises from past

events where it is either not probable that an outflow of resources will be required to settle the obligation or estimate of the amount cannot be measured reliably.

No contingent asset is recognized but disclosed by way of notes to accounts only when its recognition is virtually certain.

2.22 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured, regardless of when the payment is being made. Amount of sales are net of goods and service tax, sale returns, trade allowances and discounts but inclusive of excise duty.

To determine whether to recognize revenue, the company follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied.

The company considers the terms of the contract and its customary business practice to determine the transaction price.

In all cases, the total transaction price is allocated amongst the various performance obligations based on their relative standalone selling price. The transaction price excludes amounts collected on behalf of third parties. The consideration promised include fixed amounts, variable amounts, or both.

Revenue is recognised either at a point in time or over time, when (or as) the company satisfies performance obligations by transferring the promised goods or services to its customers.

For each performance obligation identified the company determines at contract inception whether it satisfies the performance obligation over time or satisfies the performance obligation at point in time. If any entity does not satisfy a performance obligation over time, the performance obligation is satisfied at a point in time.

A receivable is recognised where the company's right to consideration is unconditional (i.e. any passage of time is required before payment if the consideration is due).

When either party to a contract has performed, an entity shall present the contract in the balance sheet as contract asset or contract liability, depending on the relationship between the entity's performance and the customer's payment.

While this represents significant new guidance, the implementation of this new guidance had no impact on the timing or amount of revenue recognised by the company in any year.

Company continues to account for export benefits on accrual basis.

Other Income

All other income is recognized on accrual basis when no significant uncertainty exists on their receipt.

Interest Income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest is accrued on time proportion basis, by reference to the principle outstanding at the effective interest rate.

Dividends

Income from dividend on investments is accrued in the year in which it is declared, whereby the company's right to receive is established.

2.23 Foreign Currency Conversions/Transactions

Foreign Currency Transactions are recorded at the exchange rates prevailing on the date of the transactions. Gains and losses arising out of subsequent fluctuations are accounted for on actual payments or realisations as the case may be. Monetary assets and liabilities denominated in foreign currency as on Balance Sheet date are translated into functional currency at the exchange rates prevailing on that date and Exchange differences arising out of such conversion are recognised in the Statement of Profit and Loss.

2.24 Income Taxes

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to any business combination or to an item which is recognised directly in equity or in other comprehensive income.

a) Current Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognized outside statement of profit or loss is recognized outside statement of profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b) Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside statement of profit or loss is recognized outside statement of profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable company Group and the same taxation authority.

c) Minimum Alternate Tax (MAT)

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward.

In the year in which the company recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset.

The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that

it will pay normal tax during the specified period.

2.25 Employee Benefits

i) Short Term Employee Benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present, legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably."

ii) Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit). Company has identified two types of post employment benefits:

a) Defined Contribution Plans

Defined contribution plans are those plans in which the company pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which company pays a fixed contribution and will have no further obligation beyond the monthly contributions and are recognised as an expenses in Statement of Profit & Loss.

b) Defined Benefit Plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

Company pays Gratuity as per provisions of the Gratuity Act, 1972. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit to employees is discounted to determine its present value.

The calculation is performed annually by a qualified actuary using the projected unit credit method. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Any actuarial gains or losses pertaining to components of

re-measurements of net defined benefit liability/(asset) are recognized in OCI in the period in which they arise. The calculation is performed annually by a qualified actuary using the projected unit credit method. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Any actuarial gains or losses pertaining to components of re-measurements of net defined benefit liability/(asset) are recognized in OCI in the period in which they arise.

Company provided for compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

2.26 Borrowing Cost

Borrowing cost include interest calculated using the effective interest method, amortization of ancillary costs and other costs the company incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

2.27 Earning Per Share

Basic Earning Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, net profit after tax during the year and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

2.28 Leases

Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

Right of Use Assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term.

Lease Liability

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the

carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short Term Lease & Leases of Low Value Assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2.29 Statement of Cash Flows

Statement of cash flows is prepared in accordance with the Indirect method prescribed in Ind AS-7 'Statement of Cash Flows'.

2.30 Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received, ultimate collection of the grant/subsidy is reasonably certain and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

2.31 Segment Reporting

The company is engaged in "the business of designing, manufacturing, branding and retailing of apparel and apparel accessories" which in the context of Ind AS 108 "Operating Segment" is considered as the only segment and the Executive Management Committee does not monitor the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment.

2.32 Standards that became effective during the year

There are no new Standards that became effective during the year. Amendments that became effective during the year did not have any material effect except for amendments to Ind AS 116 para 46A for which effect has been separately disclosed as required in para 60A of the Ind AS 116.

(₹ in Lakhs)

3. Property, Plant and Equipment

Particulars	Land	Buildings*	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipments	Electrical Installation and Equipments	Computers	Total	Capital Work in Progress
Gross Block :										
As at April 1, 2019	842.42	3,134.24	1,784.68	2,143.38	53.75	181.13	43.60	118.79	8,302.00	33.64
Additions	-	241.21	223.88	579.71	-	63.60	-	28.25	1,136.65	70.82
Disposals/Transfer	-	-	12.05	16.27	-	0.35	0.25	-	28.92	33.64
Adjustments	-	-	-	-	-	-	-	-	-	-
As at March 31, 2020	842.42	3,375.46	1,996.51	2,706.83	53.75	244.38	43.35	147.04	9,409.73	70.82
Additions	-	85.61	72.63	204.04	-	34.37	-	36.87	433.53	187.19
Disposals/Transfer	-	4.07	16.35	23.52	7.45	4.42	-	0.43	56.23	26.32
Adjustments	-	-	-	-	-	-	-	-	-	-
As at March 31, 2021	842.42	3,456.99	2,052.79	2,887.35	46.30	274.33	43.35	183.48	9,787.03	231.69
Accumulated Depreciation :										
As at April 1, 2019	-	706.79	641.00	778.33	33.97	93.98	25.63	86.61	2,366.31	-
Depreciation	-	254.93	230.07	439.81	5.51	55.08	4.62	27.93	1,017.94	-
Disposals	-	-	0.49	0.42	-	0.03	-	-	0.94	-
Adjustments**	-	-	-	-	-	-	-	-	-	-
As at March 31, 2020	-	961.72	870.57	1,217.72	39.48	149.03	30.25	114.54	3,383.31	-
Depreciation	-	250.98	212.56	397.85	3.79	46.77	3.39	21.32	936.67	-
Disposals	-	0.71	11.36	15.91	5.78	3.89	-	0.39	38.03	-
Adjustments	-	-	-	-	-	-	-	-	-	-
As at March 31, 2021	-	1,211.99	1,071.77	1,599.67	37.49	191.91	33.64	135.48	4,281.95	-
Net Book Value :										
As at March 31, 2021	842.42	2,245.00	981.02	1,287.68	8.81	82.42	9.71	48.00	5,505.08	231.69
As at March 31, 2020	842.42	2,413.74	1,125.93	1,489.10	14.27	95.35	13.10	32.50	6,026.42	70.82

Refer note no. 52 for the assets hypothecated/ mortgaged / pledged with banks.

* Buildings includes leasehold improvements

4 Investment Property

(₹ in Lakhs)

Particulars	Land	Apartment	Total
Gross Block			
As at April 1, 2019	248.70	141.08	389.78
Additions	-	-	-
Disposal	-	-	-
As at March 31, 2020	248.70	141.08	389.78
Additions	-	-	-
Disposal	-	-	-
As at March 31, 2021	248.70	141.08	389.78
Accumulated Depreciation and Impairment			
As at April 1, 2019	-	19.62	19.62
Depreciation	-	5.92	5.92
As at March 31, 2020	-	25.54	25.54
Depreciation	-	5.63	5.63
As at March 31, 2021	-	31.17	31.17
Net Block			
As at March 31, 2021	248.70	109.91	358.61
As at March 31, 2020	248.70	115.54	364.24

Information regarding Income and Expenditure of Investment Property

Particulars	As at March 31, 2021	As at March 31, 2020
Rental income derived from investment properties	4.77	12.56
Direct operating expenses (including repairs and maintenance) generating rental income	(0.70)	(0.79)
Profit arising from investment properties before depreciation and indirect expenses	4.07	11.77
Depreciation	(5.63)	(5.92)
Profit / (Loss) arising from investment properties before indirect expenses	(1.55)	5.86

Fair Value

₹ in Lakhs

As at March 31, 2021**420.00**

As at March 31, 2020

420.00

This valuation is based on circle rate notified by the government. The fair value measurement is categorised in level 2- fair value hierarchy

Premises given on operating lease:

The Company has given investment property (building) on operating lease for four months during the financial year ended March 31, 2021.

