



August 14, 2026

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

BSE Scrip Code- 533267

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

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

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

Fax No.: 022-26598237/38

Sub: Notice of the 38th Annual General Meeting

Dear Sir/Ma'am,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find attached herewith Notice of the ensuing Annual General Meeting (“AGM”) of Cantabil Retail India Limited (“the Company”), scheduled to be held on Tuesday, September 8, 2026 at 11:00 A.M. (IST) at Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi- 110036 to transact the businesses as set forth in Notice of AGM (enclosed herewith).

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

For Cantabil Retail India Limited

Poonam Chahal
Company Secretary & Compliance Officer
FCS No. 9872
Encl: as above

CANTABIL RETAIL INDIA LTD.

H.Off. : C-12, Lawrence Road Ind. Area, New Delhi - 110 035. Tel : 011-41414188, 46818101
e-mail : info@cantabilinternational.com Website : www.cantabilinternational.com CIN No. L74899DL1989PLC034995
Works : Plot No. 359,360 & 361, Phase 4-B, Sec.-17, HSIIIDC Industrial Estate, Footwear Park, Bahadurgarh, Haryana-124507

CANTABIL RETAIL INDIA LIMITED

CIN: L74899DL1989PLC034995

Regd. and Corp. Office: C-12, Lawrence Road, Industrial Area, New Delhi – 110035

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

Telephone: 91-11-41414188 & 11-46818101

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 38th (Thirty-Eighth) Annual General Meeting ("Meeting") of the Member(s) of CANTABIL RETAIL INDIA LIMITED ("Company") will be held on Tuesday, 8th day of September 2026 at 11:00 A.M. IST at Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi- 110036, to transact the following business:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2026 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.
2. TO CONFIRM PAYMENT OF INTERIM DIVIDEND OF ₹0.75/- (RUPEES SEVENTY FIVE PAISA ONLY) PER SHARE i.e. @37.5% ON EQUITY SHARE OF FACE VALUE OF ₹2/- (RUPEES TWO ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2026 AND DECLARATION OF FINAL DIVIDEND OF ₹0.75/- (RUPEES SEVENTY FIVE PAISA ONLY) PER SHARE i.e. @ 37.5% ON EQUITY SHARE OF FACE VALUE OF ₹2/- (RUPEES TWO ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2026.
3. TO APPOINT A DIRECTOR IN PLACE OF MR. BASANT GOYAL (DIN: 07659491), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MR. VIJAY BANSAL (DIN: 01110877) CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY w.e.f. APRIL 01, 2027.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V as applicable and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force, consent of the members of

the Company be and is hereby accorded for re-appointment of Mr. Vijay Bansal (DIN: 01110877) Chairman and Managing Director of the Company, for a period of five years w.e.f. 1st April, 2027 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company enumerated herein below:

- A. **Salary:** Salary & Allowances upto ₹3,60,00,000/- (Rupees Three Crores Sixty Lakhs Only) per annum.
- B. **Perquisites:** He will be entitled to furnished/non-furnished accommodation, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, insurance, Company's chauffeur driven car and maintenance of car, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income-Tax Rules, 1962 being restricted to ₹60,00,000/- (Rupees Sixty Lakhs Only) per annum.
- C. Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.
- D. **Other Terms:**
 - i. He shall be entitled to reimbursement of entertainment expenses and other out of pocket expenses incurred in connection with the business of the Company.
 - ii. As long as he functions as a Managing Director, he shall not be paid any sitting fees to attend the meetings of the Board and /or Committees thereof.
 - iii. He shall be required to travel abroad for business promotion as and when required and all expenses incurred during such foreign travel will be governed by the Company's policy regarding foreign travel.
 - iv. If at any time, the Managing Director ceases to be a Director of the Company for whatsoever cause/ reason, he shall cease to be the Managing Director of the Company.

- v. The appointment may be terminated by either party giving the other party three months' notice in writing on the expiry of which, the appointment will come to an end. It is hereby agreed that the Company may terminate his appointment by paying to the Chairman & Managing Director his three months' salary in lieu of three months' notice in writing.

