

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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Scrutinizer Report

The Chairman

Cantabil Retail India Limited

CIN: L74899DL1989PLC034995

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

Report on Result of Postal Ballot/E-Voting

Dear Sir,

In terms of the provisions of Section(s) 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I have been appointed as Scrutinizer by **CANTABIL RETAIL INDIA LIMITED** ('the Company') in the Board meeting held on October 31, 2015 to conduct the Postal Ballot/ e-voting process in a fair and transparent manner in respect of the following resolutions:

S.No.	Type of Resolution	For
1	Special Resolution	Alteration in Clause III of the Memorandum of Association of the Company
2	Special Resolution	Alteration in Clause IV of the Memorandum of Association of the Company.
3	Special Resolution	Alteration in the Articles of Association of the Company.

I submit my report as under:

1. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply envelope(s) on Wednesday, December 30, 2015 to its Members whose name(s) appeared in the Register of Members as on Friday, October 30, 2015.



2. The Company has made an advertisement regarding dispatch of postal ballot forms in English Daily "Business Standard" (All editions) and in Hindi Daily "Business Standard" (All India edition) on 7th day of January, 2016.
3. The shareholders of the Company had option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opting for e-voting facility, casted their votes on the designated website '<https://www.evotingindia.com>' via Central Depository Services (India) Limited (CDSL) e-voting platform.
4. I monitored the process of electronic voting through the scrutinizer's secured link provided by CDSL on the designated website.
5. The votes were unblocked on Tuesday, February 02, 2016 after 5.00 p.m. in the presence of two witnesses, Ms. Geetika Bisht R/o E-154, Amar Colony, Lajpat Nagar-IV, New Delhi- 110024 and Ms. Inderpreet Kaur, R/o H. No. 253, Street No. 4, Bholanath Nagar, Shahdara Delhi- 110032 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Geetika Bisht



Inderpreet Kaur

6. The particulars of all postal ballot forms received from the Members in physical form(s) and e-voting report generated from CDSL have been entered in a separate Register maintained for the purpose.
7. The physical Postal Ballots received by post/courier/by hand were kept under our safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms. The e-voting report was maintained by CDSL in electronic registry.
8. The ballot box was opened Tuesday, February 02, 2016 after 5.00 p.m. in my presence.
9. All postal ballot forms received and e-votes cast up to 5.00 P.M. on January 30, 2016, the last date and time fixed by the Company for receipt of the postal ballot forms were considered and none of the envelopes containing postal ballot forms received after 5.00 P.M. on January 30, 2016, were considered for the purpose of this report.
10. The postal ballot forms and electronic ballots were matched with the Register of Members of the Company as on Friday, 30th October, 2015. It is further submitted that in case of mis-match of



the shareholding as mentioned in the Postal Ballot forms and RTA records, the Shareholding as found in the RTA records on Friday, 30th October, 2015 was considered; there were zero cases of mismatch. Further if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.

11. There were 209 envelopes containing postal ballot form(s)/Notice(s), which were returned undelivered & these envelopes were not opened and they are separately kept.
12. I did not find any defaced or mutilated ballot paper(s).
13. The shareholders exercised their voting either by electronic or physical mode. There was no shareholder who opted for both the facilities.
14. The total issued & paid up Equity Share Capital of the Company as on 30th October, 2015 was Rs 163,276,080.00/- (Rupees Sixteen Crore Thirty Two Lacs Seventy Six Thousand and Eighty only) divided into 163,276,08 (One Crore Sixty Three Lacs Twenty Seven Thousand Six Hundred Eight) shares of Rs. 10 (Rupees Ten) each.
15. A Summary of the postal ballots (e-voting and physical mode both) is given hereinafter below.

I. Alteration in Clause III of the Memorandum of Association of the Company

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Postal-Ballot	e-Votes	Total	
Assent	1,251	12,184,251	12,185,502	99.9991
Dissent	110	-	110	0.0009
Total	1,361	12,184,251	12,185,612	100.0000

The detailed break up of voting through electronic mode and voting through postal ballot forms in respect of the Resolution is attached to this report & marked as 'Annexure A'.

II. SPECIAL RESOLUTION:-

Alteration in Clause IV of the Memorandum of Association of the Company

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Postal Ballot	e-Votes	Total	
Assent	1,251	12,184,251	12,185,502	99.9991



Dissent	110	-	110	0.0009
Total	1,361	12,184,251	12,185,612	100.0000

The detailed break up of voting through electronic mode and voting through postal ballot forms in respect of the Resolution is attached to this report & marked as '**Annexure B**'.

III. SPECIAL RESOLUTION:-

Alteration in the Articles of Association of the Company

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Postal Ballot	e-Votes	Total	
Assent	1,251	12,184,251	12,185,502	99.9991
Dissent	110	-	110	0.0009
Total	1,361	12,184,251	12,185,612	100

The detailed break up of voting through electronic mode and voting through postal ballot forms in respect of the Resolution is attached to this report & marked as '**Annexure C**'.

Therefore, the above-mentioned Special Resolutions have been passed with requisite majority.

16. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman.
17. You may accordingly declare the result of the voting by Postal Ballot.



New Delhi
February 04, 2016

For Sanjay Grover & Associates

(Company Secretaries)

(Sanjay Grover)

Scrutinizer

C.P. No.:3850

Annexure-A

A detailed summary of the postal ballot is given herein below:

A1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Net Valid Votes	22	12,184,251	121,842,510	74.6236
(b) Votes with Assent	22	12,184,251	121,842,510	74.6236
(c) Votes with dissent	0	0	0	0

A 2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	135	1,401	14,010	0.0085
b) Less: Invalid Votes	5	40	400	0.0002
c) Net Valid votes casted	130	1,361	13,610	0.0083
d) Votes with assent for the Resolution	20	1,251	12,510	0.0077
e) Votes with dissent for the Resolution	110	110	1,100	0.0006



Annexure-B

A detailed summary of the postal ballot is given herein below:

B1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Net Valid Votes	22	12,184,251	121,842,510	74.6236
(b) Votes with Assent	22	12,184,251	121,842,510	74.6236
(c) Votes with dissent	0	0	0	0

B 2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	135	1,401	14,010	0.0085
b) Less: Invalid Votes	5	40	400	0.0002
c) Net Valid votes casted	130	1,361	13,610	0.0083
d) Votes with assent for the Resolution	20	1,251	12,510	0.0077
e) Votes with dissent for the Resolution	110	110	1,100	0.0006



Annexure-C

A detailed summary of the postal ballot is given herein below:

C 1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Net Valid Votes	22	12,184,251	121,842,510	74.6236
(b) Votes with Assent	22	12,184,251	121,842,510	74.6236
(c) Votes with dissent	0	0	0	0

C 2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	135	1,401	14,010	0.0085
b) Less: Invalid Votes	5	40	400	0.0002
c) Net Valid votes casted	130	1,361	13,610	0.0083
d) Votes with assent for the Resolution	20	1,251	12,510	0.0077
e) Votes with dissent for the Resolution	110	110	1,100	0.0006