5 Right of Use Asset		(₹ in Lakhs)
Particulars	Total	
As at April 1, 2019		
Recognition on transaction to Ind AS 116	18,546.19	
Addition for Leases entered during the year	4,643.45	
Less: Depreciation for the year	(3,378.14)	
As at March 31, 2020		
Addition for Leases entered during the year	2,397.10	
De- recognition on account of closure	(866.38)	
Less: Depreciation for the year	(3,127.26)	
As at March 31, 2021		
	18,214.96	

6 Other Intangible Assets				(₹ in Lakhs)
Particulars	Computer Software	Brands / Trademarks	Total	
Gross Block :				
As at April 1, 2019				
	63.64	4.74	68.37	
Additions	16.42	-	16.42	
Disposals/Transfer	-	-	-	
As at March 31, 2020				
	80.06	4.74	84.79	
Additions	4.08	-	4.08	
Disposals/Transfer	-	-	-	
As at March 31, 2021				
	84.14	4.74	88.87	
Amortisation :				
As at April 1, 2019				
	30.86	1.39	32.25	
Amortisation	16.51	0.67	17.18	
Disposals	-	-	-	
As at March 31, 2020				
	47.37	2.06	49.43	
Amortisation	5.93	0.53	6.46	
Disposals	-	-	-	
As at March 31, 2021				
	53.30	2.59	55.88	
Net Book Value :				
As at March 31, 2021				
	30.84	2.15	32.99	
As at March 31, 2020				
	32.69	2.68	35.37	

7 Investments			(₹ in Lakhs)
Particulars	As at March 31, 2021	As at March 31, 2020	
Investments			
Long Term, Unquoted, fully paid equity shares at Fair Value through Profit & Loss- Non Trade			
20 Equity Shares of Bahadurgarh Footwear Development Services Private Limited of ₹50,000/- each (PY 20 equity shares @ ₹50,000/- each)	10.95	11.91	
Total	10.95	11.91	
Aggregate book value of above investments	10.00	10.00	
Aggregate fair value of above investments	10.95	11.91	

(₹ in Lakhs)		
8 Loans		
Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Security Deposits	953.75	828.81
Total	953.75	828.81

(₹ in Lakhs)		
9 Other Financial Assets (Non-Current)		
Particulars	As at March 31, 2021	As at March 31, 2020
Fixed Deposits with Banks* (remaining maturity more than 12 months)	70.68	72.24
Total	70.68	72.24

* Pledged with Government Authorities / Banks

(₹ in Lakhs)		
10 Deferred Tax Assets (Net)		
Particulars	As at March 31, 2021	As at March 31, 2020
Tax effect of items constituting deferred tax asset		
On Difference between book balance and tax balance of PPE	370.28	313.31
Compensated Absences Payable	18.10	17.64
Bonus Payable	50.13	73.15
Gratuity Payable	98.74	76.42
Provision for Doubtful Debts	13.05	17.00
Provision for Doubtful Security Deposits	2.61	-
Total (a)	552.91	497.53
Tax effect of items constituting Deferred Tax Asset		
Impact of Ind AS 116 "Leases"	1,119.48	782.66
Impact of Other Ind AS	(17.80)	(0.15)
Total (b)	1,101.69	782.51
Tax Credits		
MAT Credit Entitlement	210.59	612.18
Total (c)	210.59	612.18
Total Deferred Tax Assets/ (Liability) (a)+(b)+(c)	1,865.19	1,892.22

(₹ in Lakhs)		
Reconciliation of Deferred Tax (Net)		
Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	1,892.22	1,689.70
Tax (income) / expense during the year recognised in profit or loss	357.18	271.15
Tax (income)/expense during the year recognised in OCI	17.37	2.45
MAT Credit Entitlement	(401.59)	(71.08)
Closing Balance of Deferred Tax Asset	1,865.19	1,892.22

(₹ in Lakhs)		
11 Other Non Current Assets		
Particulars	As at March 31, 2021	As at March 31, 2020
Capital Advances (Unsecured, considered good)	673.93	473.93
Prepaid Expenses	260.75	321.24
Total	934.68	795.17

12 Inventories

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Inventories (Valued at lower of cost or net realisable value on FIFO basis)		
Raw Materials		
In hand	568.54	667.00
In transit	53.74	-
Work in Progress*	1,396.76	1,516.25
Finished Goods		
In hand	7,021.48	6,067.12
In transit	-	435.61
Stock in Trade		
In hand	3,320.98	3,550.77
In transit	-	568.25
Total	12,361.50	12,805.01

* Work in Progress includes material lying at Job-worker's premises amounting to ₹ 848.22 lacs (PY 1,072.89 lacs)
 Refer note no. 52 for inventories hypothecated/ mortgaged / pledged with banks.

13 Investments

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Investments at Fair Value through Profit & Loss Account		
In Quoted Equity Shares		
1,600 Equity shares of Nova Iron & Steel Co. Ltd face value @ ₹10 each (PY 1,600 Shares face value @ ₹10 each)	0.11	0.04
In Quoted Mutual Funds		
HDFC Equity Fund (G) Nil units (PY 833.903 units NAV @ ₹457.74 each) (PY 833.903 units NAV @ ₹591.57 each)	-	3.82
Total	0.11	3.85
Aggregate book value of quoted investments	0.24	1.54
Aggregate market value of quoted investments	0.11	3.85

14 Trade Receivables

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Considered Good- Unsecured	388.57	452.34
Credit Impaired	44.80	58.40
Allowance for Expected Credit Loss	(44.80)	(58.40)
Total	388.57	452.34

Refer note no. 52 for trade receivables hypothecated/ mortgaged / pledged with banks.

15 Cash and Cash Equivalents

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Balances with Banks*	755.20	335.85
Balances on Unpaid Dividend Account**	0.44	-
Cash in Hand	70.54	62.04
Deposits with Banks-FDR	-	7.47
Total	826.18	405.35

* Includes debit balance in HDFC overdraft facility as on March 31, 2021. Refer Note no. 27(v)

** Does not include any amount due and outstanding required to be credited to Investor Education and Protection Fund

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
16 Loans		
Security Deposits (Unsecured, Considered Good)	57.83	76.28
Security Deposits (Unsecured, Considered Doubtful)	8.97	6.87
Allowance for Expected Credit Loss	(8.97)	(6.87)
Total	57.83	76.28
17 Other Financial Assets (Current)		
(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, Considered Good		
Inter Corporate Loan to Related Party (Refer Note No. 53)	412.95	412.60
Other Receivables	16.11	14.86
Total	429.06	427.46
18 Current Tax Assets (Net)		
(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Income Tax Recoverable (earlier years)	86.04	45.95
Total (a)	86.04	45.95
Tax Payable/Refundable		
Advance Tax	-	475.00
TDS Receivable	-	7.67
Less: Provision For Income Tax/MAT	-	(418.54)
Total (b)	-	64.13
Total (a) + (b)	86.04	110.07
19 Other Current Assets		
(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Funds allotted for Skill Development Program under DDU-GKY from HRSLM (Refer Note 62)	109.40	120.56
Less: Unexecuted Liability towards Skill Development Program under DDU-GKY	(108.30)	(119.46)
Net Balance (A)	1.10	1.10
Advances receivable in cash or kind		
Advances to Suppliers	45.27	94.93
Advances to Staff	50.83	7.03
Prepaid Expenses	102.37	79.33
Deposit and Balances with Government Authorities	332.34	450.40
Total (B)	530.80	631.68
Total (A+B)	531.90	632.78

20 Equity Share Capital

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Authorised Share Capital		
170,00,000 shares (March 31, 2020 - 170,00,000)		
Equity Shares of ₹ 10/- each	1,700.00	1,700.00
Issued Equity Share Capital:		
1,63,27,608 shares (March 31, 2020 - 1,63,27,608)		
Equity Shares of ₹ 10/- each	1,632.76	1,632.76
Subscribed and fully paid up:		
1,63,27,608 shares (March 31, 2020 - 1,63,27,608)		
Equity Shares of ₹ 10/- each	1,632.76	1,632.76
	1,632.76	1,632.76

(i) Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Numbers of shares	₹ in Lakhs	Numbers of shares	₹ in Lakhs
Balance at the beginning of the period	1,63,27,608	1632.76	1,63,27,608	1632.76
Change in equity share capital during the period	-	-	-	-
Balance at the end of reporting period	1,63,27,608	1632.76	1,63,27,608	1632.76

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2021		As at March 31, 2020	
	Numbers of shares held	% holding in that class of shares	Numbers of shares held	% holding in that class of shares
Equity shares with voting rights				
Mr. Vijay Bansal	61,25,000	37.51%	61,12,801	37.44%
Mrs. Sushila Bansal	28,25,000	17.30%	28,11,674	17.22%
Mr. Deepak Bansal	25,79,000	15.80%	25,67,436	15.72%

(iii) Terms / rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Every member holding equity shares therein shall have voting rights in proportion to his shares of the paid up equity share capital. The Company declares and pay dividend in Indian rupees.