RESOLVED FURTHER THAT the Chairman and Managing Director shall be in charge of overall management of the Company subject to superintendence, control and direction of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or Nomination and Remuneration Committee thereof, be and is hereby authorized to amend, alter, modify, or vary the aforesaid terms and conditions of appointment and to revise or increase the salary and other remuneration payable to Mr. Vijay Bansal, Chairman and Managing Director, by up to 10% (ten percent) per annum.

RESOLVED FURTHER THAT pursuant to Section 196(3) read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the consent of the Members be and is hereby accorded for the continuance of the employment of Mr. Vijay Bansal (DIN 011110877) who will attain the age of 70 (Seventy) years on 15th November 2028 as the Chairman and Managing Director till the expiry of his term of office.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to obtain necessary approvals to accept any modification to the aforesaid terms of remuneration of the Chairman and Managing Director, that may be required while granting its approval, and to do all such other acts, deeds, matters and things as it may in absolute discretion deem fit for the purpose of giving effect to this resolution including to delegate powers of the Board granted by this resolution to any committee of Directors or any Director or Secretary of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may think necessary, expedite or desirable to settle any question that may arise in relation thereto in order to give effect to the foregoing resolution."

5. RE-APPOINTMENT OF MR. DEEPAK BANSAL (DIN: 01111104) WHOLE TIME DIRECTOR OF THE COMPANY w.e.f. APRIL 01, 2027.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V as applicable and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force), read with Schedule V of the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s), clarification(s) or re- enactment(s) thereof for the time being in force, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Deepak Bansal (DIN: 01111104) Whole Time Director of the Company, liable to retire by rotation, for a period of five years w.e.f. 01st April, 2027 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company enumerated herein below:

- A. Salary:** Salary & Allowances upto ₹30,000,000/- (Rupees Three Crores Only) per annum.
- B. Perquisites:** He will be entitled to furnished/non-furnished accommodation, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, insurance, Company's chauffeur driven car and maintenance of car, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income-Tax Rules, 1962 being restricted to ₹10,00,000/- (Rupees Ten Lakhs only) per annum.
- C.** Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.
- D. Other Terms:**
 - i. He shall be entitled to reimbursement of entertainment expenses and other out of pocket expenses incurred in connection with the business of the Company.
 - ii. As long as he functions as a Whole Director, he shall not be paid any sitting fees to attend the meetings of the Board and /or Committees thereof.
 - iii. He shall be required to travel abroad for business promotion as and when required and all expenses incurred during such foreign travel will be governed by the Company's policy regarding foreign travel.

- iv. If at any time, the Whole Time Director ceases to be a Director of the Company for whatsoever cause/ reason, he shall cease to be the Whole Time Director of the Company.
- v. The appointment may be terminated by either party giving the other party three months' notice in writing on the expiry of which, the appointment will come to an end. It is hereby agreed that the Company may terminate his appointment by paying to the Whole Time Director his three months' salary in lieu of three months' notice in writing.

RESOLVED FURTHER THAT the Whole Time Director shall be in charge of complete operations of overall retail network of the Company subject to superintendence, control and direction of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or Nomination and Remuneration Committee thereof, be and is hereby authorized to amend, alter, modify, or vary the aforesaid terms and conditions of appointment and to revise or increase the salary and other remuneration payable to Mr. Deepak Bansal, Whole Time Director, by up to 10% (ten percent) per annum.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to obtain necessary approvals to accept any modification to the aforesaid terms of remuneration of the Whole Time Director, that may be required while granting its approval, and to do all such other acts, deeds, matters and things as it may in absolute discretion deem fit for the purpose of giving effect to this resolution including to delegate powers of the Board granted by this resolution to any committee of Directors or any Director or Secretary of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may think necessary, expedite or desirable to settle any question that may arise in relation thereto in order to give effect to the foregoing resolution."

