**Date : 01.10.2016**

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: Voting Results and Scrutinizer Report**

Dear Sir,

The 28th Annual General Meeting ('AGM') of the Company was held on September 30, 2016 and the business mentioned in the Notice were transacted.

In this regard, Please find enclosed the following-

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.
2. Report of Scrutinizer dated September 30, 2016, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

Thanking you,

Yours Faithfully,

**For Cantabil Retail India Limited**

Poonam Chahal

Cantabil Retail India Limited Delhi

**(Poonam Chahal)**
**Company Secretary**
**M. No. A22574**

## Voting Results of AGM

| Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution: | |
|---|---|
| Date of the AGM | 30.09.2016 |
| Total number of shareholders on record date | 8,302 |
| No. of shareholders present in the meeting either in person or through Proxy:<br>Promoters and Promoter Group:<br>Public: | <br>2<br>42 |
| No. of Shareholders attended the meeting through Video Conferencing<br>Promoters and Promoter Group:<br>Public: | <br>0 |

**1. Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended onMarch 31, 2016 together with the Report of the Board of Directors and the Auditors thereon:**

Whether promoter/ promoter group are interested in the Agenda/resolution: No

| Category | Mode of Voting | No. of shares held | No of Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | E-voting | 12,119,189 | 12,119,189 | 100.0000 | 12,119,189 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 12,119,189 | 100.0000 | 12,119,189 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-voting | 10,827 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Non Institutions | E-voting | 4,197,592 | 1,208,668 | 28.7943 | 1,208,618 | 50 | 99.9959 | 0.0041 |
| | Poll | | 299 | 0.0071 | 299 | 0 | 100.0000 | 0.0000 |
| | Total | | 1,208,967 | 28.8014 | 1,208,917 | 50 | 99.9959 | 0.0041 |
| Total | | 16,327,608 | 13,328,156 | 81.6296 | 13,328,106 | 50 | 99.9996 | 0.0004 |

**2. Ordinary Resolution:- Re-appointment of Mr. Anil Bansal (DIN : 02443104) as a Director liable to retire by rotation:**

Whether promoter/ promoter group are interested in the Agenda/resolution: No

| Category | Mode of Voting | No. of shares held | No of Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | E-voting | 12,119,189 | 12,119,189 | 100.0000 | 12,119,189 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 12,119,189 | 100.0000 | 12,119,189 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-voting | 10,827 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Non Institutions | E-voting | 4,197,592 | 1,208,668 | 28.7943 | 1,208,618 | 50 | 99.9959 | 0.0041 |
| | Poll | | 299 | 0.0071 | 299 | 0 | 100.0000 | 0.0000 |
| | Total | | 1,208,967 | 28.8014 | 1,208,917 | 50 | 99.9959 | 0.0041 |
| Total | | 16,327,608 | 13,328,156 | 81.6296 | 13,328,106 | 50 | 99.9996 | 0.0004 |

**3. Ordinary Resolution: - To ratify the appointment of M/s. Suresh & Associates, Chartered Accountants (Firm Registration No. : 003316N), as the Statutory Auditors of the Company and to fix their remuneration:**

Whether promoter/ promoter group are interested in the Agenda/resolution: No

| Category | Mode of Voting | No. of shares held | No of Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | E-voting | 12,119,189 | 12,119,189 | 100.0000 | 12,119,189 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 12,119,189 | 100.0000 | 12,119,189 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-voting | 10,827 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Non Institutions | E-voting | 4,197,592 | 1,208,668 | 28.7943 | 1,208,618 | 50 | 99.9959 | 0.0041 |
| | Poll | | 299 | 0.0071 | 299 | 0 | 100.0000 | 0.0000 |
| | Total | | 1,208,967 | 28.8014 | 1,208,917 | 50 | 99.9959 | 0.0041 |
| Total | | 16,327,608 | 13,328,156 | 81.6296 | 13,328,106 | 50 | 99.9996 | 0.0004 |

Cantabil Retail India Limited Delhi

# SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : contact@cssanjaygrover.in
website : www.cssanjaygrover.in


## Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended up to date]