In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iv) No shares have been issued by the company for consideration other than cash, during the period of five years immediately preceding the reporting periods. Further, no shares which are reissued for use under options and contracts or commitment for sale of shares or disinvestment.

21 Other Equity

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Securities Premium:		
Balance at the beginning of the reporting period	8,756.10	8,756.10
Add : Premium on issue of equity share	-	-
Balance at the end of the reporting period	8,756.10	8,756.10
Retained Earnings:		
Balance at the beginning of the reporting period	1,418.02	1,041.36
Impact of Ind AS 116 (Leases)	-	(1,778.11)
Deferred tax on above	-	517.78
Profit/(Loss) for the year	966.39	1,642.94
Dividend Paid	(326.55)	-
Remeasurement of gains/(losses) of defined benefit obligation (net of tax)	(42.29)	(5.96)
Balance at the end of the reporting period	2,015.57	1,418.02
Total Other Equity	10,771.67	10,174.12

Nature and Purpose of Other Reserves**Securities Premium**

Securities Premium represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of The Companies Act, 2013.

Retained Earnings

All the profits or losses made by the Company are transferred to retained earnings from statement of profit and loss.

22 Borrowings (Non-Current)

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Borrowings-Term loans - Secured		
a. From Banks	-	-
b. From Non banking Financial Institutions	-	238.94
Total		238.94

Disclosure of Repayment Terms

Particulars	As at March 31, 2021	As at March 31, 2020
Punjab National Bank Housing Finance Limited*	-	238.94
Total	-	238.94

*** Punjab National Bank Housing Finance Limited - Loan Against Property**

- (a) Original Loan against property of ₹ 119.50 lakhs, Original Tenure- 120 months by equated monthly installment (EMI) of ₹ 1,54,730/- Interest payable @ 10.75% p.a. repayable over the period December 10, 2017 to September 10, 2028 against mortgage of Shop No GF SR 20, Ansal Plaza, Vaishali, village Hasanpur, Ghaziabad, Uttar Pradesh and Shop No. F07 and F08, Mittal Mall Sector 25 Part II, Panipat, Haryana-132103. The same has been re-paid fully by the company during the financial year ended March 31, 2021.
- (b) Original Loan against property of ₹ 181.50 lakhs, Original Tenure- 120 months by equated monthly installment (EMI) of ₹ 2,38,689/- Interest payable @ 11.00% p.a. repayable over the period December 10, 2017 to August 10, 2028. Floating against mortgage of Plot No. J27, Mayfield Garden, Sector 51, Gurgaon Haryana - 122001. The same has been re-paid fully by the company during the financial year ended March 31, 2021.

23 Lease Liability

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance of Lease Liability	22,499.22	-
Recognition on transaction to Ind AS 116	-	20,324.30
Addition for Leases entered during the year	2,397.10	4,643.45
Interest Cost for the year	1,991.28	1,379.49
Less: De- recognition on account of closure	(1,033.47)	-
Less: Lease Payments during the year	(3,794.78)	(3,848.03)
Closing balance of Lease Liability	22,059.34	22,499.22
Current Lease Liability	2,811.24	1,818.75
Non Current Lease Liability	19,248.10	20,680.46

24 Other Financial Liabilities (Non Current)

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Security Deposit Received	1,138.83	955.60
Total	1,138.83	955.60

25 Provisions (Non Current)

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for Gratuity	315.81	320.94
Provision for Leave Encashment	34.64	48.81
Total	350.45	369.75

Refer Note No. 47

26 Other Non Current Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred Income (Refer Note No. 64)	367.80	433.33
Total	367.80	433.33

27 Borrowings (Current)

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Borrowings		
From Banks (Secured)	1,436.50	3,359.89
Total	1,436.50	3,359.89

Details of Security and Repayment Terms for the Secured Short-Term Borrowings:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
<u>Loans Repayable on Demand From Banks</u>		
(i) ICICI Bank Ltd.	-	1,006.90
(ii) Standard Chartered Bank	365.93	852.27
(iii) Standard Chartered Bank (LC)	-	-
(iv) State Bank of India	705.54	1,266.80
(v) HDFC Bank	-	233.92
(vi) Axis Bank	365.03	-
TOTAL	1,436.50	3,359.89

- (i) Interest payable @ MCLR - 6 months + spread is 1.20% and WCDL Interest payable @ MCLR 6M + spread is 1.10% to be applied on daily balances of the Facility. Pari passu charge by way of hypothecation on company entire stock of Raw Materials , processed stock , Finished Goods, consumable stores and spares situated at present and future premises of the company and such other movables including Book-debts , Bills whether documentary or clean, outstanding monies , receivables, both and future in a form and manner satisfactory to the Bank. Pari passu charge by way of equitable mortgage on residential property located at 28, Road no. 78, Punjabi Bagh (West), New Delhi, owned by Deepak Bansal. Personal Guarantees which include the guarantees of Mr. Vijay Bansal (CMD), Mr. Deepak Bansal (Director and Guarantor) and Smt. Sushila Bansal (Guarantor). ICICI bank Facility has been fully repaid.
- (ii) Interest payable @three month MIBOR + 4.30% p.a. (variable) to be applied on daily balances on the Overdraft Facility. Interest, commission and other charges as appropriate, will be levied as stated in sanction. Secured against hypothecation on Present and Future current assets of the company. CRR on stocks and book debts post deduction on charge on current assets for HDFC Bank, Axis Bank and State Bank of India. Mortgage on residential property located at 28, Road no. 78, Punjabi Bagh (West), New Delhi, owned by Deepak Bansal. Value considered post deduction of pari passu charge on the property by Axis Bank. Personal Guarantees which include the guarantees of of Mr. Vijay Bansal (CMD), Mr. Deepak Bansal (Director and Guarantor) and Smt. Sushila Bansal (Guarantor).
- (iii) LC Commission payable @ 2% p.a. Commission and other charges as appropriate, will be levied as stated in sanction. Secured against hypothecation on Present and Future current assets of the company. CRR on stocks and book debts post deduction on charge on current assets for Axis Bank, HDFC Bank and State Bank of India. Mortgage on residential property located at 28, Road no. 78, Punjabi Bagh (West), New Delhi, owned by Deepak Bansal. Value considered post deduction of pari passu charge on the property by Axis Bank and Personal Guarantees which include the guarantees of of Mr. Vijay Bansal (CMD), Mr. Deepak Bansal (Director and Guarantor) and Smt. Sushila Bansal (Guarantor).
- (iv) Interest payable @ EBLR + 1% p.a. chargeable on monthly rests, to be applied on daily balances of the cash credit facility. Secured Against hypothecation of stocks of raw material, stock-in-process, Finished goods, stores & Spares of garment manufacturing unit and receivables on pari-passu basis with HDFC Bank, Axis Bank and Standard Chartered Bank. Further secured against Equitable/Registered Mortgage of immovable properties of the company's Land along with Building at Plot No. 359, 360 & 361 Phase 4B, HSIIDC Industrial Estate, Bahadurgarh (Haryana) total Plot area 12150 Sq. mtr., plant & machineries and Personal Guarantee of Mr. Vijay Bansal (CMD), Mr. Deepak Bansal (Director and Guarantor) and Smt. Sushila Bansal (Guarantor)
- (v) Interest payable @ 1 Year MCLR + 1.30% p.a. chargeable on monthly rests, to be applied on daily balances of the overdraft facility. Secured against hypothecation of current assets including card receivable on pari-passu basis with State Bank of India, Axis Bank and Standard Chartered Bank. Further secured against Equitable/Registered Mortgage of immovable properties of the company's Land along with Building at Plot No. 359, 360 & 361 Phase 4B, HSIIDC Industrial Estate, Bahadurgarh (Haryana) total Plot area 12150 Sq. mtr., plant & machineries and Personal Guarantee of Mr. Vijay Bansal (CMD), Mr. Deepak Bansal (Director and Guarantor) and Smt. Sushila Bansal (Guarantor). However, the overdraft facility has debit balance as on March 31, 2021 which is included in Balances with banks. Refer Note no. 15.
- (vi) Interest payable @ 1 Year MCLR + 0.05% p.a. chargeable on monthly rests, Secured against hypothecation of current assets including entire stock of Raw Materials , processed stock , Finished Goods, consumable stores and spares and Book-debts on pari-passu basis with State Bank of India, HDFC Bank Ltd. and Standard Chartered Bank. Further secured against Mortgage on residential property located at 28, Road no. 78, Punjabi Bagh (West), New Delhi, owned by Deepak Bansal. And Personal Guarantee of Mr. Vijay Bansal (CMD), Mr. Deepak Bansal (Director and Guarantor) and Smt. Sushila Bansal (Guarantor).