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

(POONAM CHAHAL)

Place: New Delhi
Date: 5th August, 2026
Regd. Office: C-12
Lawrence Road Industrial Area
New Delhi-110035

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

IMPORTANT NOTES:

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

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

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 4 & 5 of the accompanying Notice is annexed hereto. The Board of Directors of the Company on August 5, 2026 considered that the business under Item nos. 4 & 5 in addition to the ordinary businesses be transacted at the 38th AGM of the Company.
3. According Section 105 of the Companies Act 2013, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.
4. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy Form is also annexed to this report.
5. Members/Proxies should bring the duly filled Attendance Slip at the Annual General Meeting. Corporate Members, Societies etc. are requested to send a duly certified copy of the Board Resolution, Authority letter authorizing their representative(s) to attend and vote on their behalf at the Annual General meeting.
6. According to Section 112 and 113 of the Companies Act 2013, Corporate/Institutional Members are required to send a scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., authorising their representative to attend the AGM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to dpv@dpvassociates.com
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday 31st August, 2026 to Monday 7th September, 2026 (both days inclusive) for the purpose of Annual General meeting.

8. All documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office as well as the Corporate Office of the Company during normal business hours (10.00 AM to 6.00 PM) on all working days except Saturdays, upto and including the date of the AGM of the Company.
9. Members are requested to intimate change, if any, in their postal addresses immediately to RTA, Beetal Financial and Computers Pvt. Ltd. At Beetal House, 3rd floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062.
10. Members holding shares in electronic form should get their email id's updated with their respective Depository Participants so that they can get the copies of all correspondence sent by the Company via email.
11. The attendance of the members attending the AGM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
12. The route map of the venue of the Annual General Meeting is annexed hereto.
13. Details of Director retiring by rotation/seeking re-appointment at the ensuing AGM is annexed to the notice.
14. Details as per regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting ("SS-2") as issued by the Institute of Company Secretaries of India related to Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.
15. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13, which is available on the website of the Company. Further, SEBI vide its Circular dated 3rd November, 2021 has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.

Pursuant to the amendments introduced in the Income Tax Act, 1961 ('the IT Act') vide Finance Act, 2020, w.e.f. April 1, 2020, dividend declared, paid or distributed by a Company on or after April 1, 2020, is taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct TDS/ WHT at the time of payment of dividend at the applicable tax rates. The rates of TDS/ WHT would depend upon the category and residential status of the shareholder. Members are requested to

complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the RTA/ Company by sending documents by Friday 28th August, 2026.

16. The Board of Directors recommended the final dividend of @ ₹0.75 per share (i.e. @ 37.5%) on 83,638,040 Equity Shares for the financial year ended on 31st March, 2026 subject to approval of the Shareholder of the Company.
17. SEBI vide its Circular dated 3rd November, 2021, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios and the Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after 1st April, 2023, shall be frozen by the RTA. SEBI has introduced Form ISR - 1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ update thereof.
18. In terms of the aforesaid SEBI Circular, effective from 1st January 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.

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

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

19. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their share certificates to consolidate their holding into one folio.

20. In case joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote.
21. Non-resident Indian shareholders are requested to inform about the following to the Company or its RTA or the concerned DP, as the case may be, immediately of:-
 - 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.
25. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date i.e. (1st day of September, 2026).
26. The Company had appointed Mr. Devesh Kumar Vasisht (CP No. 13700), Managing Partner or failing him, Mr. Parveen Kumar (CP No. 13411), Partner of M/s DPV & Associates LLP, Company Secretaries as scrutinizer to scrutinize the voting entire e-voting process in a fair and transparent manner.
27. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two working days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him in writing who shall countersign the same.

RECORD DATE FOR FINAL DIVIDEND:

22. Payment of the final dividend if approved, shall be paid by the Company to those shareholders whose names will appear in the Register of Members of the Company on the closure of Business hours on Friday, 28th August, 2026.
23. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned in this notice, or with the Company Secretary, at the Company's registered office or at investors@cantabilinternational.com. Members are requested to note that dividends that are not claimed/encashed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further all the shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF Authority as per Section 124 of the Act, read with applicable IEPF (Accounting, Audit Transfer and Refund) Rules 2016, as amended, from time to time. Particulars of shareholders who have not claimed/encashed their dividend are available on the Company's website at www.cantabilinternational.com and also on the website of the Ministry of Corporate Affairs.
28. The Chairman or a director authorised by him in writing shall declare the result of remote e-voting within 2 working days as specified in the regulation 44 of SEBI (LODR) Regulation, 2015. After the result declared by the Chairman or any other Director authorized 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.
29. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