To,
THE CHAIRMAN
**CANTABIL RETAIL INDIA LIMITED**
(CIN: L74899DL1989PLC034995)
B-16, Ground Floor,
Lawrence Road Industrial Area,
New Delhi- 110035

Dear Sir,

I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as a Scrutinizer for the purpose of scrutinizing voting process, i.e. remote e-voting and voting through ballot paper at Annual General Meeting (AGM), under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended up to date) on the resolution(s) mentioned in the Notice dated August 12, 2016 for 28th AGM of the Shareholders of the Company held on Friday, September 30, 2016 at 9.00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Mehrauli, New Delhi- 110074.

I submit my report as under:-

1. The remote e-voting period commenced on Monday, September 26, 2016 (10:00 A.M IST) and ended on Thursday, September 29, 2016 (05:00 P.M IST) *via* e-voting platform on the designated website of Central Depository Services Limited ("CDSL") viz., www.evotingindia.com.

2. The Shareholders of the Company as on the "cut off" date i.e. Friday, September 23, 2016 were entitled to avail the facility of remote e-voting as well as voting through polling process at the AGM, as the case may be, on the proposed resolution(s) (item no. 1 to 3) as set out in the Notice dated August 12, 2016.

3. The total paid up Equity Share Capital of the Company as on Friday, September 23, 2016 was Rs. 16,32,76,080 (Rupees Sixteen Crores Thirty Two Lacs Seventy Six Thousand and Eighty Only) divided into 1,63,27,608 (One Crore Sixty Three Lacs Twenty Seven Thousand Six Hundred and Eight ) equity shares of Rs 10/- (Rupees Ten Only) each.

4. Poll was conducted at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended up to date.

5. Two (2) ballot boxes were kept for polling and the ballot boxes were locked in my presence.

6. After completion of Poll at the AGM, the Ballot boxes were opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.



7. The ballots, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.

8. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Mr. Kumar Gaurav R/o WZ-63, Shadipur, New Delhi- 110008 and Ms. Priyanka Gupta R/o G-9/79, Sangam Vihar, Ratiya Marg, New Delhi- 110080 who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Mr. Kumar Gaurav

Ms. Priyanka Gupta

9. The consolidated summary of results of poll at AGM and remote e-voting are as under:

A. **Resolution No. 1**- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2016 together with the Report of the Board of Directors and the Auditors thereon:

| Ordinary Resolution | | | | |
|---|---|---|---|---|
| Particulars | Number of Valid Votes | | | Percentage |
| | Poll | e-Votes | Total | |
| Assent | 299 | 1,33,27,807 | 1,33,28,106 | 99.99962 |
| Dissent | 0 | 50 | 50 | 00.00038 |
| Total | 299 | 1,33,27,857 | 1,33,28,156 | 100.00000 |

Therefore, the resolution no. 1 has been approved with requisite majority. Details of poll at AGM and remote e-voting are given in **Annexure- A**.

B. **Resolution No. 2**- Re-appointment of Mr. Anil Bansal (DIN : 02443104) as a Director liable to retire by rotation:

| Ordinary Resolution | | | | |
|---|---|---|---|---|
| Particulars | Number of Valid Votes | | | Percentage |
| | Poll | e-Votes | Total | |
| Assent | 299 | 1,33,27,807 | 1,33,28,106 | 99.99962 |
| Dissent | 0 | 50 | 50 | 00.00038 |
| Total | 299 | 1,33,27,857 | 1,33,28,156 | 100.00000 |

Therefore, the resolution no. 2 has been approved with requisite majority. Details of poll at AGM and remote e-voting are given in **Annexure- B**.