28 Trade Payables

(₹ in Lakhs)

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Total Outstanding Dues to Micro & Small Enterprises (Refer Note No. 63)	646.00	478.58
Total Outstanding Dues Other than Micro, & Small Enterprises	3,214.98	3,367.46
Total	3,860.98	3,846.03

29 Other Financial Liabilities (Current)

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Current Maturities of Long Term Borrowings (Refer Note No. 22)	-	184.49
Security Deposit Received	50.99	42.85
Unclaimed Dividend Payable	0.44	-
Other Payables		
Salary & Wages Payable	344.39	341.60
Expenses Payable	322.37	283.00
Total	718.19	851.95

30 Other Current Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Statutory Dues	132.89	115.46
Advances From Customers	3.31	3.63
Other Payables	15.98	6.17
Deferred Income (Refer Note 64)	55.64	32.30
Total	207.83	157.57

31 Provisions (Current)

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for Gratuity*	61.81	39.71
Provision for Leave Encashment*	27.53	11.76
Provision for Bonus	172.15	251.20
Total	261.48	302.67

* Refer Note No. 47

32 Current Tax Liabilities (Net)

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Tax Payable		
Provision For Current Tax /MAT	214.90	-
Less: Advance Tax	(150.00)	-
Less: TDS Receivable	(10.96)	-
Total	53.94	-

33 Revenue From Operations

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Sale of Products	25,152.01	33,792.43
Sale of Services	1.02	1.84
Other Operating Revenues	11.35	9.38
Total	25,164.38	33,803.65

Refer Note No. 54

34 Other Income

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Interest Income	76.48	59.32
Unwinding of Interest Income on Security Deposits given	71.03	122.21
Security Deposits Income	89.77	81.32
Government Grant	36.49	4.19
Rental Income	7.22	15.01
Recoveries from Late Deliveries	4.22	104.99
Unconditional Rent Concession Income	1,374.67	-
Gain on Sale of Mutual Funds	3.03	-
Other Non Operating Income	15.13	30.46
Total	1,678.04	417.50

35 Cost of Materials Consumed

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Inventory at the Beginning of the Year	667.00	601.31
Purchases	4,928.95	8,319.40
Cartage Inward	8.38	19.47
Sub Total	5,604.32	8,940.18
Less: Inventory at the End of the Year	622.28	667.00
Total	4,982.04	8,273.19

36 Purchase of Stock in Trade

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Traded Goods	3,368.14	6,648.60
Total	3,368.14	6,648.60

37 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
<u>Inventories at the end of the year:</u>		
Finished Goods	7,021.48	6,502.73
Work-in-Progress	1,396.76	1,516.25
Stock in Trade	3,258.31	4,085.16
Total (a)	11,676.55	12,104.14
<u>Inventories at the Beginning of the Year:</u>		
Finished Goods	6,502.73	4,137.24
Work-in-Progress	1,516.25	1,244.64
Stock in Trade	4,085.16	3,706.49
Total (b)	12,104.14	9,088.37
Net (Increase) / Decrease	427.59	(3,015.77)

38 Employee Benefits Expense

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Salaries and Wages	3,933.22	5,659.09
Contributions to Provident and Other Funds	159.19	268.39
Staff Welfare Expenses	66.07	66.93
Total	4,158.48	5,994.41

39 Finance Costs

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Interest		
Interest on Term Loans	32.31	58.12
Interest on Working Capital Loans	187.19	288.84
Other Interest		
Interest on Security Deposits	13.22	13.73
Interest on Lease Liability	1,991.28	1,379.49
Unwinding of Interest Costs on Security Deposits received	60.33	109.62
Other Borrowing Costs		
Bank and Other Financial Charges	195.34	221.19
Total	2,479.67	2,071.00

40 Depreciation and Amortisation Expense

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Depreciation on Property, Plant & Equipment	936.67	1,017.94
Depreciation on Right of Use Asset	2,960.17	3,378.14
Depreciation on Investment Property	5.63	5.92
Amortisation of Intangible Assets	6.46	17.18
Total	3,908.92	4,419.18

41 Other Expenses

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Consumption of Consumables	15.58	24.61
Job Work Charges	1,686.11	2,894.51
Electricity and Fuel Expenses	503.80	663.65
Rent (Refer Note No. 56)	167.32	145.34
Repairs and Maintenance - Plant & Machinery	30.79	54.53
Repairs and Maintenance - Building & Others	79.14	91.41
Insurance	45.64	32.82
Fee, Rates and Taxes	62.85	65.65
Communication	50.12	48.63
Travelling and Conveyance	103.49	153.74
Printing and Stationery	66.85	68.83
Freight and Forwarding	182.24	226.14
Commission	1,650.87	1,576.48
Consumption of Carry Bags	117.17	100.74
Store Maintenance & Running Expenses	387.52	468.24
Security Expenses	399.86	59.16
Festival Expenses	45.22	41.91
Business Promotion	41.77	46.55
Advertisement & Publicity Expenses	372.69	348.93
Legal and Professional Charges	173.76	198.83
CSR Expenditure (Refer Note No. 45)	32.00	19.50
Payments to Auditors (Refer Note No. 46)	10.20	10.20
Fair Value Loss on Investments	0.89	5.47
Impairment of Property Plant & Equipment	12.44	13.34
Security Deposits Written Off	18.53	-
Bad & Doubtful Debts	0.85	-
Allowances for Expected Credit Loss	2.10	30.71
Miscellaneous Expenses	32.08	40.02
Total	6,291.88	7,429.94

42 Tax Expense**a) Tax Expense**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Current Tax	214.90	418.54
Current Tax - MAT Availment / (Credit)	470.68	71.08
Deferred Tax Reversal / (Charge)	(357.18)	268.04
Tax Adjustment related to earlier years	(69.10)	-
Total Tax Expense Recognised in Statement of Profit & Loss	259.30	757.67

b) Tax Expense Recognised in Other Comprehensive Income

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Tax on Re-measurement Losses on Defined Benefit Plans	(17.37)	(2.45)
Total	(17.37)	(2.45)

c) Reconciliation of Effective Tax Rate

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Profit Before Tax	1,225.69	2,400.61
Enacted Tax Rate in India	29.12	29.12
Expected Tax Expenses	356.92	699.06
Tax on Additional Deduction under Income Tax Act, 1961	(1,606.67)	(1,489.10)
Tax on Expenses Disallowed under Income Tax Act, 1961	1,935.30	1,897.87
Set off of Carried Forward Losses under Income Tax Act, 1961	-	(618.20)
Tax on Income at other than specified rate	0.03	-
Deferred Tax Reversal / (Charge)	(357.18)	268.04
Tax Adjustment related to earlier years	(69.10)	-
Reported Tax Expense	259.30	757.67

d) Reconciliation of Unutilised Tax Credit Under MAT

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Opening Balance	612.18	661.85
Tax Credit Utilised during the year	(470.68)	(71.08)
Unrecognised Tax credit for earlier years	-	21.41
Tax Adjustment related to earlier years	69.10	-
Closing Balance	210.59	612.18