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

Commencement of E-voting	9: 00 AM, Saturday 5 th day of September, 2026
End of E-voting	5:00 PM, Monday 7 th day of September, 2026

PROCEDURE FOR INSPECTION OF DOCUMENTS:

30. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available for inspection by the members during the AGM.
31. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investors@cantabilinternational.com.
32. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, 28th August, 2026 through email on investors@cantabilinternational.com. The same will be replied by the Company suitably.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

33. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for financial year 2025-26 including Audited Financial Statements for the year 2025-2026 are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the member, either to Company's RTA Beetal Financial and Computer Services Private Limited, Beetal House, 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) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
34. Members may note that the Notice and Annual Report 2025-26 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.
35. For receiving all communication (including Annual Report) from the Company electronically:
- a) Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the member, either to Company's RTA Beetal Financial and Computer Services Private Limited, Beetal House, 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 INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

- (i) The voting period begins on 9:00 AM, Saturday 5th day of September, 2026 and ends on 05:00 PM, Monday 7th day of September, 2026. 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 1st September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdEasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. 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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

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

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant < Company Name > on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@cantabilinternational.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 at toll free no. 1800 21 09911

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

1. Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through polling papers available at the venue of the AGM.
2. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
3. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@cantabilinternational.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
36. If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, 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).
37. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 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 at toll free no. 1800 2109911.

38. 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.
39. The facility for voting through electronic voting system or ballot or polling paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote evoting or by Ballot Form shall be able to exercise their right at the meeting. Further, the members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
40. The relevant details of directors seeking appointment/reappointment/revision in the remuneration above pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard- 2 is also given at the end of the Notice.
41. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com 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/-

Place: New Delhi (POONAM CHAHAL)
Date: 5th August, 2026 Company Secretary & Head- Legal
FCS No. 9872

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

ITEM NO 4. RE-APPOINTMENT OF MR. VIJAY BANSAL (DIN: 01110877) CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY W.E.F. APRIL 01, 2027

Mr. Vijay Bansal is the promoter of the Company. He was appointed as Chairman and Managing Director of the Company on 15 September 2009 by the Board and approved by the members in the Extra-Ordinary General Meeting held on 19 November 2009. Lastly, he was re-appointed as Chairman and Managing Director on 12th

August, 2023 by the Board on the recommendation of Nomination and Remuneration Committee and approved by members in the Annual General Meeting held on 28th September, 2023. In view of the experience and invaluable contribution in the growth of the Company, Mr. Vijay Bansal was again re-appointed as Chairman and Managing Director of the Company on 5th August, 2026 by the Board on the recommendation of Nomination and Remuneration Committee for a period of five years w.e.f. 1st April, 2027. The re-appointment is subject to the approval of members.

During the aforesaid tenure, Mr. Vijay Bansal will attain the age of 70 (Seventy) years on 15th November 2028. In terms of the first proviso to Section 196(3) (a) of the Companies Act, 2013 read with Schedule V thereto, the continuance of the employment of a Managing Director after attaining the age of seventy years requires the approval of the Members by way of a Special Resolution.

Justification for continuance after attaining the age of seventy years

- **Unmatched Experience:** Mr. Vijay Bansal brings unmatched industry experience and an in-depth understanding of the Company's business, operations, and market dynamics, acquired over several years of dedicated leadership. His extensive knowledge, strategic insights, and familiarity with the Company's affairs continue to provide significant value in guiding the Company through evolving business opportunities and challenges.
- **Track Record:** Mr. Vijay Bansal has a distinguished track record of providing effective leadership and strategic direction, under which the Company has achieved sustained operational and business growth. His vision, sound decision-making, and consistent focus on long-term value creation have significantly contributed to strengthening the Company's performance and market position.
- **Continuity Needs:** The continued association of Mr. Vijay Bansal is essential to ensure leadership continuity and the successful execution of the Company's ongoing strategic initiatives. His guidance and deep understanding of the Company's business are critical for maintaining operational stability, supporting long-term growth, and ensuring a smooth transition of leadership in due course.
- **Health and Capability:** The Board is satisfied that Mr. Vijay Bansal continues to be in good physical and mental health and remains fully capable of effectively discharging his duties as Chairman and Managing Director. His continued energy, commitment, and active involvement in the Company's affairs enable him to provide effective leadership and strategic direction.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has considered the matter and is of the opinion that Mr. Vijay Bansal's continued association as Chairman and Managing Director would be of immense value to the Company. Under his leadership, the Company has achieved significant operational and business growth. His extensive industry experience, strategic