C. **Resolution No. 3-** To ratify the appointment of M/s. Suresh & Associates, Chartered Accountants (Firm Registration No. : 003316N), as the Statutory Auditors of the Company and to fix their remuneration:

| Ordinary Resolution | | | | |
|---|---|---|---|---|
| Particulars | Number of Valid Votes | | | Percentage |
| | Poll | e-Votes | Total | |
| Assent | 299 | 1,33,27,807 | 1,33,28,106 | 99.99962 |
| Dissent | 0 | 50 | 50 | 00.00038 |
| Total | 299 | 1,33,27,857 | 1,33,28,156 | 100.00000 |

Therefore, the resolution No. 3 has been approved with requisite majority. Details of poll at AGM and remote e-voting are given in **Annexure- C.**

10. The register, ballot papers and all other documents relating to voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, the register, ballot papers and all other documents shall be handed over to the company.

Thank you,

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

Sanjay Grover
(Managing Partner)
Scrutinizer
CP No. 3850

COUNTERSIGNED BY

Chairman

Date: October 01, 2016
Place: New Delhi

Annexure - A

Details of poll at AGM and remote e-voting for Resolution No.-1 are as under:

A1.VOTING THROUGH POLL:

| Particulars | No. of voters | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of Total Paid-up Equity Capital (Approx.) |
|---|---|---|---|---|
| a) Total votes received | 23 | 300 | 3,000 | 0.00184 |
| b) Less: Invalid Votes | 1 | 1 | 10 | 0.00001 |
| c) Net Valid votes cast | 22 | 299 | 2,990 | 0.00183 |
| d) Votes with assent for the Resolution | 22 | 299 | 2,990 | 0.00183 |
| e) Votes with dissent for the Resolution | 0 | 0 | 0 | 0.00000 |

A2. VOTING THROUGH REMOTE E-VOTING:

| Particulars | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of Total Paid-up Equity Capital (Approx.) |
|---|---|---|---|---|
| a) Net Valid Votes | 35 | 1,33,27,857 | 13,32,78,570 | 81.62774 |
| b) Votes with Assent | 34 | 1,33,27,807 | 13,32,78,070 | 81.62743 |
| c) Votes with dissent | 1 | 50 | 500 | 00.00031 |

Annexure - B

Details of poll at AGM and remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH POLL:

| Particulars | No. of voters | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of Total Paid-up Equity Capital (Approx.) |
|---|---|---|---|---|
| a) Total votes received | 23 | 300 | 3,000 | 0.00184 |
| b) Less: Invalid Votes | 1 | 1 | 10 | 0.00001 |
| c) Net Valid votes cast | 22 | 299 | 2,990 | 0.00183 |
| d) Votes with assent for the Resolution | 22 | 299 | 2,990 | 0.00183 |
| e) Votes with dissent for the Resolution | 0 | 0 | 0 | 0.00000 |

B2. VOTING THROUGH REMOTE E-VOTING:

| Particulars | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of Total Paid-up Equity Capital (Approx.) |
|---|---|---|---|---|
| a) Net Valid Votes | 35 | 1,33,27,857 | 13,32,78,570 | 81.62774 |
| b) Votes with Assent | 34 | 1,33,27,807 | 13,32,78,070 | 81.62743 |
| c) Votes with dissent | 1 | 50 | 500 | 00.00031 |



Annexure – C

Details of poll at AGM and remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH POLL:

| Particulars | No. of voters | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of Total Paid-up Equity Capital (Approx.) |
|---|---|---|---|---|
| a) Total votes received | 23 | 300 | 3,000 | 0.00184 |
| b) Less: Invalid Votes | 1 | 1 | 10 | 0.00001 |
| c) Net Valid votes cast | 22 | 299 | 2,990 | 0.00183 |
| d) Votes with assent for the Resolution | 22 | 299 | 2,990 | 0.00183 |
| e) Votes with dissent for the Resolution | 0 | 0 | 0 | 0.00000 |

C2. VOTING THROUGH REMOTE E-VOTING:

| Particulars | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of Total Paid-up Equity Capital (Approx.) |
|---|---|---|---|---|
| a) Net Valid Votes | 35 | 1,33,27,857 | 13,32,78,570 | 81.62774 |
| b) Votes with Assent | 34 | 1,33,27,807 | 13,32,78,070 | 81.62743 |
| c) Votes with dissent | 1 | 50 | 500 | 00.00031 |