43 Other Comprehensive Income (OCI)

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
The Disaggregation of changes to OCI by each type of reserve in equity is :		
Re-measurement Gains (losses) on Defined Benefit Plans	(59.66)	(8.41)
Deferred Tax (Charge)/Reversal	17.37	2.45
Total	(42.29)	(5.96)

44 Earnings Per Equity Share

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Equity Share of Face Value of ₹ 10 each		
Profit Attributable to Equity Share Holders	966.39	1,642.94
Weighted Number of Equity Shares Outstanding During the Year (Number in lakhs)	163.28	163.28
Par Value Per Share (in ₹)	10.00	10.00
EPS :		-
Basic (in ₹)	5.92	10.06
Diluted (in ₹)	5.92	10.06

45 Details of CSR Expenditure as per Section 135 of The Companies Act, 2013:

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
a) Gross Amount Required to be Spent during the year	32.00	19.50
b) Amount Spent during the year:		
i) Construction/Acquisition of any Asset	-	-
ii) On Purposes other than (i) above	32.00	19.50

46 Payments to the Auditors Comprise of:

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Statutory Audit Fees	9.00	9.00
Limited Review	1.20	1.20
Total	10.20	10.20

47 Employee Benefit Obligations

(₹ in Lakhs)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non-current	Current	Non-current
Gratuity	61.81	315.81	39.71	320.94
Leave Encashment	27.53	34.64	11.76	48.81
Total	89.34	350.45	51.47	369.75

A Disclosure of Gratuity**(i) Amount Recognised in the Statement of Profit and Loss is as under:**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Current Service Cost	80.11	97.61
Net Interest Cost (Income)	22.44	19.91
Net Impact on Profit (Before Tax)	102.55	117.52
Actuarial Loss/(Gain) Recognised during the Year	(59.66)	(8.41)
Total	42.88	109.12

(ii) Change in the Present Value of Obligation:

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Present Value of Defined Benefit Obligation as at the Beginning of the Year	360.65	269.07
Current Service Cost	80.11	97.61
Interest Cost	22.44	19.91
Benefits Paid	(25.92)	(17.53)
Actuarial Loss/(Gain)	(59.66)	(8.41)
Past Service Cost	-	-
Present Value of Defined Benefit Obligation at the End of the Year	377.62	360.65

(iii) Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets: (₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Present Value of Funded Obligation as at the End of the Year	377.62	360.65
Fair Value of Plan Assets as at the End of the Period Funded Status	(377.62)	(360.65)
Unfunded/Funded Net Liability Recognized in Balance Sheet	377.62	360.65

(iv) Breakup of Actuarial (Gain)/Loss: (₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Actuarial (Gain)/Loss from Change in Demographic Assumption	-	46.85
Actuarial (Gain)/Loss From Change in Financial Assumption	(41.98)	22.89
Actuarial (Gain)/Loss From Experience Adjustment	(17.68)	(78.15)
Total Actuarial (Gain)/Loss	(59.66)	(8.41)

(v) Actuarial Assumptions (₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Discount Rate	6.25%	6.20%
Rate of Increase in Compensation Levels	5.00%	7.00%
Retirement Age	60/65/70 Yrs	60 Yrs

Notes:

- 1) The discount rate is based on the prevailing market yield of Indian Government bonds as at the balance sheet date for the estimated terms of obligations.
- 2) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

(vi) Sensitivity Analysis for Gratuity Liability (₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Impact of Change in Discount Rate		
Present Value of Obligation at the End of the Year		
- Increase due to Decrease of 1 %	359.19	41.89
- Decrease due to Increase of 1 %	398.05	37.90
Impact of Change in Salary Increase		
Present Value of Obligation at the End of the Year		
- Increase due to Increase of 1 %	396.67	40.26
- Decrease due to Decrease of 1 %	360.07	36.79

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged. Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously.

The methods used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

(vii) Maturity Profile of Defined Benefit Obligation

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Within next 12 Months	59.96	39.71
Between 1-5 Years	151.95	142.96
Beyond 5 Years	165.70	177.99

B. Leave Encashment**Amount Recognised in the Statement of Profit and Loss is as under:**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Current Service Cost	19.41	18.27
Interest Cost	2.86	3.37
Actuarial Loss/(Gain) Recognised during the Year	60.49	86.00
Total	82.76	107.64

C. Defined Contribution Plan

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Contribution to Provident and Other Funds	159.19	268.39
Total	159.19	268.39

48 Related Party Disclosure

- i) The related parties as per terms of Ind AS-24, " related Party Disclosure" , (specified under section 133 of the Companies Act , 2013, read with rule 7 of (Accounts) Rule , 2015) and Section 188 of Companies Act, 2013 are disclosed below :-
Related Parties with whom Transactions have taken place during the year :

(i) Directors (A)	(ii) Enterprises in which Directors' relative are Interested (B)
Mr. Vijay Bansal (CMD) Mr. Deepak Bansal (WTD) Mr. Basant Goyal (WTD) Mrs. Renu Jagdish (Independent Director) Mr. Rajeev Sharma (Independent Director) Mr. Balvinder Singh Ahluwalia (Independent Director)	Aamor Inox Limited
(iii) Key Management Personnel's relative (C)	(iv) Key Management Personnel (D)
Mr. Mukesh Hooda Mr. Mukesh Hooda (HUF) Mrs. Murti Devi Mr. Bhim Singh	Mr. Shivendra Nigam (CFO) Mrs. Poonam Chahal (CS)
v) Enterprises in which Directors are Interested (E)	(vi) Director's relative (F)
Global Textiles	Mrs. Megha Bansal

iii. Transaction with Related Parties

(₹ in Lakhs)

Particulars	Director (A)		Enterprises in which Directors' relative are Interested (B)		Key Management Personnel's relative (C)		Key Management Personnel (D)		Enterprises in which Directors are Interested (E)		Director's relative (F)	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
A) Transaction												
Director's Remuneration & Perquisites												
Mr. Vijay Bansal	64.16	83.20	-	-	-	-	-	-	-	-	-	-
Mr. Deepak Bansal	64.16	83.20	-	-	-	-	-	-	-	-	-	-
Mr. Basant Goyal	19.38	24.17	-	-	-	-	-	-	-	-	-	-
Director's Sitting Fees												
Mr. Arun Kumar Roopanwal	-	1.20	-	-	-	-	-	-	-	-	-	-
Mrs. Renu Jagdish	2.60	2.60	-	-	-	-	-	-	-	-	-	-
Mr. Lalit Kumar	-	1.20	-	-	-	-	-	-	-	-	-	-
Mr. Rajeev Sharma	2.40	1.20	-	-	-	-	-	-	-	-	-	-
Mr. Balvinder Singh Ahluwalia	2.60	1.20	-	-	-	-	-	-	-	-	-	-
Remuneration to Key Management Personnel												
Mr. Shivendra Nigam	-	-	-	-	-	-	25.54	31.90	-	-	-	-
Ms. Poonam Chahal	-	-	-	-	-	-	13.21	16.44	-	-	-	-
Remuneration Director's relative												
Ms. Megha Bansal	-	-	-	-	-	-	-	-	-	-	11.72	12.00
Purchase of Fabric	-	-	-	-	-	-	-	-	962.16	1,677.69	-	-
Global Textiles	-	-	-	-	-	-	-	-	-	-	-	-
Commission												
Mr. Bhim Singh	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Mukesh Hooda	-	-	-	-	10.62	0.11	-	-	-	-	-	-
Mukesh Hooda HUF	-	-	-	-	5.31	5.15	-	-	-	-	-	-
Ms. Murti Devi	-	-	-	-	25.81	14.91	-	-	-	-	-	-
Meeting & Conference												
Mahalaxmi Castles & Villas Pvt Ltd	-	-	-	1.00	-	-	-	-	-	-	-	-
Interest Receivable												
Aamor Inox Limited	-	-	56.00	56.00	-	-	-	-	-	-	-	-
Security Deposit Received												
Mukesh Hooda HUF	-	-	-	-	-	-	-	25.00	-	-	-	-
Security Deposit Repaid												
Mr. Bhim Singh	-	-	-	-	-	-	-	25.00	-	-	-	-

Transaction with Related parties Cont...