vision, leadership capabilities, in-depth knowledge of the Company's business and affairs, and continued guidance are considered critical for maintaining the Company's growth trajectory and ensuring continuity in its management.

Mr. Vijay Banal is also Chairman of Corporate Social Responsibility and a Member of Audit Committee and Stake Holder Relationship Committee of the Company.

The Board of Directors of the Company in its meeting held on 5th August, 2026 approved the re-appointment of Mr. Vijay Bansal, Chairman and Managing Director w.e.f. 01st April, 2027 as recommended by the Nomination and Remuneration Committee in its meeting held on 5th August, 2026 in terms of Section 196, 197, 198, 204 Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out in item no. 4 for your approval.

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

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 04 of the Notice. Except Mr. Vijay Bansal, himself, his son Mr. Deepak Bansal, Whole Time Director of the Company is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 04 of the notice. Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Integrated Annual Report of the Company.

ITEM NO 5. RE-APPOINTMENT OF MR. DEEPAK BANSAL (DIN: 01111104) WHOLE TIME DIRECTOR OF THE COMPANY W.E.F. APRIL 01, 2027

Mr. Deepak Bansal was appointed as Whole Time Director of the Company by the Board on 15 September, 2009. Lastly, he was re-appointed as Whole Time Director on 12th August, 2023 by the Board on the recommendation of Nomination and Remuneration Committee and approved by members in the Annual General Meeting held on 28th September, 2023.

He is looking after marketing operation and network of the retail outlets of the Company all over India. In view of the experience and invaluable contribution of Mr. Deepak Bansal towards the growth of the Company he was again re-appointed as Whole Time Director of the Company on 5th August, 2026 by the Board on the recommendation of Nomination and Remuneration Committee for a period of five years w.e.f. 1st April, 2027. The re-appointment is subject to the approval of members.

The Board of Directors of the Company in its meeting held on 5th August, 2026 approved the re-appointment of Mr. Deepak Bansal as Whole Time Director w.e.f. 1st April, 2027 as recommended by the Nomination and Remuneration Committee in its meeting held on 5th August, 2026 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out in item no. 5 for your approval.

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

Therefore, the Board of Directors of your Company recommends the passing of Ordinary Resolution as set out at Item No. 05 of the Notice. Except Mr. Deepak Bansal, himself, his Father Mr. Vijay Bansal, Chairman and Managing Director and Mr. Basant Goyal Whole Time Director of the Company is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 05 of the notice. Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Integrated Annual Report of the Company.