(₹ in Lakhs)

Particulars	Director (A)		Enterprises in which Directors' relative are Interested (B)		Key Management Personnel's relative (C)		Key Management Personnel (D)		Enterprises in which Directors are Interested (E)		Director's relative (F)	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
	(B) Balance outstanding as at the end of the year											
Inter Corporate Deposit Given												
Aamor Innox Limited	-	-	412.95	412.60	-	-	-	-	-	-	-	-
Payable for Remuneration												
Mr. Vijay Bansal	5.05	4.74	-	-	-	-	-	-	-	-	-	-
Mr. Deepak Bansal	5.05	4.70	-	-	-	-	-	-	-	-	-	-
Mr. Basant Goyal	1.60	2.35	-	-	-	-	-	-	-	-	-	-
Mr. Shivendra Nigam	-	-	-	-	-	-	1.89	2.62	-	-	-	-
Ms. Poonam Chahal	-	-	-	-	-	-	1.18	1.06	-	-	-	-
Ms. Megha Bansal	-	-	-	-	-	-	-	-	-	-	1.30	1.00
Payable for Creditors												
Global Textiles	-	-	-	-	-	-	-	-	523.90	585.22	-	-
Payable for Security Deposit												
Mr. Bhim Singh	-	-	-	-	10.00	10.00	-	-	-	-	-	-
Mr. Mukesh Hooda	-	-	-	-	50.00	50.00	-	-	-	-	-	-
Mukesh Hooda HUF	-	-	-	-	25.00	25.00	-	-	-	-	-	-
Ms. Murti Devi	-	-	-	-	10.00	10.00	-	-	-	-	-	-
Payable for Commission												
Mr. Bhim Singh	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Mukesh Hooda	-	-	-	-	0.86	0.85	-	-	-	-	-	-
Mukesh Hooda HUF	-	-	-	-	0.43	0.42	-	-	-	-	-	-
Ms. Murti Devi	-	-	-	-	5.12	1.37	-	-	-	-	-	-

Note: As the liabilities for gratuity and leave encashment are provided on actuarial basis for the company as a whole, the amount pertaining to Directors and Key Management Personnel are not included in above.

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

49 Fair Value Disclosures
i) Fair Values Hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are divided into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Financial Assets and Liabilities Measured at Fair Value - Recurring Fair Value Measurements

(₹ in Lakhs)

As at March 31, 2021	Level 1	Level 2	Level 3	Total
Assets At Fair Value				
Investments Measured At Fair Value				
Through Other Comprehensive Income	-	-	-	-
Investments Measured At Fair Value Through Profit And Loss	0.11	10.95	-	11.06
Total	0.11	10.95	-	11.06
As at March 31, 2020	Level 1	Level 2	Level 3	Total
Assets at Fair Value				
Investments Measured At Fair Value Through Other Comprehensive Income	-	-	-	-
Investments Measured At Fair Value Through Profit And Loss	3.85	11.91	-	15.76
Total	3.85	11.91	-	15.76

Valuation Process and Technique used to Determine Fair Value

The fair value of investments in mutual fund units is based on the net asset value (NAV) as stated by the issuers of these mutual fund units in the published statements as at the Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors. The fair value of investments in shares is based on fair market value as stated by stock exchanges of these shares as at the Balance Sheet date. Fair Market Value is the prevailing market price of the share.

(ii) Fair Value of Instruments Measured at Amortised Cost

(₹ in Lakhs)

Particulars	Level	As at March 31, 2021		As at March 31, 2020	
		Carrying value	Fair value	Carrying value	Fair value
Financial Assets					
Loans	Level 3	1,011.58	1,011.58	905.09	905.09
Trade Receivables	Level 3	388.57	388.57	452.34	452.34
Cash & Cash Equivalents	Level 3	826.18	826.18	405.35	405.35
Other Financial Assets	Level 3	499.74	499.74	499.70	499.70
Total Financial Assets		2,726.08	2,726.08	2,262.47	2,262.47
Financial Liabilities					
Borrowings	Level 3	1,436.50	1,436.50	3,598.83	3,598.83
Trade Payables	Level 3	3,860.98	3,860.98	3,846.03	3,846.03
Lease Liability	Level 3	22,059.34	22,059.34	22,499.22	22,499.22
Other Financial Liabilities	Level 3	1,857.02	1,857.02	1,807.55	1,807.55
Total Financial Liabilities		29,213.85	29,213.85	31,751.63	31,751.63

The management assessed that cash and cash equivalents, other bank balances, trade receivables, trade payables, short term borrowings and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

All long term borrowing facilities availed by the Company are variable rate facilities which are subject to changes in underlying interest rate indices. Further, the credit spread on these facilities are subject to change with changes in Company's creditworthiness. The management believes that the current rate of interest on these loans are in close approximation from market rates applicable to the Company. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.

50 Financial Risk Management

i) Financial Instruments By Category

(₹ in Lakhs)

Particulars	As at March 31, 2021			As at March 31, 2020		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial Assets						
Investments	11.06	-	-	15.76	-	-
Other Financial Assets	-	-	499.74	-	-	499.70
Trade Receivables	-	-	388.57	-	-	452.34
Cash and Cash Equivalents	-	-	826.18	-	-	405.35
Loan	-	-	1,011.58	-	-	905.09
Total	11.06	-	2,726.08	15.76	-	2,262.47
Financial Liabilities						
Borrowings	-	-	1,436.50	-	-	3,598.83
Trade Payables	-	-	3,860.98	-	-	3,846.03
Lease Liability	-	-	22,059.34	-	-	22,499.22
Other Financial Liabilities	-	-	1,857.02	-	-	1,807.55
Total	-	-	29,213.85	-	-	31,751.63

ii) Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement
Credit Risk	Cash And Cash Equivalents, Trade Receivables, Financial Assets Measured At Amortised Cost	Ageing Analysis
Liquidity Risk	Borrowings And Other Liabilities	Rolling Cash Flow Forecasts
Market Risk - Interest Rate	Borrowings At Variable Rates	Sensitivity Analysis

A) Credit Risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The Company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,

a) Credit Risk Management

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with

different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

(a) Low Credit Risk (b) Moderate Credit Risk (c) High Credit Risk

Assets under Credit Risk –

(₹ in Lakhs)

Credit Rating	Particulars	As at March 31, 2021	As at March 31, 2020
A: Low	Investments	11.06	15.76
	Other Financial Assets	499.74	499.70
	Cash and Cash Equivalents	826.18	405.35
	Trade Receivables	388.57	452.34
	Loans	1,011.58	905.09

Cash & Cash Equivalents And Bank Deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

Trade Receivables And Other Financial Assets

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and business intelligence. Sale limits are established for each customer and reviewed annually. Any sales exceeding those limits require approval from the appropriate authority as per policy.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are a institutional, dealers or end-user customer, their geographic location, industry, trade history with the Company and existence of previous financial difficulties.

Expected Credit Loss For Trade Receivables:

The Company based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low. The Company estimates its allowance for trade receivable using lifetime expected credit loss. The balance past due for more than 6 month (net of expected credit loss allowance), is ₹ Nil (PY: ₹ Nil).

Loan & Other financial assets measured at amortised cost includes security deposits, fixed deposits loan to related parties and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

i) Provision For Expected Credit Losses

(₹ in Lakhs)

As at March 31, 2021	Estimated Gross Carrying Amount At Default	Expected Credit Losses	Carrying Amount Net Of Impairment Provision
Cash and Cash Equivalents	826.18	-	826.18
Loans	1,011.58	-	1,011.58
Trade Receivables	433.37	(44.80)	388.57
Other Financial Assets	508.71	(8.97)	499.74
As at March 31, 2020	Estimated Gross Carrying Amount At Default	Expected Credit Losses	Carrying Amount Net Of Impairment Provision
Cash and Cash Equivalents	405.35	-	405.35
Loans	905.09	-	905.09
Trade Receivables	510.73	(58.40)	452.34
Other Financial Assets	506.57	(6.87)	499.70

B) Liquidity Risk

Liquidity risk is the risk that the Company may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral obligations. The Company requires funds both for short term operational needs as well as for long term investment programs mainly in growth projects. The Company closely monitors its liquidity position and deploys a robust cash management system. It aims to minimise these risks by generating sufficient cash flows from its current operations, which in addition to the available cash and cash equivalents, liquid investments and sufficient committed fund facilities, will provide liquidity.

a) Financing Arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Floating Rate	As at March 31, 2021	As at March 31, 2020
- Expiring within one year (cash credit and other facilities- fixed rate)	-	-
- Expiring beyond one year (bank loans - floating rate)	-	-
Total	-	-

b) Maturities of Financial Liabilities

The tables below analyse the Company's financial liabilities into relevant maturity. Company's based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(₹ in Lakhs)

As at March 31, 2021	Less than 1 year	1-3 year	3-5 year	More than 5 years	Total
Borrowings	1,436.50	-	-	-	1,436.50
Trade Payable	3,860.98	-	-	-	3,860.98
Lease Liability	2,811.24	6,414.50	7,245.51	5,588.09	22,059.34
Other Financial Liabilities	718.19	1,138.83	-	-	1,857.02
Total	8,826.92	7,553.33	7,245.51	5,588.09	29,213.85

As at March 31, 2020	Less than 1 year	1-3 year	3-5 year	More than 5 years	Total
Borrowings	3,359.89	47.06	58.31	133.57	3,598.83
Trade Payable	3,846.03	-	-	-	3,846.03
Lease Liability	1,818.75	5,699.12	6,941.97	8,039.37	22,499.21
Other Financial Liabilities	667.46	955.60	-	-	1,623.06
Total	9,692.13	6,701.78	7,000.28	8,172.94	31,567.13

C) Market Risk**a) Interest Rate Risk****i) Liabilities**

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At March 31, 2021, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates.

Interest Rate Risk Exposure

Below is the overall exposure of the Company to interest rate risk:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Variable Rate Borrowing	1,436.50	3,783.32
Fixed Rate Borrowing	-	-
Total Borrowings	1,436.50	3,783.32
Amount Disclosed Under Other Current Financial Liabilities	-	184.49
Amount Disclosed Under Borrowings (Non Current)	1,436.50	3,598.83

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Interest sensitivity*		
Interest rates – decrease by 100 bps*	(14.37)	(37.83)
Interest rates – increase by 100 bps*	14.37	37.83

* Holding all other variables constant

D) Foreign Currency Risk

There is no foreign currency risk during the year as there are minimal transactions.

E) Competition and Price Risk

The Company faces competition from competitors. Nevertheless, it believes that it has competitive advantage in terms of high quality products and by continuously upgrading its expertise and range of products to meet the needs of its customers.

51 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio optimum. The Company includes within net debt, interest bearing term loans and working capital borrowings.

(a) Debt Equity Ratio

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Net Debt	1,436.50	3,783.32
Total Equity	12,404.43	11,806.88
Net Debt to Equity Ratio	0.12	0.32

52 Assets Hypothecated/Mortgaged/Pledged as Security

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Current		
Inventories	12,361.50	12,805.01
Trade Receivables	388.57	452.34
Total Current Assets Hypothecated as Security	12,750.07	13,257.35
Non-Current		
Property, Plant and Equipment	2,188.15	3,004.66
Investment Property	-	364.24
Fixed Deposits	70.68	72.24
Total Non-Current Assets Mortgaged/Pledged as Security	2,258.82	3,441.14
Total Assets Hypothecated/Mortgaged/Pledged as Security	15,008.89	16,698.48

53 Disclosure Pursuant to Section 186(4) of The Companies Act, 2013

(a) Details of Investments made are given under Note no. 7 & Note no.13

(b) Details of Loan are given below:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Aamor Inox Limited		
Outstanding as at the Beginning of year	412.60	412.60
Given during the year	-	-
Interest Charged during the year	56.00	56.00
Interest Received during the year	55.65	56.00
Repaid during the year	-	-
Outstanding as at the End of year	412.95	412.60
Maximum Balance Outstanding during the year	412.95	412.60

54 Revenue Related Disclosures

Disclosure of Revenue as required by Ind AS 115 "Revenue From Contracts with Customers" (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Revenue From Contracts With Customers		
(I) Sale Of Products*		
(A) Sale of Products	25,152.01	33,792.43
(B) Sale of Services	1.02	1.84
(II) Other Operating Income	11.35	9.38
Total Revenue Covered Under Ind AS 115	25,164.38	33,803.65

A Contract Balances

The following table provides information about receivables and contract liabilities from contract with customers:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Contract Liabilities		
Advance Received from Customers	3.31	3.63
Total Contract Liabilities	3.31	3.63
Receivables		
Trade Receivables	388.57	452.34
Total Receivables	388.57	452.34

Receivable is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance.

B Significant Changes In The Contract Liabilities Balances During The Year are as Follows:**Advances from Customers**

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	3.63	14.95
Addition during the year	143.00	307.12
Revenue Recognised during the year	(143.33)	(318.44)
Closing Balance	3.31	3.63

55 Disclosure pursuant to Ind AS 1 / Ind AS 8 are given below:

(₹ in Lakhs)

Particulars	As at March 31, 2020 (Published)	As at March 31, 2020 (Reclassified)	Nature
ASSETS			
Other Current Assets	752.24	632.78	Reclassification Items
EQUITY AND LIABILITIES			
Other Current Liabilities	277.03	157.57	Reclassification Items

(₹ in Lakhs)

Particulars	As at March 31, 2020 (Published)	As at March 31, 2020 (Reclassified)	Nature
INCOME			
Other Income	405.66	417.50	Reclassification Items
EXPENSES			
Other Expenses	7418.09	7,429.94	Reclassification Items

Note: (i) The above reclassification in the previous year's published numbers have been made for better presentation in the financial statements and to conform to the current year classification/disclosure. This does not have any impact on the profit and loss, hence no change in the basic and diluted earnings per share of previous year.

56 Leases in compliance with IndAS 116

Company as Lessee

The Company has entered into certain lease arrangements in the form of finance leases for its company owned retail outlets. Also the company pays non-lease payments to its franchisee owned outlets which includes embedded lease payments. As per the terms, the Company's obligation could be fixed or purely variable or variable with minimum guarantee payment for use of property.

The Company also has certain leases of offices, store premises and warehouses with lease terms of 12 months or less and leases of office equipment with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases. The lease payments for such leases is being recognised on actual basis by applying paragraph 6 of Ind AS 116.

Impact on Financial Statements as on 31st March 2021

In consequence to COVID 19 pandemic, the Company has negotiated several rent concessions. In view of amendments by the Companies (Indian Accounting Standards) Amendment Rules, 2020, issued by the Ministry of Corporate Affairs vide notification dated July 24, 2020, the Company has elected, as a practical expedient, not to assess these unconditional rent concessions as lease modifications and has recognized impact of such rent concessions in Statement of Profit and Loss. The election is made for all such rent concessions as these concessions satisfy the conditions mentioned in Para 46A and Para 46B of Ind AS 116 (as amended). Accordingly, the Company has recognised Unconditional Rent Concessional Income of ₹ 1374.67 Lakhs in the statement of profit and loss for the year ended March 31, 2021.

Impact on Cash Flow Statements for the year ending 31st March 2021

For the financial year ended March 31, 2021, the company had cash outflows in terms of repayment of lease liability for ₹2420.12 (including finance costs) which is shown under financing activities in cash flow statement.

The schedule of lease rental payments in respect of leases is set out below:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2021
Payable not later than 1 year	2,811.24	1,818.75
Payable later than 1 year but not later than 5 years	13,660.01	12,641.09
Payable later than 5 years	5,588.09	8,039.37

57 Dividends

- (A) The Company paid final dividend of ₹ 1/- (Rupees One Only) per share i.e. @ 10% on face value of equity share of ₹ 10/- (Rupees Ten only) each fully paid up, for the financial year ended on March 31, 2020 in its Annual General Meeting held on September 25, 2020.
- (B) The Company also paid interim dividend of ₹1/- (Rupees One Only) per share i.e. @10% on face value of equity share of ₹ 10/- (Rupees Ten only) each, fully paid up, in the month of February, 2021 for the Financial Year 2020-21.

58 Segment Reporting

The Company is primarily engaged in the business of "Retail" which constitutes a single reporting segment and the Executive Management Committee does not monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements therefore no additional disclosures are required under Ind AS 108 – "Segment Reporting".