ANNEXURE-I

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

Name of the Director	Mr. Vijay Bansal	Mr. Deepak Bansal	Mr. Basant Goyal
Age	67	42	36
Qualifications	Mr. Vijay Bansal is Graduate from Kurukshetra University. He is the founder promoter of our Company. He promoted Kapish Products Private Limited in 1989 and thereafter launched CANTABIL brand in 2000.	Mr. Deepak Bansal is Graduate in Mathematics from Delhi University.	Mr. Basant Goyal is Graduate in Business Administration from Delhi.
Brief Profile of Director/ Experience	Mr. Vijay Bansal is the Chairman and Managing Director of the Company having overall experience of 37 years. He has been instrumental in strategic planning and business development of our Company including establishment of our brand. He is responsible for the overall management and supervision of the business of our Company.	Mr. Deepak Bansal is the Whole-Time Director of the Company and provides strategic leadership for the Company's retail operations, business expansion, and marketing initiatives. He is responsible for developing and implementing marketing strategies, overseeing advertising campaigns, and driving the Company's retail growth. With over 20 years of extensive experience in the retail apparel industry, he has made significant contributions to the Company's expansion, operational excellence, and brand development.	Mr. Basant Goyal is Whole Time Director of the Company. As a director, he is actively involved in administration, Inventory Management, E-Commerce, Project Division, Sourcing & Manufacturing of our Company as Whole Time Director. He has an overall experience of 12 years in retail apparel industry.
Nature of his Experience in specific functional areas	He has played a pivotal role in the strategic planning and business development of the Company, including the establishment and growth of its brand. He provides overall leadership and is responsible for the management, supervision, and strategic direction of the Company's operations and business affairs.	Mr. Deepak Bansal possesses extensive expertise in retail operations, business expansion, strategic planning, marketing strategy, brand development, advertising and promotional initiatives, sales and distribution, and overall business management, backed by over 20 years of experience in the retail apparel industry.	Mr. Basant Goyal is the Whole-Time Director of the Company and oversees the administration, inventory management, e-commerce operations, project division, sourcing, and manufacturing functions. He has over 12 years of experience in the retail apparel industry.
Terms and conditions of appointment or reappointment / revision in remuneration	i) For a period of 5 years w.e.f 1st April 2027 ii) The Managing 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 may exceed the limit from time to time under section 197, Section 198 and other applicable provisions of the Act and rules made there under, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force or otherwise as may be permissible at law. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to the Whole Time Director in accordance with the applicable provisions of Schedule V of the Act.	(i) For a period of 5 years w.e.f 1st April 2027 (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 may exceed the limit from time to time under section 197, Section 198 and other applicable provisions of the Act and rules made there under, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force or otherwise as may be permissible at law. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to the Whole Time Director in accordance with the applicable provisions of Schedule V of the Act.	Director liable to retire by rotation. Being eligible, he has now offered himself for reappointment.
Details of Remuneration Last Drawn.	Remuneration last drawn during the Financial Year 2025-26 is ₹360 Lakhs	Remuneration last drawn during the Financial Year 2025-26 is ₹300 Lakhs	Remuneration last drawn during the Financial Year 2025-26 is ₹57 Lakhs

Name of the Director	Mr. Vijay Bansal	Mr. Deepak Bansal	Mr. Basant Goyal
Details of Remuneration sought to be paid	Remuneration is decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy is ₹360 Lakhs and Perks 60 Lakhs, if any.	Remuneration is decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy is ₹300 Lakhs and Perks 10 Lakhs, if any.	Remuneration is decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy is ₹60 Lakhs.
Date of First Appointment on Board	09-02-1989	01-10-2006	01-12-2016
Shareholding in the Company as on 31 st March, 2025 (including holding in the capacity of HUF and Trustee of Trust)	He holds 2,15,29,000 Equity Shares of ₹2/- each (25.74%) of your Company in his personal capacity; and holds 2074425 Equity Shares of ₹2/- each (2.48%) of your Company in Vijay Bansal HUF. Mr. Vijay Bansal is Karta of Vijay Bansal HUF.	He holds 2,94,57,005 Equity Shares of ₹2/- each (35.22%) of your Company in his personal capacity.	Nil
Inter -se relationship between Directors and Key Managerial Persons	Apart from drawing remuneration as Managing Director of the Company, there is no other pecuniary relationship. Mr. Vijay Bansal is related to following managerial personnel's of the Company: Mr. Deepak Bansal : Whole-Time Director	Apart from drawing remuneration as Whole Time Director, there is no other pecuniary relationship. Mr. Deepak Bansal is related to following managerial personnels of the Company: Mr. Vijay Bansal: Chairman and Managing Director Mr. Bansant Goyal: Whole Time Director	Apart from drawing remuneration Whole Time Director of the Company, there is no other pecuniary relationship. Mr. Basant Goyal is related to the following managerial personnel's of the Company- Mr. Deepak Bansal: Whole Time Director
Number of Board Meetings attended during the year	During the previous financial year 2025-2026, Mr. Vijay Bansal attended the 5 (Five) Board meetings of the Company.	During the previous financial year 2025-2026, Mr. Deepak Bansal attended the 5 (Five) Board meetings of the Company.	During the previous financial year 2025-2026, Mr. Basant Goyal attended the 5 (Five) Board meetings of the Company.
Directorships in other Companies	Mr. Vijay Bansal does not hold directorship in any other company	Mr. Deepak Bansal does not hold directorship in any other company	Mr. Basant Goyal 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	Does not hold any Chairmanships/ Memberships of Committees of other Companies	Does not hold any Chairmanships/ Memberships of Committees of other Companies
Listed entities from which Director has resigned in the past three years	NA	NA	NA
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA	NA