59 Provisions For Allowances For Expected Credit Loss

Movement in Each Class of Provision made during the financial year are as under:

(₹ in Lakhs)

(A) Allowances for Expected Credit Loss - Trade Receivables	Amount
As at April 1, 2019	34.56
Additional Provision during the year	23.83
Amount Used during the period	-
As at March 31, 2020	58.40
Provision Written back	(2.96)
Additional Provision during the year	-
Amount used during the period	(10.63)
As at March 31, 2021	44.80
(B) Allowances for Expected Credit Loss - Other Financial Assets*	Amount
As at April 1, 2019	-
Additional Provision during the year	6.87
Amount used during the period	-
As at March 31, 2020	6.87
Additional Provision during the year	2.10
Amount used during the period	-
As at March 31, 2021	8.97

*Allowance for expected credit loss on Other Financial assets has been created on Security Deposits paid to Landlords which seems to be doubtful.

60 Contingent Liabilities and Commitments (To The Extent Not Provided For)**(a) Contingent Liabilities****1 Appeals under Tax Laws :** (Claims against the company not acknowledged as debts)

- (i) Central Excise Department had raised a demand amounting to ₹ 110.39 lakhs on the company. The demand order has been set aside by Central Excise and Service Appellate Tribunal. However, the department has made an appeal before Hon'ble High Court of Delhi against the order of CESTAT. In case department succeeds in the appeal, the company may be liable to pay the said demand of ₹ 110.39 lakhs along with due interest.
- (ii) Income Tax department has raised a demand amounting to ₹ 5.56 lakhs under section 201(1) of The Income Tax Act, 1961 for assessment year 2011-12. The company has appealed to the Income Tax Appellate Tribunal Delhi for the same and if company does not succeeds the appeal, it may be liable to pay the demand along with due interest.
- (iii) Department of Trade and Taxes has raised a demand against the company amounting to ₹ 7.76 lakhs under Delhi CST Act for non furnishing of Statutory Forms for the financial year 2016-17. The company has filed an objection against the same to Commissioner, Objection Hearing Authority Delhi. If company does not succeeds the appeal, it may be liable to pay the demand along with due interest.

Note: It is not possible to predict the outcome of the pending litigation with accuracy, however, the Company believes based on the facts of the cases stated above that it has meritorious defenses to the claims. The management believe that the pending actions will not require outflow of resources embodying economic benefits and will not have a material adverse effect upon the results of the operations, cash flows or financial condition of the company.

2 Custom Duty against Unexecuted Export Obligation

In respect of pending export obligation of ₹ 60.26 lakhs as detailed in Note no. 60 (b2), the company may be required to pay custom duty of ₹ 10.04 lakhs along with interest to the custom authority if such export obligation is not met by the company.

3 Enhancement Cost for Industrial Plot at Bahadurgarh

The company alongwith other allottees has received a demand notice for enhancement of cost of industrial plot from HSIIDC (Haryana State Industrial & Infrastructure Development Corporation) against industrial plot of Bahadurgarh factory admeasuring 12,150 Sq. mtr. seeking payment of enhanced cost @ ₹ 9,249/- per square meter and interest thereon. The Company along with other plot allottees has appealed to the Apex Court challenging the demand raised. The Supreme Court of India by its Order in a Special Leave Petition filed by the Company and other petitioners has stayed the demand and the objections of the plot allottees against the enhanced cost are yet to be decided by the HSIIDC". Although the Company has a strong case, however there is a probability of future cash outflow for enhancement cost which will result into corresponding increase in Fixed Assets in cost of land under the head Property, Plant and Equipment and it will not impact the profitability of the company.

(b) Estimated Amounts of Commitments of Contracts remaining to be executed (net of advances)

1 Capital Commitments

- (i) The Company has Capital Commitment for Property, Plant & Equipment of ₹ 686.64 lakhs which mainly includes ₹ 600.00 lakhs towards balance payment for purchase/allotment of Warehouse/Office and balance towards Retail stores to be opened.
- (ii) The Company has Capital Commitment for Intangible Asset under development of ₹ 11.00 lakhs towards balance payment for its new ERP Software to be implemented.

2 Other Commitment:

The company has saved custom duty in previous years amounting to ₹ 39.11 lakhs under zero duty Export Promotion Capital Goods(EPCG) scheme on import of machinery. Under the said scheme the company have to fulfill export obligation amounting to ₹234.71 lakhs till July 14th, 2025. The company has received redemption letter during the year from relevant authorities for executed export obligations for ₹ 174.45 lacs , which leaves unexecuted Export obligation of ₹ 60.26 lakhs as on March 31, 2021. In case the company fails to fulfill the export obligation, in that event the company shall be liable to pay the custom duty saved related to unexecuted export obligation along with 15% interest per annum to the customs authority.

61 Contingent Assets

The company has dispute with M/s Ambience Infrastructure Private Limited in arbitration regarding grant of retail space on lease to the company. The arbitrator has passed an award in favour of company for ₹ 61.72 lakhs. Out of this amount ₹ 41.72 lacs is still receivable from the party as on March 31, 2021.

62 Skill Development Program under DDU-GKY

The Company has entered into an MOU to execute the Skill Development Training Programs under DDU-GKY (Deen Dayal Upadhyay – Gramin Kaushal Yojna) Project funded by Ministry of Rural Development (MoRD) and Haryana State Rural Livelihood Mission (HSRLM) on No Profit No Loss basis. The Objective of the project is to work for the empowerment of the poor and for reduction in poverty by focusing on livelihoods of the poor and vulnerable sections of the society in rural areas. Total Estimated Cost of the Project is ₹ 483.14 Lakhs to be disbursed in four installments and first installment of ₹ 119.46 lakhs have been received for execution of the project.

63 Micro, Small & Medium Enterprises

The information as required to be disclosed in relation to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	646.00	478.58
Principal	646.00	478.58
Interest	-	-
The amount of interest paid by the buyer in terms of section 16, of the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act) along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act.	-	-

64 Deferred Income created :

(₹ in Lakhs)

Particulars	Non- Current Liabilities	Current Liabilities
1. On Security Deposit Received from Franchisees	310.78	49.57
2. On Subsidy Received	32.67	3.63
3. On Duty Saved on import of Machinery	10.04	-
4. On Right to Use of Asset	14.31	2.44
	367.80	55.64

- The Company has received various security deposits from its franchisees. The same has been recognised as deferred income in accordance with the requirements of Ind AS 32, 107 and 109, "Financial Instruments: Presentation and Disclosures".
- The Company is eligible for subsidy for installation and commissioning of machinery under ATUFS (Technology Upgradation Fund Scheme). The same has been recognised as deferred income in accordance with the requirements of Ind AS 20, "Accounting for Government Grants and Disclosure of Government Assistance"
- The Company also saved customs duty on import of machinery, the same has been recognised as deferred income in accordance with the requirements of Ind AS 20, "Accounting for Government Grants and Disclosure of Government Assistance".
- A company owned outlet was given as company's franchisee for which the company has received a lump sum amount towards right to use for a period of 9 years. The same has been recognised as deferred income in accordance with the requirements of Ind AS 116 "Leases".

65 Coronavirus (COVID-19) Impact on Financial Statements – Year Ending March 31, 2021

The outbreak of corona virus (COVID -19) pandemic is causing significant disturbance and slowdown of economic activity globally. The company's operations and revenue during the period were impacted due to COVID-19. The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, inventories, property, plant and equipment and intangible assets and it has also taken into account the future possible outcomes. On the basis of evaluation and current indicators of future economic conditions, the Company expects to recover the carrying amounts of these assets and does not anticipate any impairment to these financial and non-financial assets. However, the impact assessment of COVID-19 is a continuing process, given the uncertainties associated with its nature and duration. The Company will continue to monitor any material change to future economic conditions.

As per our attached report of even date
for ANSK & Associates
Chartered Accountants
FRN: 026177N

(CA Akhil Mittal)
Partner
M.No. 517856

Date: June 10, 2021
Place: New Delhi

For and on behalf of the Board of Directors

(Vijay Bansal)
Chairman & Managing Director
DIN : 01110877

(CA Shivendra Nigam)
Chief Financial Officer

(Deepak Bansal)
Director
DIN : 01111104

(CS Poonam Chahal)
Company Secretary



CANTABIL
International Clothing





CANTABIL ITALY
International Clothing



CANTABIL RETAIL INDIA LIMITED

CIN : L74899DL1989PLC034995

B-16, Lawrence Road Industrial Area,

New Delhi - 110035

Tel.: +91 11 27156381/82 Fax : +91 11 27156383

E-mail : investors@cantabilinternational.com

Web : www.cantabilinternational.com