CANTABIL RETAIL INDIA LIMITED

CIN: L74899DL1989PLC034995

Regd. and Corp. Office: C-12, Lawrence Road, Industrial Area, New Delhi – 110035

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

Telephone: 91-11-41414188/ 46818101

ATTENDANCE SLIP

38th Annual General Meeting held on Tuesday 8th September, 2026

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

DP Id & Client Id / Regd. Folio No.*	No. of Shares
--------------------------------------	---------------

Name(s) and address of the member in full _____

Shareholder / proxy / authorized

Representative _____

I / we hereby record my / our presence at the 38th Annual General Meeting of the Company being held on Tuesday 8th September, 2026 at 11:00 A.M at Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi- 110036

Please (✓) in the box

☐ MEMBER

☐ PROXY _____

Signature of Member / Proxy

*Applicable for member holding shares in physical form.

Note :

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

CANTABIL RETAIL INDIA LIMITED

CIN: L74899DL1989PLC034995

Regd. and Corp. Office: C-12, Lawrence Road, Industrial Area, New Delhi – 110035

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

Telephone: 91-11-41414188/ 46818101

Form No. MGT-11

PROXY FORM

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

CIN: L74899DL1989PLC034995

Name of the Company: Cantabil Retail India Limited

Registered office C-12, Lawrence Road, Industrial Area, New Delhi- 110035

Name of the member (s):

Registered address:

E-mail Id:

DP ID and Client ID* / Folio No:

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

1. N a m e
Address:

Address:

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

3. N a m e
Address:

Address:

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

5. N a m e :
Address:

Address:

6. E - m a i l I d :
Signature:

Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 38th Annual General Meeting of the Company scheduled to be held on Tuesday, 8th September, 2026 at 11.00 A.M at Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi- 110036 or / and at any adjournment thereof in respect of such resolutions as are indicated below:

SL. NO.	RESOLUTIONS	OPTIONAL**	
		FOR	AGAINST
ORDINARY BUSINESS			
1.	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31 st MARCH, 2026 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:		
2.	TO CONFIRM PAYMENT OF INTERIM DIVIDEND OF ₹0.75/- (RUPEES SEVENTY FIVE PAISA ONLY) PER SHARE i.e. @37.5% ON EQUITY SHARE OF FACE VALUE OF ₹2/- (RUPEES TWO ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31 ST MARCH, 2026 AND DECLARATION OF FINAL DIVIDEND OF ₹0.75/- (RUPEES SEVENTY FIVE PAISA ONLY) PER SHARE i.e. @ 37.5% ON EQUITY SHARE OF FACE VALUE OF ₹2/- (RUPEES TWO ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31 st MARCH, 2026. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:		

SL. NO.	RESOLUTIONS	OPTIONAL**	
		FOR	AGAINST
3	TO APPOINT A DIRECTOR IN PLACE OF MR. BASANT GOYAL (DIN: 07659491), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:..		
SPECIAL BUSINESS			
4	RE-APPOINTMENT OF MR. VIJAY BANSAL CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY w.e.f. APRIL 01, 2027. To consider and if thought fit, to pass the following resolution as a Special Resolution:		
5	RE-APPOINTMENT OF MR. DEEPAK BANSAL WHOLE TIME DIRECTOR OF THE COMPANY w.e.f. APRIL 01, 2027. To consider and if thought fit, to pass the following resolution as a Ordinary Resolution:		

*Applicable for investors holding shares in electronic form.

Signed this day of 2026

Signature of Member

Signature of Proxy holder(s)

Note

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at C-12, Lawrence Road, Industrial Area, New Delhi- 110035 not later than 48 hours before the commencement of the Meeting.
2. The proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. **This is only optional please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.